

Constitution of the Triton Owners' Club ACT Inc.

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Constitution of the Triton Owners' Club ACT Inc.

Adopted 3rd April 2013

Part 1.1 Preliminary

1A Preamble

The Triton Owners' Club ACT (the Club) was incorporated as an association in the Australian Capital Territory on 9 Jan 1997 (Registered Number A 2863). This Constitution is based upon the Model Rules contained in the Regulations to the Associations Incorporations Act, with variations as approved by Special General Meeting, and follows the same numbering system as the Model Rules.

1B Definitions

In this constitution:

Note A definition applies except so far as the contrary intention appears (see Legislation Act, s 155).

financial year means the year ending on 30 June.

member means

(a) a person who has applied to join the club and who has paid the applicable annual membership fee for a financial year. Such a member will remain a member until the end of 30 September immediately following the end of the said financial year.

(b) a person who has been granted Life or Honorary membership in accordance with Section 2B below.

ordinary committee member means a member of the committee who is not an office-bearer of the association as mentioned in section 12 (2).

secretary means the person holding office under these rules as secretary of the association or, if no such person holds that office, the public officer of the association.

special general meeting means a meeting of members convened for the purposes of voting on changes to the constitution, or other formal purposes described in this constitution.

the Act means the *Associations Incorporation Act 1991*.

the regulation means the *Associations Incorporation Regulation 1991*.

1C Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

1D Objects of the Club

- To provide education and training on the correct use and setting up of Triton products and other machinery used for working with wood
- To foster development of woodworking skills in general
- To provide financial and practical support to certain organisations and charities as decided by the members and agreed to by the committee
- To promote good fellowship among those interested in working with wood
- To promote and educate members in matters relating to Occupational Health & Safety (OH&S) as an ongoing requirement.

Part 1.2 Membership

2A Membership qualifications

Membership is open to all owners of Triton products or persons having use, or having had use of a Triton, or who has an interest in developing woodworking skills.

2B Membership categories

(a) A Full Member is a member as defined in section 1B (a).

(b) Life Membership may be offered by the Committee to those persons who have been financial members for at least six consecutive years, and provided the Club with significant assistance and active support, and who can no longer actively participate in membership by reason of geographic location, infirmity and/or because they have retired from active woodwork.

(c) Honorary Membership may be offered by the Committee to those persons who, while not having been financial members, have provided the Club with significant unpaid assistance over a period.

2C Membership entitlements

Full and Life members are entitled to participate in or benefit from activities or initiatives organised or obtained on their behalf.

Honorary members will receive club communications, and invitations to selected activities as appropriate.

2D Transferability of membership entitlements

A right, privilege or obligation that a person has because of being a member of the association

(a) cannot be transferred or transmitted to another person without the express permission of the committee; and

(b) terminates on cessation of the person's membership.

3 Application for membership

(1) An application for membership of the association must be made in writing in the form set out at Appendix 1, and lodged with the treasurer of the association with the appropriate membership fee.

(2) The committee may vary the form at Appendix 1 from time to time.

4 Moved to Section 2D.

5 Cessation of membership

A person ceases to be a member of the association if the person—

(a) dies or, for a corporation, is wound up; or

(b) resigns from membership of the association; or

(c) is expelled from the association in accordance with the provisions of section 9;
or

(d) unless they are a Life or Honorary member, fails to renew membership of the association by the end of September following a financial year.

6 Resignation of membership

If a person ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

7 Fee, subscriptions etc

(1) The annual membership fee of the association is \$30 or, if any other amount has been determined by resolution of the committee, that other amount. (*note:annual fee amended to \$40 on 9/10/2018*)

(2) If a person joins between 1 January and 30 June the membership fee for that financial year shall be 50% of the annual fee. Membership does not commence until the membership fee is paid.

(3) The annual renewal membership fee is payable before 30 September in each financial year.

(4) Annual membership fees do not apply to Honorary or Life members.

8 Limitation of Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount (if any) unpaid by the member in relation to membership fees of the association as required by section 7.

9 Disciplining of members

(1) If the committee is of the opinion that a member—

- (a) has persistently refused or neglected to comply with a provision of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association;

the committee may, by resolution—

- (c) expel the member from the association; or
- (d) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.

(2) A resolution of the committee under subsection (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.

(3) If the committee passes a resolution under subsection (1), the secretary must, as soon as practicable, serve a written notice on the member—

- (a) setting out the resolution of the committee and the grounds on which it is based; and
- (b) stating that the member may address the committee at the next upcoming committee meeting; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or before the date of that meeting written representations relating to the resolution.

(4) Subject to the Act, section 50, at a meeting of the committee mentioned in subsection (2), the committee must—

- (a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and

- (b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
- (c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection (1).

(5) If the committee confirms a resolution under subsection (4), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 10.

(6) A resolution confirmed by the committee under subsection (4) does not take effect—

- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
- (b) if within that period the member exercises the right of appeal—unless and until the association confirms the resolution in accordance with section 10 (4).

10 Right of appeal of disciplined member

(1) A member may appeal to the association against a resolution of the committee that is confirmed under section 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) On receipt of a notice under subsection (1), the secretary must notify the committee which must call a special general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.

(3) Subject to the Act, section 50, at a special general meeting of the association called under subsection (2)—

- (a) no business other than the question of the appeal may be transacted; and
- (b) the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
- (c) the members present must vote by secret ballot on the question of whether the resolution made under section 9 (4) should be confirmed or revoked.

(4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 9 (4), that resolution is confirmed.

Part 1.3 Committee

11 Powers of committee

The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the association in special general meeting—

- (a) controls and manages the affairs of the association; and
- (b) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in special general meeting; and
- (c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

12 Constitution and membership

(1) The committee consists of—

- (a) the office-bearers of the association; and

- (b) up to 5 ordinary committee members;
each of whom must be elected under section 13 or appointed in accordance with subsection (4).
- (2) The office-bearers of the association are—
 - (a) the president; and
 - (b) the vice-president; and
 - (c) the treasurer; and
 - (d) the secretary.
- (3) Each member of the committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

13 Election of committee members

- (1) The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received at any subsequent special general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) A person is not eligible to simultaneously hold more than 1 position on the committee.
- (7) A vacancy in an office bearer position between annual general meetings may be filled by an ordinary committee member.

14 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- (2) The secretary must keep minutes of—
 - (a) all elections and appointments of office-bearers and ordinary committee members; and
 - (b) the names of members of the committee present at a committee meeting or a special general meeting; and
 - (c) all proceedings at committee meetings and special general meetings.
- (3) Minutes of proceedings at a meeting must be subject to confirmation at the next succeeding meeting, with any changes noted in the minutes of the confirming meeting, and the secretary must retain a copy of the minutes as confirmed.

15 Treasurer

(1) The treasurer of the association must—

- (a) collect and receive all amounts owing to the association and make all payments authorised by the association; and
- (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

16 Vacancies

For these rules, a vacancy in the office of a member of the committee happens if the member—

- (a) dies; or
- (b) ceases to be a member of the association; or
- (c) resigns the office; or
- (d) is removed from office under section 17 (Removal of committee members); or
- (e) becomes bankrupt or personally insolvent; or
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under the Act, section 63 (1); or
- (h) is subject to a disqualification order under the Act, section 63A; or
- (i) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

17 Removal of committee members

The association in special general meeting may by resolution, subject to the Act, section 50, remove any member of the committee from the office of member of the committee before the end of the member's term of office.

18 Committee meetings and quorum

(1) The committee must meet at least 3 times in each calendar year at the place and time that the committee may decide.

(2) Additional meetings of the committee may be called by any member of the committee.

(3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting

(5) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(6) No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned.

(7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

- (8) At meetings of the committee—
- (a) the president or, in the absence of the president, the vice-president presides; or
 - (b) if the president and the vice-president are absent—1 of the remaining members of the committee may be chosen by the members present to preside.

19 Delegation by committee to subcommittee

(1) The committee may, in writing, delegate to 1 or more subcommittees (consisting of the member or members of the association that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument, other than—

- (a) this power of delegation; and
- (b) a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in special general meeting.

(2) A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.

(3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.

(4) Despite any delegation under this section, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.

(6) The committee may, in writing, revoke wholly or in part any delegation under this section.

(7) A subcommittee may meet and adjourn as it considers appropriate.

20 Voting and decisions

(1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.

(2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

Part 1.4 General meetings

21 Annual general meetings—holding of

(1) The association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its members.

(2) Subsection (1) has effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

22 Annual general meetings—calling of and business at

- (1) The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the committee considers appropriate.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
 - (a) to confirm the minutes of the last annual general meeting and of any special general meeting held since that meeting; and
 - (b) to receive from the committee reports on the activities of the association during the last financial year; and
 - (c) to elect members of the committee, including office-bearers; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
- (3) An annual general meeting must be specified as such in the notice calling it in accordance with section 24 (Notice).
- (4) An annual general meeting must be conducted in accordance with the provisions of this part.

23 Special general meetings—calling of

- (1) The committee may, whenever it considers appropriate, call a special general meeting of the association.
- (2) The committee must, on the requisition in writing of not less than 5% of the total number of members, call a special general meeting of the association.
- (3) A requisition of members for a special general meeting—
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to call a special general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting called by a member or members mentioned in subsection (4) must be called as nearly as is practicable in the same way as special general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

24 Notice

- (1) Except if the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the meeting, send by email or, if there is no email address, prepaid post, to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the meeting, send notice to each member in the

way provided in subsection (1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice calling a meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 22 (2).

(4) A member desiring to bring any business before a meeting may give written notice of that business to the secretary who must include that business in the next notice calling a meeting given after receipt of the notice from the member.

25 Annual and Special General meetings—procedure and quorum

(1) No item of business may be transacted at an annual or special general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Ten members present in person (who are entitled under these rules to vote at a meeting) constitute a quorum for the transaction of the business of a meeting.

(3) If within 30 minutes after the appointed time for the start of a meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to a later date to be communicated by written notice to members given before the day to which the meeting is adjourned.

(4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 5) constitute a quorum.

26 Presiding member

(1) The president, or in the absence of the president, the vice-president, presides at each annual or special general meeting of the association.

(2) If the president and the vice-president are absent from a meeting, the members present must elect 1 of their number to preside at the meeting.

27 Adjournment

(1) The person presiding at a meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If an adjourned meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in subsections (1) and (2), notice of an adjournment of a meeting or of the business to be transacted at an adjourned meeting is not required to be given.

28 Making of decisions

(1) A question arising at an annual or special general meeting of the association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) A poll may be demanded by the person presiding or by not less than 3 members present in person at the meeting.

(3) If the poll is demanded, the poll must be taken—

(a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or

(b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

29 Voting

(1) Subject to subsection (3), on any question arising at a meeting of the association a member has 1 vote only.

(2) All votes must be given personally.

(3) If the votes on a question are equal, the person presiding is entitled to exercise a second or casting vote.

(4) A member is not entitled to vote at any meeting of the association unless all money due and payable by the member to the association has been paid.

30 Appointment of proxies

Omitted.

Part 1.5 Miscellaneous

31 Funds—source

(1) The funds of the association must be derived from annual subscriptions of members, donations, sales of assets and, subject to any resolution passed by the association in annual or special general meeting and subject to the Act, section 114, any other sources that the committee decides.

(2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

(3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

32 Funds management

(1) Subject to any resolution passed by the association in special or annual general meeting, the funds of the association must be used for the objects of the association in the way that the committee decides.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members of the committee or employees authorised to do so by the committee.

33 Alteration of objects and rules

Neither the objects of the association mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

34 Common seal

(1) The common seal of the association must be kept in the custody of the secretary.

(2) The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary.

35 Custody of books

Subject to the Act, the regulation and these rules, the secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the association other than financial records, which are to be kept by the treasurer.

36 Inspection of books

The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.

37 Service of notice

For these rules, the association may serve a notice on a member by sending it by email, or post if no email address exists, to the member at the member's address shown in the register of members.

Note For how documents may be served, see the Legislation Act, pt 19.5.

38 Surplus property

The Gungahlin Lions Club is the specified organisation to receive all surplus property and funds in the event of the dissolution or winding up of the Triton Owners Club ACT Inc.

Appendix 1 – Application for membership

(see s 3 (1))



OWNERS' CLUB (A.C.T.) INC.

P.O. Box 494 Belconnen ACT 2616

Club rooms: Stromlo Forest Scout Hall, Tantangara St, Duffy

Application for membership of Triton Owners Club ACT Incorporated (incorporated under the Associations Incorporation Act 1991)

I, (first name)

.....(last name)

hereby apply to become a member of the incorporated association. I agree to be bound by the rules of the association from time to time in force.

Street Address.....

Suburb or Town.....State.....Postcode.....

Telephone Nos. Home..... Work.....Mob.....

Email address.....

Preferred first name on name badge.....

Membership fee: The annual membership fee is \$40. For members joining between 1 January and 30 June the fee is reduced to \$20.

Enclosed is the amount of \$40 / \$20 (*delete one*) for membership.

Signed:..... Date

Office Use only							
Amount	Date	Receipt No.	Badge No.	Name badge issued	Membership card issued	Cap issued	Entered on database