

## CONSTITUTION

of

# Harmonie German Club <br> Canberra Incorporated 

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## PART I - PRELIMINARY

## 1. PRELIMINARY

## Name

1.1 The name of the Association shall be "Harmonie German Club Canberra Incorporated" and may for the purposes of this Constitution and internal purposes of the Association be cited or referred to as "the Club".

## Legal Entity

1.2 Subject to the provisions of s .14 of the Act, enabling by licence a non-profit unincorporated entity to be incorporated as a body corporate, this Association is a registered Incorporated Association (a legal entity, separate and distinct from that of the individual members, distinguishing the liability of the Association from that of its members) under the Associations Incorporation Act 1991 (ACT).

## Principal Purpose

1.3 "Harmonie German Club Canberra Incorporated" is formed as a non-political, not-for-profit corporate entity (which may be established as a Public Benevolent Institution) for the benefit and wellbeing, social enhancement and connection and relief of social isolation of members of the Club and their guests and for the advancement, support and celebration of peoples of German heritage in the ACT and region and their associated families and community which the Association serves and for the promotion of the stated objects of the Association pursuant to rule 2.1 through the coordination, delivery and sponsorship of services, events, facilities, ventures and endeavours to achieve those stated objects.

## Constitution

1.4 This Constitution applies to the Association "Harmonie German Club Canberra Incorporated" and reference to particular clauses has a corresponding meaning.
1.5 This Constitution shall comply with the subscribed matters specified in the relevant sections of the Associations Incorporation Act 1991 (ACT) [the Act] and the Associations Incorporation Regulation 1991 (ACT) [the Regulation] and such other matters that may be prescribed by Australian Law. Any powers conferred under this Constitution must be exercised in such a way as to be consistent with the Act, the regulation and any other applicable laws.
1.5.1 Where a Board-made resolution, policy, procedure, protocol or process is inconsistent with this Constitution or any applicable law, the resolution, policy, procedure, protocol or process will be invalid to the extent of the inconsistency.
1.6 Unless the context indicates a contrary intention and except for the
definitions and interpretations in rule 52.1 and 52.2 in this Constitution:

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1.6.1 a reference to the:
1.6.1.1 Act is to the Associations Incorporation Act 1991 (ACT) in force in relation to the Association after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Association; and

> 1.6.1.2 Regulation is to the Associations Incorporation Regulation 1991 (ACT) in force in relation to the Association after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Association; and
1.6.2 a word, expression or phrase given a meaning in the Act or Regulation has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Act or Regulation, unless that word or phrase is otherwise defined in this Constitution. This means the words used in this Constitution shall, unless the contrary intention appears, have the same meaning as they have in the Law
1.7 The Constitution binds the Association and each member; and the Association and each director; and a member and each other member and contains covenants on the part of each member to observe all the provisions of the Constitution.
Explanation: Associations Incorporation Act 1991 s. 48 - This means the Constitution has the effect of a contract
1.8 All Voting Members upon request may have a copy of this Constitution in either electronic 'read-only' format or 'hard copy'. A cost recovery fee, determined by the Board, may be charged for a (non-electronic) 'hard copy' of this Constitution. The Constitution must be provided within 14 days of the request.
1.9 The Model Rules contained under section 16(c)(i), 26(1)(b) or 33(1)(b) of the Act do not apply to the Association, except insofar as this Constitution may be silent on the matters referred to.

## Inadvertent omissions in, or ambiguity of interpretation of the Constitution

1.10 If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Board that the omission has directly and unfairly prejudiced any Voting Member financially.
1.11 If there is any matter relating to the Association on which this Constitution is silent or where any ambiguity, inconsistency or contradiction exists in the interpretation of any meaning, this Constitution shall be interpreted according to meaning in the Act and the Regulation and its successors or otherwise a determination of the Board shall, consistent with and in

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pursuance of this Constitution, have authority to interpret the meaning of this Constitution and act in relation to any matter relating to the Association on which this Constitution is silent, ambiguous, inconsistent or contradictory.
1.11.1 The decision of the Board has binding authority until such time as a subsequent Board determines otherwise or the Voting Members in general meeting add to or amend the Constitution to clarify the omission, ambiguity or meaning.

## Income and Property

1.12 The Association as a not-for-profit corporate entity shall ensure that all its funds and revenue are directed toward the achievement of the objects of the Association pursuant to Rule 2.1 and towards undertaking pursuits that may be considered desirable for the promotion of, or deemed necessary or convenient for the purpose of and with a view to carrying out and furthering the said objects of the Association.
1.13 The income, property and assets of the Association, however derived, shall be applied solely towards the promotion, and in furtherance of the objects of the Association pursuant to rule 2.1 and, subject to rule 1.14, no portion shall be paid, distributed or transferred, directly or indirectly, by dividend or bonus, to any member of the Association except as either:
1.13.1 bona fide compensation for services rendered or expenses incurred on behalf of the Association pursuant to rule 1.14, or
1.13.2 as grants, vouchers or other assistance made pursuant to the objects of the Association to Voting Members assessed by the Board in their absolute discretion as facing extreme or unexpected hardship.
1.14 Rule 1.13 does not prevent the payment in good faith to any person or organisation on the basis that the payment is:
1.14.1 remuneration in return for services actually provided to the Association;
1.14.2 consideration for goods supplied to the Association in the ordinary
course of business;
1.14.3 interest at current bank overdraft rate on money lent;
1.14.4 a reasonable and proper sum by way of rent for premises let to the Association by the person or organisation;
1.14.5 reimbursement of monies for expenses incurred on behalf of the Association;
1.15 Subject to this section, the Association must not pay fees to or on behalf of directors except that the Association may make payments to a director in good faith for:
1.15.1 the payment or reimbursement of out-of-pocket expenses reasonably incurred by a director in the performance of any duty as a director of the Association including in travelling to or attending Board meetings where that payment or reimbursement has been approved by the Board;
1.15.2 the payment of a reasonable and proper amount in compensation for services actually rendered by a director in representing the Association and/or travelling to or attending meetings, events, conferences, etc for or on behalf of the Association at the request of the Board and where the payment has been approved by the Board;
1.15.3 the payment of a reasonable and proper amount as an honorarium for attending upon the functions and duties of a director or office bearer on reasonable commercial terms commensurate with similar not for profit entities and which remuneration does not exceed the total amount (if any) approved initially by the Board and subsequently approved annually by the Voting Members in General Meeting as the remuneration payable to all directors and office bearers in proportionate amounts as the Board determine for undertaking such functions and duties of a director or office bearer;
1.15.4 the payment of a reasonable and proper amount to any director for a service rendered to the Association by that director, being a person engaged in a professional or technical capacity in any business or trade profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
1.15.5 any salary or wage due to the Secretary as an employee of the Association where the terms of employment have been approved by the Board;
1.15.6 an insurance premium in respect of a contract insuring a director or Officer for a liability incurred as an Officer of the Association where the Board has approved the payment of the premium; or
1.15.7 any payment in relation to indemnity or insurance under rule 50 or a payment under any agreement or deed referred to in rule 50.

## 2. OBJECTS AND POWERS OF THE ASSOCIATION

## Objects

2.1 The objects for which the Association is established is:
2.1.1 to establish furnish and maintain a Club and other premises, facilities, services and conveniences for the accommodation, association, convenience and utility of members of the Club and their guests;
2.1.2 to afford to its members all the usual privileges, advantages and conveniences of a Club including as incidental thereto:

> 2.1.2.1 physical, cultural, recreational, sporting and social facilities and activities common to its members;

### 2.1.2.2 information, services and agency for the assistance of members;

2.1.2.3 opportunities for theatre, music, singing, dancing and other entertainments;
and for such purposes to purchase supply sell and deal in all kinds of goods and/or provisions required or to be used by members or other persons entitled to use the premises of the Club and to permit the same to be used by members and their guests pursuant to this Constitution and the Association's internal control framework of Board-determined governing policies pursuant to rule 48.
2.1.3 to promote, foster and encourage

### 2.1.3.1 the German language, culture, customs, heritage and tradition;

2.1.3.2 social intercourse and good fellowship amongst nationals of Germany, former nationals of Germany and Australian citizens and to assist in creating and maintaining cordial relations with other citizens, irrespective of origin, nationality, race, or religion;

> 2.1.3.3 nationals and former nationals of Germany to become integrated in Australian society including through physical, cultural, recreational, sporting and social pursuits as shall assist such persons in adjusting to the conditions of society in Australia;
and for these purposes to acquire, procure, prepare and maintain such premises, facilities, services and conveniences as may be deemed necessary or desirable in furtherance of these pursuits.
2.1.4 to assist, where practicable pursuant to the above objects, in the relief of poverty and hardship amongst nationals and former nationals of Germany resident in the ACT and region.

PROVIDED THAT and subject to this Constitution the whole of the accommodation, facilities and services of the Club shall be provided and maintained from the funds of the Club and no person shall be entitled to derive any profit benefit or advantage from the Club which is not shared equally by every member thereof.

BUT AT ALL TIMES recognising that the Association may be constrained to pursue only some of those objects to exclusion of others from time to time or pursue some objects with differing priorities.

## Powers

2.2 In addition to the powers conferred on the Association by the Act or Legislative Regulation or this Constitution and consistent with the assigned authorities in rule 27, the Association has all such powers as are necessary or convenient to carry out its objects and, in particular, shall have the following powers solely for and consistent with the purpose of carrying out and furthering the aforesaid objects and not otherwise to:

### 2.2.1 Employ, appoint and/or engage and at its discretion remove, dismiss or suspend any employees, officers, staff, servants, agents, contractors, tradespersons or professional persons;

2.2.2 Determine wages, salaries and gratuities of appointees and employees;
2.2.3 Establish and support, or aid in the establishment and support of services, funds, trusts, schemes and conveniences calculated to benefit employees or past employees of the Association and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Association and their dependants, and the making of payments towards insurance or superannuation in relation to any of those purposes;
2.2.4 Print and publish by any technological or electronic means newsletters, periodicals, books, leaflets or other documents;
2.2.5 Receive or make gifts, grants, devises, bequests, subscriptions or donations from or to any person, fund, authority, organisation and accept any gift whether subject to special trust or not and to act as trustee of money or other property vested in the Association on trust;
2.2.6 Take any measures from time to time as the Association may deem expedient or appropriate for the purpose of facilitating the raising of revenue and the procuring of contributions to the funds of the Association, whether through fundraising or other events or by way of donations, subscriptions, grants or otherwise;
2.2.7 Draw, make, accept, endorse, discount and issue cheques, draft bills of exchange, promissory notes and other negotiable instruments;
2.2.8 Borrow or raise money in such manner and on such terms as the Association may think fit;
2.2.9 Secure the repayment of money raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
2.2.10 Invest in authorised trustee investments of any monies of the Association not immediately required for any of its objects or purposes in any manner in which trustees are authorised by law to administer money held on trust;
2.2.11 Enter into contracts;
2.2.12 Establish and support or aid in the establishment or support of, any other service formed for any of the objects, consistent with any of the aforesaid objects of the Association;
2.2.13 Establish, maintain and manage any building or works and arrange for the construction maintenance and alteration of buildings or works and expend money and do any other thing necessary, convenient or advisable in relation to any building or works to achieve the objects of the Association;
2.2.14 Purchase, take on lease or in exchange and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient to achieve the aims of the Association;
2.2.15 Buy, sell and supply of and deal in, goods or services of any kind to achieve the objects of the Association;
2.2.16 To co-operate with any person or organisation on matters relating to the objects of the Association;
2.2.17 Form a solely owned incorporated entity as a subsidiary entity if it is deemed necessary or convenient to or in connection with, or with a view to promoting, pursuing or achieving the objects of the Association;
2.2.18 Subscribe to, become a member of, form or participate in the formation of or enter into a partnership or joint venture with or co-operate with or amalgamate with any other persons or bodies if it is deemed necessary or convenient to or in connection with, or with a view to promoting, pursuing or achieving the objects of the Association
2.2.19 Establish and support, or aid in the establishment and support of such internal 'business' units of the Association that function as logical elements or segments of the Association representing a specific internal organisational function including but not limited to branches, divisions, departments, chapters, interest groups, panels or other practical or similar associated body or by whichever other name is deemed suitable;
2.2.20 Undertake exhibitions, seminars and consultative forums or similar deemed necessary or convenient to achieve the Association's objects;
2.2.21 Prepare and make submissions or representations to Territory, State and Federal governmental departments and agencies deemed necessary or convenient to achieve the objects of the Association;
2.2.22 To organise, conduct and make provision for lotteries and other games of chance or skill for the purpose of raising funds for the Association, provided always that such activities are lawful in the ACT;
2.2.23. Appoint an Auditor as required pursuant to Part 5 of the Act;
2.2.24 Appoint a Public Officer as required pursuant to $s .57$ of the Act.
2.2.25 Do any other lawful act as may be necessary, incidental or conducive to the achievement of the aforesaid objects of the Association.

## PART II - MEMBERSHIP

## 3. MEMBERSHIP - QUALIFICATIONS AND CATEGORIES

3.1 A person is qualified to be a member of the Association if they qualify in a membership category pursuant to rule 3.2 and by deed of membership, they agree to:
3.1.1 support the objects of the Association;
3.1.2 be bound by and to act in a manner consistent with all the provisions of:
3.1.2.1 this Constitution;
3.1.2.2 the Association's internal control framework of Boarddetermined governing policies pursuant to rule 48; and
3.1.2.3 all By-Laws of the Club;

## Membership categories

3.2 The Association shall have the following membership categories:
3.2.1 A Full Member of the Association is a person who is any natural person 18 years or over admitted as a Full Member pursuant to this Constitution and who:
3.2.1.1 is a national and former national of Germany;
or
3.2.1.2 such other person who express a desire to become a Full Member of the Association;
and
3.2.1.3 who agree to the conditions pursuant to rule 3.1;
and
3.2.1.4 who pay all requisite fees, etc. as due pursuant to rule 9 .
3.2.2 An Honorary Life Member of the Association is a Full Member who, in the opinion of the Board, has rendered meritorious service to, and contributed to the fulfilment of the objectives of the Association over an extended period and has been approved for Honorary Life
membership by resolution the Board and accepted by the person receiving the conferred membership.

## An Honorary Life Member:

3.2.2.1 shall be formally recognised at the next General Meeting of the Association;
3.2.2.2 is exempt from paying any requisite fees, etc. as due pursuant to rule 9.
3.2.3 A Social Member of the Association is a person who is any natural person 18 years or over admitted as a Social Member pursuant to this Constitution and who:
3.2.3.1 intends to participate in or utilise the physical, cultural and social recreational facilities of the Club only;
and
3.2.3.2 who agrees to the conditions pursuant to rule 3.1 .2 but who may not wish to make an express commitment to rule 3.1.1;
and
3.2.3.3 who pays all requisite fees, etc. (if any) as due pursuant to rule 9.
3.2.4 Any other category the Board may:
3.2.4.1 establish from time to time as considered desirable or necessary to be included in the membership mix of the Association;
3.2.4.2 establish and/or amend the eligibility criteria and the rights, privileges and obligations for newly established category of membership in accordance with this Constitution
3.2.4.3 at its discretion, dissolve any such category so established at any time.

### 3.3 All applications for Full membership of the Association must:

3.3.1 be in writing in a form determined by the Board from time to time ("Membership Application Form") and include:
3.3.1.1 a declaration as to the eligibility for membership and acceptance of the conditions of the relevant membership category and the signature of the applicant, or such other form of authentication approved by the Board from time to time, attesting to the same;
3.3.1.2 any relevant postal and/or electronic address of the applicant being the nominated address for the receipt of Association notices;
3.3.1.3 the relevant membership application fee, if any and where applicable, pursuant to rule 9;
and
3.3.1.4 be lodged with the Secretary (or their delegate) at the Association's Registered Office.
3.3.2 Upon receipt of the membership application, the person shall be deemed an "interim" Full Member for a 30-day period pending formal approval as a Full Member by the Board (or its delegate).
3.3.2.1 The Secretary shall refer any Membership Application Forms once received to the Board (or its delegate) without undue delay.
3.3.2.2 The relevant membership application fee shall be deposited without reasonable delay in the Association's account.
3.3.3 The Board (or its delegate) shall within 30 days of receipt of the application and after considering the application and applying the criteria for eligibility as set out for the relevant category of member pursuant to rule 3.2, determine by resolution in its absolute discretion whether an applicant may become a Full Member.
3.3.3.1 The Board (or its delegate) may require an applicant to give such further information as it desires before approving or refusing the admission of an applicant for membership.
3.3.3.2 Full membership acceptance may only be rejected if it is deemed after due process that the applicant has refused to accept to be bound by any provisions of this Constitution, the governing policies of the Association or By-Laws of the Club or has acted in any way or manner that is liable to bring or has brought the Association into disrepute or acted in any way or manner that would appear to be prejudicial or
detrimental to the interests or pursuit of the objects of the Association.
3.3.4 If an application as a member is accepted by the Board (or their delegate), the notice of acceptance by the applicant is to be forwarded to the Secretary who must, without reasonable delay, enter the applicant's details pursuant to rule 8 in the Register.
3.3.5 If an application as a member is rejected by the Board, the notice of rejection is to be forwarded to the Secretary who must, without reasonable delay, give written notice of the rejection to the applicant and refund in full any membership application fee paid by the applicant. The Board (or its delegate) or Secretary is not required to give any reason for the rejection of any application to become a member.
3.3.6 Inadvertent failure by the Association to comply with any notice requirement in this Article does not invalidate the decision by the Board (or its delegate) regarding an application.

## 4. MEMBERSHIP RIGHTS AND POWERS

4.1 In addition to those member rights and powers that are permitted by this Constitution to benefit or otherwise be performed by members of the Association:
4.1.1 All members may enjoy reduced fees for the Club's product and service offerings in relation to their member category if and as determined by the Board from time to time.
4.1.2 Full and Honorary Life members, subject to this Constitution:
4.1.2.1 may attend and have full voting rights at all the Association's General Meetings;
4.1.2.2 have speaking rights at all the Association's General Meetings;
4.1.2.3 may nominate persons to stand as candidates for election as a director of the Association;
4.1.2.4 may, subject to eligibility pursuant to rule 28.2, stand as candidates for election as a director of the Association pursuant to rule 28.1.1; or
4.1.2.5 may be appointed as a director of the Association pursuant to rule 28.1.1.
4.2 Membership of the Association does not confer on a member any right, title or interest, whether legal or equitable, in the Association's assets.

## 5. MEMBERSHIP - CESSATION OF

5.1 A member ceases to be a member of the Association if the member:
5.1.1 ceases to fulfil the conditions pursuant to rules 3.2.1, 3.2.2 or 3.2.3 as the case may be; or
5.1.2 has that membership terminated pursuant to rules 9.3.2.1 or 13;
5.1.3 dies or becomes of unsound mind or a person whose property is liable to be dealt with under a protective jurisdiction law relating to mental health; or
5.1.4 ceases to satisfy any criteria for admission to membership of the Association which may be established from time to time.
5.2 A member shall continue to be liable for any unpaid monies due to the Association (if any) at the date of their cessation due by them to the Association.
6. MEMBERSHIP - ENTITLEMENT NOT TRANSFERABLE
6.1 A right, privilege or obligation which a person has by reason of being a member of the Association -
6.1.1 is not capable of being transferred or transmitted to another person unless otherwise permitted under this Constitution;
6.1.2 shall remain with that person; and
6.1.3 expires upon cessation of the membership.
7. MEMBERSHIP - RESIGNATION OF
7.1 A member of the Association must resign membership pursuant to this Constitution.
7.2 A member of the Association may resign from membership of the Association by giving notice in writing to the Secretary of the member's intention to resign membership stating that the person does not wish to be a member. Upon the receipt of the notice, the member ceases to be a member.

### 7.2.1 Noting that a person's membership shall also be deemed terminated pursuant to cessation events in rule 5.

7.3 A person who resigns as a member of the Association pursuant to rule 7.2 ceases to be a member of the Association and is no longer entitled to any of the rights, privileges or obligations which a person may have by reason of being a member of the Association.

## 8. MEMBERSHIP - REGISTER OF

8.1 Pursuant to s.67(1) of the Act and s. 10 of the Legislative Regulation, the Association shall ensure a register of members of the Association is maintained and specifies:
8.1.1 the assigned membership number (if any) and category of member;
8.1.2 the name and address (including electronic mail transmission address if any) of each member;
8.1.3 the date each member became a member;
8.1.4 the amount and date of payment of member's last contribution if applicable;
8.1.5 the date (if any) each member ceased to be a member of the Association pursuant to rule 8.4.
8.2 The register of members shall be kept at the principal place of business of the Association (or other secure place as determined by the Board from time to time).
8.3 Pursuant to s.67(2)(a) of the Act and any relevant laws relating to privacy, the register of members shall be open for inspection by a Voting Member of the Association with the right and prescribed valid purpose to have such information in accordance with this Constitution and any relevant and applicable sections of the Act or Regulation.
8.3.1 The inspection by the Voting Member shall be made available, free of charge, at the Registered Office of the Association (or other place as determined by the Board from time to time) during business hours at any reasonable hour, having first given the Association reasonable notice in writing to, and made prior arrangement with, the Secretary to inspect. The inspection may be supervised by the Secretary and undertaken at a time convenient to both parties.

### 8.3.2 The registrar of members

8.3.2.1 is not to be photographically, electronically or manually copied and/or removed from the Registered Office of the Association (or other place determined as by the Board from time to time);
8.3.2.2 remains the property of the Association to be used solely for the purposes of the Association pursuant to the matters required as described in this Constitution and the Act and Legislative Regulation.
8.4 Where a member of the Association ceases to be a member, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## 9. MEMBERSHIP - FEES, SUBSCRIPTIONS, ETC.

9.1 The Association may by resolution of the Board from time to time:
9.1.1 require the payment of fees, subscriptions or levies by members in the amount, on any terms and at any times as the Board resolves, including payment by instalments.
9.1.2 when admitting members, make fees, subscriptions or levies payable for one or more category of members for different amounts and at different times as the Board from time to time resolves.
9.1.3 revoke or postpone a fee, subscription or levy or extend the time for payment of a fee, subscription or levy, at any time prior to the date payment of that fee is due.

### 9.2 Notice of Fees

9.2.1 The Association must give notice of any fees, subscriptions or levies to the members who are required to pay the fees, subscriptions or levies at least ten (10) business days before the due date for payment. The notice must specify the time or times and place and manner of payment and any other information as the Board from time to time resolves.
9.2.2 The late delivery or non-receipt of a notice of a fee, subscription or levy by, or the accidental omission to give notice of a fee, subscription or levy to, any member does not invalidate the fee, subscription or levy.

### 9.3 Payment of Fees

9.3.1 Each member must pay to the Association the amount of each fee, subscription or levy payable by the member in the manner, at the time and at the place specified in the notice of the fee, subscription or levy.
9.3.2 If a member fails to pay a fee, subscription or levy within three (3) months of it falling due, their Membership will automatically be suspended with immediate effect until the fee, subscription or levy is paid or the suspension is lifted by a resolution of the Board.
9.3.2.1 If a member fails to pay a fee, subscription or levy within six
(6) months of it falling due, their Membership may be terminated with immediate effect, with no right of appeal, by a resolution of the Board.
9.3.3 In a proceeding to recover a fee, subscription or levy, or an amount payable due to the failure to pay or late payment of a fee, subscription or levy, proof that:
9.3.3.1 the name of the member is entered in the Register as a member;
9.3.3.2 the member is in the category of members liable to pay the fee, subscription or levy;
9.3.3.3 there is a record in the minute books of the Association of the resolution of the Board determining the fee, subscription or levy or the terms of membership of a category of members requiring the payment of the fee, subscription or levy pursuant to rule 9.1; and
9.3.3.4 notice of the fee, subscription or levy was given or taken to be given to the member in accordance with this Constitution,
is conclusive evidence of the obligation of that member to pay the fee, subscription or levy.

### 9.3 Interest payable

9.3.1 If an amount payable to the Association as a fee, subscription or levy is not paid before or on the time for payment, the member who owes the amount must pay to the Association:
9.3.1.1 interest on the unpaid part of the amount from the date payment is due to the date of payment at the rate (if any) the Board from time to time resolves; and
9.3.1.2 all costs and expenses the Association incurs due to the failure to pay or the late payment.
9.3.2 Interest under rule 9.3.1 accrues daily and may be capitalised at any interval that the Board from time to time resolves.
9.3.3 The Association may by resolution of the Board from time to time waive payment of some or all of the interest, costs or expenses payable under rule 9.3.1.

## 10. MEMBERSHIP - COMMUNICATION WITH THE BOARD

10.1 A Voting Member may raise any matter in relation to the direction, control and management of the affairs of the Association with the Board that the member sees fit to raise. The Voting Member shall adhere to the following procedure for raising a matter with the Board:
10.1.1 The matter must be stated in writing, addressed to the Secretary, clearly describing the matter and signed by the Voting Member;
10.1.2 The Secretary shall ensure the correspondence relating to the matter is placed on the agenda of the next Board meeting to be dealt with by the Board at that Board meeting, but no later than sixty (60) days from the date of receipt of the correspondence.
10.1.3 The Secretary, shall inform the Voting Member in writing of the outcome of the Board's deliberation of the matter within seven (7) days of the meeting at which the matter was discussed.
10.1.4 Following receipt of notification of the outcome of any Board deliberation of the matter, the Voting Member may, if they so choose, pursue the matter further, by making a request, in writing, to be invited to attend and address the Board in person as an attendee at the next Board meeting, notwithstanding that the Board can accept or reject the request for invitation for the Voting Member to address the Board at their absolute discretion pursuant to rule 29.2.
10.1.5 Within fourteen (14) days of receipt of such a request the Secretary will notify the Voting Member of the outcome of the request, and if accepted, shall notify the Voting Member of the date and time that the Voting Member may attend the next Board meeting to discuss the matter and be dealt with pursuant to rule 28.2. The date of the meeting must be no more than sixty days (60) from the date of receipt of the request.
10.1.6 Any decision or resolution made by the Board in relation to the matter raised by the Voting Member shall be final and no further communication will be entered into between the Bord and the Voting Member on the matter unless the Board so decides.

## 11. MEMBERSHIP - LIABILITIES OF MEMBERS

11.1 The liability of the members is limited to the amount of any unpaid monies owed (if any) by the member in respect of any other outstanding monies due by them to the Association if the Association is wound up at a time when that person is a member, or within one year of the time that person ceased to be a member, for:
11.1.2 payment of the Association's debts and liabilities contracted before that person ceased to be a member;
11.1.2 payment of the costs, charges and expenses of winding up the Association; and
11.1.2 adjustment of the rights of the contributories among themselves.

## 12. MEMBERSHIP - GRIEVANCE AND DISPUTE RESOLUTION

12.1 If any Full and Honorary Life Member has a grievance with, or disputes any decision made by the Board which directly adversely affects that member, the member may write to the Secretary setting out the details and the basis of the grievance or dispute of the member.
12.1.1 The Secretary shall, within 10 working days, acknowledge the member's communication and set out an explanation of the decision made in respect of the grievance or dispute and explain the reasons for the decision made by the Association.
12.1.2 If the member is dissatisfied with the explanation pursuant to rule 12.1.1, the member may write to the Secretary requesting that the Board (at their discretion themselves or through a Disputes Committee formed pursuant to rule 36.1.1) mediate the grievance or dispute (in person or via communication means if thought most practical and appropriate), within a period of not more than two calendar months. Subject to the inherent jurisdiction of the judicial system, the decision of the Board shall be final and binding.
12.1.3 The Board may, at their discretion, but cognisant of the rules of natural justice and their duty to act fairly, refuse to conciliate the matter if they believe the matter is of an irrelevant, frivolous or vexatious nature.

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## 13. MEMBERSHIP - DISCIPLINING OF MEMBERS

13.1 The Board in its discretion may, by resolution of not less than a $3 / 4$ ( $75 \%$ ) majority (of the total number of directors) of the Board, determine to discipline a Full or Honorary Life Member of the Association either by reprimand, suspension or termination of the member's membership of the Association, subject to compliance with the later provisions of rule 13 and only if a member of the Association:
13.1.1 wilfully refuses or neglects to adhere to any provisions of this Constitution, the governing policies of the Association; or
13.1.2 wilfully acts in any way or manner that the Board determines is liable to bring or has brought the Association into disrepute through their activities or inactivity or in any way or manner determined by the Board to be prejudicial or detrimental to the interests or pursuit of the objects of the Association.
13.2 Where the Board passes a resolution under rule 13.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
13.2.1 setting out the resolution passed under rule 13.1 and the grounds on which it is based;
13.2.2 stating that the member may address or make written representations to a Disputes Committee formed pursuant to rule 36.1.1 in respect of the resolution passed under rule 13.1 and the grounds on which it is based referred to pursuant to rule 13.2.1, at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
13.2.3 stating the date, place and time of the Disputes Committee meeting; and
13.2.4 informing the member that they may do either or both of the following:
13.2.4.1 attend and speak at that Disputes Committee meeting in person or by representation; and/or
13.2.4.2 submit to the Disputes Committee at or prior to the date of that meeting written representations relating to the resolution passed under rule 13.1 and the grounds on which it is based referred to pursuant to rule 13.2.1;
for the purpose of showing cause why the resolution passed under rule 13.1 should be revoked.

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13.3 Should the member:
13.3.1 not avail themselves of the provision pursuant to rules 13.2.2 and 13.2.4, the decision of the Board pursuant to rule 13.1 shall stand and be final and binding;
13.3.2 avail themselves of the provision pursuant to rules 13.2.2 and 13.2.4, the decision of the Board pursuant to rule 13.1 shall remain in abeyance pending a meeting of the Disputes Committee that shall be convened within 14 days at the time and place specified in the notice under rule 13.2 .3 or such other place as the member and the Chair of the Board or their delegate and the Disputes Committee shall agree.
13.4 At the meeting of the Disputes Committee held as referred to in rule 13.3.2, the Disputes Committee shall:
13.4.1 give to the member (and the Chair of the Board or their delegate) in person or by representation an opportunity to make written or oral representations as referred to in rule 13.2.4;
13.4.2 give due consideration to any written or oral representations submitted to the Disputes Committee by the member or their representative (and the Chair of the Board or their delegate) at or prior to the meeting; and
13.4.3 by resolution determine whether to confirm or to revoke the resolution passed by the Board pursuant to rule 13.1 or otherwise make a different determination. Subject to the inherent jurisdiction of the judicial system, the decision of the Disputes Committee shall take effect immediately and be final and binding.
13.5 Nothing in rule 13 shall limit, constrain or prevent the Association's lawful right to pursue any legal action as it deems necessary and/or warranted.
13.6 The CEO (or their authorised delegate) in his/her absolute discretion may determine to discipline a Member of the Association or their guest(s) either by reprimand or temporary suspension of their access to and use of the Club's facilities, if a Member of the Association or their guest(s) wilfully refuses or neglects to adhere to any provisions of the law pertaining to the Club's licences or the By-Laws of the Club.

## 14. MEMBERSHIP - NO RIGHT OF APPEAL OF DISCIPLINED MEMBER

14.1 A Member does NOT have a right of appeal to the Association in general meeting against a resolution of the Disputes Committee which is confirmed under rule 13.4.3.

## PART III - GENERAL MEETINGS

## 15. ANNUAL GENERAL MEETINGS - HOLDING OF

15.1 The Association shall, at least once in each calendar year and within the period of 5 months beginning at the end of the Association's most recently ended Financial Year [for the sake of clarity, that is between March and July each year], convene an Annual General Meeting of its Voting Members pursuant to s. 69 of the Act.
For the sake of clarity, the AGM - subject to rule 15.2 - must be held at some time between March $1^{\text {st }}$ and July 31 ${ }^{\text {st }}$ each year - see Financial Year definition at rule 52.1.
15.2 Rule 15.1 has effect subject to any extension and condition or permission granted under s. 120 of the Act.
16. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT
16.1 The Annual General Meeting of the Association shall, subject to the Act and to rule 15 , be convened on such date and at such place (or places simultaneously linked by technological means) and time as the Board thinks fit.
16.2 The business of an Annual General Meeting shall be to:
16.2.1 confirm the minutes of the last Annual General Meeting and of any special general meeting held since that meeting;
16.2.2 receive and consider, pursuant to $s .72(2)$ and $s .73(1)(a) \&(b)$ of the Act, the audited statement of the Association's accounts for the most recently ended financial year and a copy of the auditor's report for the accounts;
16.2.3 receive and consider from the Board, pursuant to s.73(1)(c) of the Act, a report signed by the Chair of the Board stating:
16.2.3.1 the name of each director of the Association during the most recently ended financial year of the Association and, if different, at the date of the report; and
16.2.3.2 the principal activities of the Association during the most recently ended financial year and any significant change in the nature of those activities that occurred during that financial year; and
16.2.3.3 the net profit or loss of the Association for the most recently ended financial year.

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### 16.2.4 the election of directors;

16.2.5 conduct other special business of which notice has been given to the Voting Members pursuant to rule 16.3.2 and rule 23.2.
16.3 The Secretary shall cause a notice by advertisement convening an Annual General Meeting to be given to eligible Voting Members no less than fourteen (14) days before the date fixed for the holding of the AGM (or no less than twenty one (21) days if a special resolution is to be proposed at the AGM pursuant to rule 23.2).
16.3.1 The notice convening an Annual General Meeting shall specify:
16.3.1.1 the meeting as an AGM;
16.3.1.2 the single place, date and time of the meeting (and, if the meeting is to be held in 2 or more places, the electronic communication that will be used to facilitate this); and
16.3.1.3 the nature of the business of the General Meeting proposed to be transacted at the meeting pursuant to rule 16.2.
16.3.2 If a special resolution is being proposed, the notice [noting the special resolution notice requirement pursuant to rule 23.2] will also specify:
16.3.2.1 the intention to propose the resolution as a special resolution; and
16.3.2.2 the proposed wording of the resolution.
16.4 The procedure for an $n$ Annual General Meeting shall be as set out in rule 18.
16.5 The audited statement of the association's accounts for the most recently ended financial year of the association and a copy of the auditor's report to the Association in relation to the Association's accounts for that financial year shall be available for perusal by Voting Members of the Association fourteen (14) days before and during the Annual General Meeting pursuant to s.73(2) of the Act and s. 11 of the Legislative Regulation.
17. SPECIAL GENERAL MEETINGS - CALLING OF
17.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
17.2 The Board shall convene a Special General Meeting of the Association on the requisition in writing of no less than twenty (20) Voting Members or not less

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than five percent (5\%) of the total Voting Membership of the Association, whichever is less.
17.3 A requisition of Voting Members for a Special General Meeting shall:
17.3.1 state the purpose or purposes of the meeting
17.3.2 state any resolution(s) to be proposed at the meeting;
17.3.3 be signed by each of the Voting Members making the requisition;
17.3.4 be lodged with the Secretary;
and
17.3.5 may consist of several documents in a similar form, each signed by one or more of each Voting Member making the requisition.
17.4 If the Board fails to convene a Special General Meeting within twenty-one (21) days after the date on which a requisition of Voting Members for the meeting was lodged with the Secretary, any one or more of the Voting Members who made the requisition may convene a Special General Meeting to be held in conjunction with the next Annual General Meeting or otherwise not later than three months after the date on which the requisition was lodged.
17.4.1 The Member(s) convening a permissible meeting pursuant to this rule 17.4 may direct the Secretary to send the relevant notice to Members of the Special General Meeting pursuant to rule 23.2.
17.5 Any Voting Member who incurs expenses associated with the Special General Meeting convened by Voting Members as referred to in rule 17.4 that is convened to coincide with the Annual General Meeting convened by the Board is entitled to be reimbursed by the Association for any expense so incurred.
17.5.1 If a Special General Meeting is convened by Voting Members as referred to in rule 17.4 is not convened to coincide with the Annual General Meeting convened by the Board, the convening Voting Members shall be, subject to rule 17.5.2, liable for all costs associated with the Special General Meeting as reasonably determined by the Board and shall be payable on the issuing of an invoice by the Board to the convening Voting Member(s).
17.5.2 Any payments determined pursuant to rule 17.5 .1 shall be nullified if the Special General Meeting passes a resolution to waive the payment
by the convening Voting Members for all costs associated with the Special General Meeting in which case shall be met by the Association.

### 17.6 The procedure for a Special General Meeting shall be as set out in rule 18.

## 18. GENERAL MEETINGS - PROCEDURE AT

18.1 No item of business shall be transacted at a general meeting unless a quorum of Voting Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
18.2 A quorum for the transaction of the business of a general meeting shall constitute twenty (20) Voting Members or not less than five percent (5\%) of the total Voting Membership of the Association, whichever is less, entitled under this Constitution to vote at a general meeting being present in person or by proxy.
18.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Voting Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and at the same place (unless another place is specified at the time of the adjournment by the person chairing the meeting or communicated by written notice to Voting Members given before the day to which the meeting is adjourned).
18.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Voting Members present in person or by proxy, being not fewer than ten (10) Voting Members shall constitute a quorum or if the entire Voting Membership of the Association is less than 10 Voting Members, one hundred percent (100\%) of the Voting Membership present in person or by proxy shall constitute a quorum.

## 19. GENERAL MEETINGS - Chairing of General Meetings

19.1 The President shall act as Chair at each general meeting of the Association.
19.2 If the President is absent or unwilling to act, the Vice President (if any) is to act as Chair and if there is no Vice President or he/she is absent or is unwilling to act, the Secretary shall call on the Voting Members present to elect one of their number or a director to act as Chair of the general meeting.
19.3 A Chair of a general meeting may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her (Acting Chair).
19.3.1 Where an instrument of proxy appoints the Chair of a general meeting as proxy for part of proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.

## 20. GENERAL MEETINGS - ADJOURNMENT

20.1 The Chair of a general meeting at which a quorum is present may, with the consent of the majority of Voting Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
20.2 Where a general meeting is adjourned for 14 days or more, the Secretary shall give notice of the adjourned meeting to each Voting Member of the Association (in the manner pursuant to rule 23) stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
20.3 Except as provided in rules 20.1 and 20.2 herein, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## 21. GENERAL MEETINGS - MAKING OF DECISIONS

21.1 A question arising at a 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 chairing that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect has been entered 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.
21.2 At a general meeting of the Association, a poll may be demanded by the Chair or by not less than five (5) Voting Members present in person or by proxy at the meeting. The poll shall be taken:
21.2.1 immediately in the case of a poll which relates to the election of the Chair of a general meeting or to the question of an adjournment; or
21.2.2 in any other case, in such manner and at such time before the close of the meeting as the Chair of a general meeting directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## 22. GENERAL MEETINGS - VOTING

22.1 Upon any permissible motion put to a general meeting, each Voting Member shall be entitled to one (1) vote.
22.1.1 A Voting Member may cast their vote personally or by proxy or attorney as permitted by this Constitution.
22.2 Subject to rule 22.2.1, the register of members will be conclusive in determining Voting Membership eligibility to vote.
22.2.1 A Voting Member who has any unpaid monies owed to the Association in arrears, whether or not they have received a notice of termination of membership, will not be eligible to:
22.2.1.1 propose a special resolution in the notice of a meeting of Voting Members;
22.2.1.2 vote on any resolution at any meeting of Voting Members.
22.2.1.3 move any amendment of that special resolution at a meeting of Voting Members.
22.3 A resolution, other than a special resolution, is deemed carried if more than $\mathbf{5 0 \%}$ of the total eligible votes cast on the resolution (i.e. those votes cast by persons eligible to vote who are present at the meeting in person or by proxy as the Constitution allows) are in favour of the resolution;
22.4 In the case of an equality of votes on a question at a general meeting, the Chair of the general meeting (if person is entitled to vote on the resolution) has a deliberative vote in his or her capacity as a Voting Member in respect of that resolution but does not have any entitlement to a casting vote on that resolution and the tied resolution (not being in the majority) is decided in the negative.
23. GENERAL MEETINGS - NOTICES
23.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association pursuant to rule 23.2 or in the case of an AGM pursuant to rule 16.3, the Secretary shall, no less than fourteen (14) days before the date fixed for the holding of the general meeting, cause a notice to be given by advertisement to Voting Members specifying the single place (or, if the meeting is to be held in 2 or more places, the electronic communication that will be used to facilitate this), date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

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23.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association (or business in relation to rule 16.2.5), the Secretary shall, no less than twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be given by advertisement to Voting Members as provided in rule 23.1 specifying in addition to the matters specified in rule 23.1, the intention to propose the resolution as a special resolution and the wording of the proposed resolution.
23.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 16.2.
23.4 Voting Members consisting of at least twenty (20) or not less than five percent (5\%) of the total Voting Membership of the Association desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary, who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Voting Members (noting that the business may not be included given the period of notice required for general meetings pursuant to this Constitution).
23.5 The accidental omission to give notice of a general meeting to, or the nonreceipt of notice of the general meeting by, any person entitled to receive notice shall not invalidate proceedings of the general meeting.
24. GENERAL MEETINGS - SPECIAL RESOLUTIONS
24.1 A resolution of the Association is a special resolution if it is a resolution relating to special business that, in order to be adopted, must have no less than twenty-one (21) days' notice and be passed at a general meeting convened as required pursuant to s. 70 of the Act and rule 17 by not less than a $3 / 4$ ( $75 \%$ ) majority of the total Voting Members of the Association present and voting in person or by proxy at the meeting.

## 25. GENERAL MEETINGS - APPOINTMENT OF PROXIES

25.1 A Voting Member who is entitled to attend and vote at a general meeting of the Association may appoint another Voting Member to attend and vote at that general meeting of the Association, as proxy for the Voting Member but not otherwise.
25.1.1 In respect of any one general meeting of the Association, a Voting Member may NOT be appointed as proxy for more than one Voting Member other than the Chair of that general meeting who may be appointed as proxy for any number of Voting Members.

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25.1.2 If the name of the proxy in a form of appointment of proxy is not filled in, the proxy of that Voting Member is the Chair of that general meeting.
25.1.3 A proxy appointed in accordance with this Constitution to attend and vote may only exercise the rights of the Voting Member on the basis and subject to the restrictions provided in this Constitution.
25.1.4 A form of appointment of proxy is valid if it is in writing, or in any other form (including electronic) which the Board may determine or accept but to be valid a proxy form must at a minimum:
25.1.4.1 state the Voting Member's name and address; and
25.1.4.2 state the name of, or the name of the office held by the proxy; and
25.1.4.3 state the Association's name; and
25.1.4.4 state the date of the meeting at which the proxy appointment may be used; and
25.1.4.5 state any restriction on the proxy (for example, if the proxy is to vote on only a particular resolution to be proposed at the meeting); and
25.1.4.6 be signed by the Voting Member appointing the proxy.

## Receipt of appointments of proxy or attorney

25.2 An appointment of proxy or attorney for a general meeting of the Association is effective only if the Association receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) not less than 48 hours before the time appointed for the meeting to commence or, in the case of an adjourned meeting, resume.
25.3 Where a notice of meeting specifies an electronic address or other electronic means by which a Voting Member may give the Association a proxy appointment (and any authority under which the appointment is signed), a proxy given at that electronic address or by that other electronic means is taken to have been given by the Voting Member and received by the Association if the requirements set out in the notice of meeting are complied with.
26. GENERAL MEETINGS - CHAIRING OF - INCLUDING OFFENSIVE MATERIAL AND CONDUCT, WINDING UP DISCUSSION AND OBSERVERS

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26.1 The Chair of a general meeting, in their discretion, may where they deem necessary to maintain a safe, respectful and professional environment, refuse to admit a person, or require them to leave and not return to a general meeting of the Association if the person:
26.1.1 refuses to permit examination of any dubious or irregular article in the person's possession; or is in possession of any electronic or recording device; placard or banner; or other similar sign or other inappropriate article which the Chair of a general meeting considers in good faith (i.e. a sincere intention to deal fairly with others and without any discrimination or malice) to be dangerous, offensive or liable to cause disruption or distress; or
26.1.2 acts or behaves in a manner unbecoming of appropriate decorum or in conflict with or disregard for the Chair's rulings or uses abusive language.
26.2 The Chair of a general meeting may determine any dispute concerning the admission, validity or rejection of a vote or proxy at the meeting.
26.3 The Chair of a general meeting may, subject to any relevant and applicable sections of the Act, at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote.
26.4 The Chair of a general meeting may refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted under any relevant and applicable sections of the Act without being referred to in the notice of meeting.
[Note: The only business that can be conducted at a General Meeting is the business which they have been advised of in the notice of meeting. There is in effect no "business arising" or "other business". General Meetings can only deal with the business in the notice.
Members only have specific matters they can deal with in General Meetings and they need notice to deal with them, in the main the matters are: amend the Constitution; appoint/remove directors; appoint/remove Auditor; acknowledge receipt of particular information and disclosures (accounts, reports, etc); wind up the organisation.]
26.5 Interested persons (other than eligible Voting Members) may be permitted to attend general meetings of the Association at the discretion of and with the permission of the Chair of a general meeting but such persons have no right to speak at or otherwise participate in the meeting and must follow any directions of the Chair of that general meeting.
26.6 If (at a meeting held in one single place) the Chair of a general meeting considers that there are too many persons present at the meeting for everyone to have a reasonable opportunity to participate, the Chair may adjourn the meeting pursuant to rule 20 to enable the meeting to take place in a larger single place or by electronic communication.

## PART IV - THE BOARD

## 27. THE BOARD - POWERS OF

27.1 Subject to the Act, the Legislative Regulation and this Constitution, the Board:
27.1.1 shall be responsible for the direction, control and management of the affairs and the furtherance of the objects of the Association;
27.1.2 may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised at a general meeting of the Association; and
27.1.3 has power to perform all such acts and do all such things (including determining such governing policies) as appear to the Board to be necessary or desirable for the proper administration, supervision and conduct of the business and affairs of the Association for the furtherance of the objects of the Association.
27.2 Except in the case of a specific delegation of authority pursuant to rule 36 or as permitted pursuant to rule 48 , the Board (or their nominated delegate) shall approve any and all public statements made on behalf of the Association by any duly authorised member, director, office bearer, officer, employee, delegated person, or committee and/or agent of the Association prior to that person making such statement.
27.3 Without limiting the general powers of the Board pursuant to rule 27.1, the role, functions and activities of the Board include in the main, but are not necessarily limited to the:
27.3.1 formulation of the Association's strategic direction;
27.3.2 determination of the Association's governance policies (pursuant to rule 48);
27.3.3 to work with and through the CEO in relation to the day-to-day management of the operations of the Association;
27.3.4 monitoring, oversight and supervision of the Association's strategic, organisational and financial performance and risk and compliance management processes;
27.3.5 provision of accountability to the members;
in pursuit of the fore-mentioned objects of the Association described at rule 2.1.

## 28. THE BOARD - COMPOSITION AND MEMBERSHIP

## Board composition

28.1 The governing authority of the Association shall be the Board which shall be the governing body of the Association whose members shall consist of not less than five (5) (Member) Directors and not more than nine (9) directors, who shall be directors of the Board of the Association, and shall consist of:

## (Member) Directors

28.1.1 There shall be up to seven (7) (Member) Directors (one of whom shall be elected as President pursuant to rule 28.1.3.1) who must be Voting Members of the Association.
28.1.1.1 (Member) Directors shall be
A. elected by Voting Members of the Association to the position of director at the annual general meeting of the Association pursuant to rule 31 and to any Election Regulations (and who shall take office at the conclusion of the AGM at which the declaration of the results of that election is made); or
B. appointed as a casual vacancy by the Board pursuant to rule 28.6;

## (Board Appointed) Directors

28.1.2 Up to two (2) (Board Appointed) Directors who may be appointed at the Board's discretion at any time by resolution to enhance the mix of governance skills on the Board pursuant to rule 28.1.4.
(Board Appointed) Director eligibility
28.1.2.1 A (Board Appointed) Director may be either a Voting Member or non-voting member or may not have any membership or other relationship or connection with the Association other than a commitment to the Objects of the Association pursuant to rule 2.1 (but may NOT be an employee of the Association).

## (Board Appointed) Director tenure

28.1.2.2 A (Board Appointed) Director, holds office until:
A. the conclusion of the AGM next following their appointment, at which time they must retire but are eligible to be re-appointed by the Board, noting that they cease to be a Director if they retire at the conclusion of
the AGM next following their appointment and are not re-appointed by the Board; or
B. they are removed by resolution of the Board at any time; or
C. the person ceases to be Director pursuant to rules 28.4.5 through to rule 28.4.10.


#### Abstract

Note: All directors (whether Member elected, or Board appointed) are considered equal in relation to their legal rights as participating directors (e.g. entitled to one vote each) and individually all are expected to fulfil their legal and fiduciary duties. Collectively however, they are - under law - all jointly answerable for decisions of the Board who act as a whole and stand accountable for their decision as a group.


Note: Associations Incorporation Act 1991 s.63, 63A and 63B disqualifies certain persons from accepting an appointment on the Board or as an Officer.

## President and Vice President

28.1.3 A
28.1.3.1 Voting Member of the Association shall be elected by the Members pursuant to rules 31 and 33.2.1 as a (Member) Director to (in addition to their director duties) the position of President who shall, subject to rules 19.2, 19.3, 29.8.2 \& 29.8 .3 act as Chair of General and Board meetings and shall fulfil other duties pursuant to rule 34.4;
and
28.1.3.2 a director of the Board of the Association shall be elected, by the Board at their discretion, pursuant to rule 33.1.2 to (in addition to their director duties) the position of Vice President who shall fulfil duties pursuant to rules 35.2 and 35.3.

## Director skills and attributes

28.1.4 The Board may, when seeking nominations for [Member] Directors, recommend certain preferred (but not compulsory) governance skills and attributes they deem would be commensurate with those expected of a person to:
28.1.4.1 adequately govern an entity of similar size and complexity as that of the Association;
28.1.4.2 exercise the relevant statutory and fiduciary duties and responsibilities of a director pursuant to rule 28.7 and the law;

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to help guide and inform prospective director candidates as to the competencies expected of the role.
28.1.5 A person nominating as a [Member] Director pursuant to Rule 31.1.2 may accompany their nomination with a written statement containing not more than one hundred words, signed by the nominee, setting out the relevant skills and attributes against those recommended by the Board pursuant to Rule 28.1.4 which, in the opinion of the nominee, constitutes his or her qualifications for the position of director of the Association. This statement is referred to as a "director qualification statement".

## (Member) Director eligibility

28.2 Persons elected as (Member) Directors pursuant to rule 28.1.1 must:
28.2.1 have been a Voting Member of the Association for at least the previous twelve (12) months; and
28.2.2 be a current Voting Member of the Association on the date of their election, or appointment pursuant to rule 28.6 [or re-election pursuant to rule 28.3.2] and must remain a Voting Member during their tenure.
28.2.3 be excluded and/or ineligible from being nominated or being elected/appointed as a director or continuing as a director pursuant to rules 28.1.1 [Member Director], 28.1.2 [Board Appointed Director] and 28.6 [Casual Vacancy] by virtue of the requirements of rules 28.4.5 through to rule 28.4.10.

Note: A Voting Member acting as a volunteer worker or engaged in a voluntary capacity or position within the Association, does not disqualify a person from being a director of the Association.

Note: Associations Incorporation Act 1991 s. 62 requires personnel changes in the Board composition to be lodged with the registrar-general within one (1) month of the occurrence.

## (Member) Director tenure

28.3 Each (Member) Director, subject to this Constitution,
28.3.1 shall
28.3.1.1 if elected as a [Member] Director pursuant to rule 28.1.1, hold office for a term of two (2) years until the declaration of the results of the second annual general meeting of the Association following the date of the director's election and shall retire from office upon the declaration of the results of that general meeting of the Association and may, subject to eligibility requirements of rule 28.2, nominate for re-election pursuant to rule 31;
28.3.1.2 if appointed as a casual vacancy pursuant to rule 28.6, holds office until the conclusion of the AGM next following their appointment, at which time they must retire but may, subject to eligibility requirements of rule 28.2 nominate for re-election pursuant to rule 31;
28.3.2 may, subject to eligibility requirements of rule 28.2, nominate for reelection pursuant to rule 31 with no limitation as to tenure.

## Board vacancies

28.4 For the purpose of this Constitution, and in addition to any circumstances prescribed by the Act, a director vacates his or her director position on the Board when the director:
28.4.1 retires as a director pursuant to the requirements of rule 28.3 and is not re-elected/appointed as the case may be;
28.4.2 resigns the office of director by notice in writing given to the Secretary;

### 28.4.3 is absent without the consent approval of the Board from two (2) consecutive meetings of the Board;

### 28.4.4 if elected or appointed pursuant to rule 28.1.1, is removed from office by the Voting Members pursuant to rule 32;

### 28.4.5 if elected pursuant to rule 28.1.1, ceases to be a Voting Member of the Association;

### 28.4.6 becomes bankrupt or insolvent under administration within the meaning of the Corporations Act or makes arrangement or composition with their creditors generally;

> 28.4.7 is convicted on indictment of an offence in the promotion, formation or management of a body corporate or involving fraud or dishonesty;
28.4.7 is prohibited by the Act or the law from holding office or continuing as a director;
28.4.9 becomes a paid employee of the Association (or any of its associated bodies corporate, affiliates or companies or body corporate under the auspice of the Association) whether full-time or part-time or has been an employee of the Association for a period of six (6) months or more within the immediate preceding one-year period from the date of the forthcoming general meeting of the

Association or otherwise as pursuant to rule 28.2.3;

Note: That a director receiving an honorarium pursuant to rule 1.15.3 is NOT deemed to be an employee for the purpose of rule 28.4.9 as they are deemed to be performing services in a voluntary capacity for which they may receive recompense in recognition of the obligation to fulfil regulatory and fiduciary responsibilities [pursuant to rule 28.7] and the associated liabilities of the role and the time commitment and associated lost opportunity cost required to carry out proper care and diligence responsibilities.
28.4.10 becomes a person who does not fulfil the requirements of an eligible person or there is a disqualifying ground in relation to the individual pursuant to legislation relating to relevant gaming, liquor or other regulatory licencing requirements.

A vacating director pursuant to rules 28.4 .1 through to 28.4 .10 shall be responsible for ensuring all documents in their possession, belonging to the Association, are delivered to the Secretary within 14 days after vacating office.
28.4.11 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a protective jurisdiction law relating to mental health;

### 28.4.12 dies.

Note: Any vacancy created pursuant to this rule 28.4 (except rule 28.4.1) shall be deemed a casual vacancy.

## Director proxy, alternate, substitute or deputy

28.5 A director shall NOT be entitled to appoint another director as their proxy nor be entitled to appoint any person as an alternate, substitute or deputy to act as a director in their place or role.

## Casual vacancy

28.6 In the event of a casual vacancy occurring among the (Member) Directors elected pursuant to rule 28.1.1, the Board may appoint a suitable person subject to the eligibility requirements of rule 28.2 to fill the vacancy.
28.6.1 The (Member) Director so appointed shall hold office until the conclusion of the AGM next following their appointment, at which time they must retire but may, subject to eligibility requirements of rule 28.2 nominate for re-election pursuant to rule 31.

## Director duties

28.7 Directors are expected to understand and comply with the provisions of this Constitution, the Act and to adhere to all common law fiduciary duties owed to the Association and in particular shall:
28.7.1 exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would be expected to exercise commensurate with the nature and complexity of the structure and operations of the Association;
28.7.2 act in good faith and in the best interest of the Association to further the public benevolent purpose for which the entity was created, and exercise delegated powers for the purposes for which they were conferred;
28.7.2.1 Noting that persons elected/appointed as directors are elected/appointed as individuals and not as representatives of any formal or informal sectional interest body, group or other collective assemblage and as such have a duty to act solely in and for the benefit of the Association's interests as a whole through the promotion and furtherance of the purpose and objects of the Association and not to act so as to provide unreasonable preferential benefit to any particular sectional interest body, group or person to the detriment of other members and not allow personal interests, or the interest of any associated bodies or persons to conflict with the interests of the Association;
28.7.3 disclose any material personal interest in a matter that relates to the affairs of the Association (including any direct or indirect pecuniary interest in a contract or proposed contract to which the Association is or may be a party and all or any gifts received for services while exercising their functions as director) pursuant to $s .65$ of the Act, and rules 28.8-28.11;
28.7.4 not knowingly or recklessly make improper use of their position or use information acquired by virtue of their position as a director so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or any other person or so as to cause detriment to the Association;
28.7.5 ensure that the financial affairs of the Association are managed responsibly, and that the Association does not incur debts that are not expected to be repaid nor allow the Association to operate while it is insolvent pursuant to rule 42.5, ensure the Association keeps true and fair written financial records and complies with all statutory financial reporting obligations;
28.7.6 comply with any additional duty set out in this Constitution and pursuant to the governing policies of the Association.

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## Conflict of Interest

28.8 A director must give the other directors notice of any actual, potential or perceived conflict of interest on any matter arising in relation to the Association and give details of the nature and extent of the interest; and the relation of the interest to the affairs of the Association; and be given at a Board meeting as soon as practicable after the director becomes aware of his or her interest in the matter.
28.9 For clarity, a conflict of interest has the same definition in this Constitution as that provided in the Corporations Act 2001 (Cth) (or any subsequent Commonwealth Corporations Law and shall be interpreted consistent with legal interpretations applied to the Corporations Act 2001 (Cth);
28.10 The director does not need to give notice of an interest if:
28.10.1 the interest arises because the director is a member of the Association and is held in common with the other members of the Association;
28.10.2 the director has given a standing notice of the nature and extent of the interest and the notice is still effective in relation to the interest.
28.11 Once a conflict has been declared the Board shall determine the nature and severity of the conflict and apply management of the conflict in their best discretion and noting that the director may be present and vote if directors who do not have a material personal interest in the matter have passed a resolution that:
28.11.1 Identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the Association; and
28.11.2 states that those directors are satisfied that the interest should not disqualify the director from voting or being present.
28.12 The details of any conflict that is declared and the Board's decision in relation to the declaration shall be recorded in the minutes of the meeting and the declaration registered in the Association's 'Conflict of Interest Register'.

## 29. THE BOARD - MEETINGS AND QUORUM

## Number, convening and means of and attendance at meeting

29.1 The Board shall meet as regularly as it deems necessary to adequately fulfil its duties under the Act and this Constitution but not less than once in each period of 4 months either in person at such single place, time and duration as

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the Board may determine (or, if the meeting is to be held in 2 or more places, the electronic communication that will be used to facilitate this).
29.1.1 Additional meetings of the Board may be convened pursuant to rule 29.3 as deemed necessary by the President or by any three directors and conducted subject to the quorum requirements of rules 29.5, 29.6 and 29.7.
29.2 The Board shall be entitled to hold all Board meetings as in camera sessions, but may invite, at their own discretion, any person or persons as an attendee to any part of the Board meeting who may be invited to raise a matter or speak on agenda items to provide reports, advice, counsel, information or answer questions on Association related matters as requested by a director or directors.
29.2.1 In most instances the CEO shall attend all meetings of the Board for the full duration, unless excused or requested not to by the Board;
29.2.2 In most instances the Secretary (or their delegate pursuant to rule 37.3) shall attend all meetings of the Board for the full duration to fulfil their delegated governance administrative functions pursuant to rule 37.2, unless excused or requested not to by the Board [noting that if the Secretary duty is assigned to a director then that person is entitled to attend all Board meetings in their director capacity];

## Notice of meetings

29.3 Written notice of a meeting of the Board shall be given by the Secretary to each director within 7 days, or such period as may be unanimously agreed upon by the directors, before the time appointed for the holding of the meeting.
29.3.1 The President may call a meeting at shorter notice pursuant to rule 29.1.1.2 if he/she deem an urgent matter needs to be dealt with and shall be conducted subject to the quorum requirements of rules 29.5, 29.6 and 29.7.
29.4 Notice of a meeting given under rule 29.3 herein shall specify an agenda of the business (in a format as prescribed by the Board from time to time) to be transacted at the meeting.

## Quorum

29.5 Five (5) directors being present in person shall constitute a quorum for the purpose of passing a resolution and the transaction of the business of a meeting of the Board. A quorum for a Board meeting must be present at all times during the meeting. Each individual director present may only be counted once towards a quorum.
29.6 No resolution shall be passed, or business transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
29.6.1 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
29.7 If the director's number is reduced below the number fixed as the necessary quorum of the Board pursuant to rule 29.5 , the continuing directors may act for the purpose of:
29.7.1 increasing the number of directors to fill casual vacancies pursuant to rule 28.6; or
29.7.2 convening a general meeting of the Association pursuant to rule 29.1 for the purpose of the election of additional directors until the number of directors is made up to at least no less than six (6) directors;
but for no other purpose.
Chairing Board Meetings
29.8 At a meeting of the Board:
29.8.1 the President shall act as the Chair of the Board; or
29.8.2 if the President is absent or unwilling to act, the Vice President (if any) shall act as the Chair and if there is no Vice President or if the Vice President is absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the directors' present at the meeting shall act as Chair of the Board meeting;
29.8.3 A Chair of a Board meeting may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another director nominated by him or her (Acting Chair).

## Minutes

29.9 The directors must cause minutes to be made of:
29.9.1 the names of:
29.9.1.1 the directors' present at all Board meetings;
29.9.1.2 all other persons attending all or any part of the Board meeting (and may also note their arrival and departure

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> times)
29.9.2 all proceedings including:
29.9.2.1 meeting validity matters (time/place, attendance, apologies, quorum, etc.)
29.9.2.2 statutory item approvals (previous minutes, correspondence, use of seal, etc.)
29.9.2.3 items noted, matters delegated, reports and documents tabled at Board meetings;
29.9.3 all formal decisions resolved by the Board pursuant to rule 30
(which may include at any director's discretion, among other things, essential contextual information that provides background to the decision, risk issues considered, etc.);
Explanation: It is not necessary to record the mover and seconder of a motion or those voting for or against the motion or the margin of the vote. Simply, any resolution passed by the required margin needs only be recorded. Any resolution not passed need not be recorded. Individual directors, if they desire and so request, are legally permitted to have their dissenting vote noted in the minutes (i.e. either for, against or abstention). Note: recording a dissenting vote does NOT necessarily absolve the director from their responsibility as part of the collective Board's accountability in relation to the effect of resolution [see rule 30.1.1].
29.9.4 all Board authorised appointments of (casual vacancy) directors, any office bearers and officers;
29.9.5 all disclosures of interests made under rules 28.7.3 and 28.8; and
29.9.6 any other proceedings of the meeting deemed as necessary to record by the Board.
29.10 Minutes of proceedings at a meeting shall be signed by the Chair of the Board meeting or by the Chair of the next succeeding Board meeting following approval of said minutes by the Board.
Note: Board minutes may not be altered once they have been formally approved by the Board.
29.11 The Association must keep all registers, including minutes, required by this Constitution and the Law.

## 30. THE BOARD - VOTING AND DECISIONS

## Voting

30.1 Resolutions arising at a meeting of and put to the Board shall be determined by a majority of the votes of the directors' present at the meeting, with

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every vote being equal (a majority vote being more than half - a tied vote is not passed) subject to rule 30.1.2;
30.1.1 A decision by the majority of directors pursuant to rule 30.1 is for all purposes a decision of the Board that binds all directors who, being accountable as a group, have a collective responsibility to the entity, act as a whole and make decisions as one.
30.1.2 A resolution pursuant to rules 3.3.2 (denial of membership), 13.1 (disciplining a member) and 32.3 (suspending a director) requires not less than a $3 / 4(75 \%)$ majority rounded to the nearest whole number.
30.2 In the event of an equality of votes on any resolution pursuant to rule 30.1, the Chair at that meeting pursuant to rule 29.8, (and provided that person is entitled to vote on the resolution) has a deliberative vote in his or her capacity as a director in respect of that resolution but does NOT have any entitlement to a casting vote on that resolution and the resolution (not being in the majority) is not passed.

## The Board may act notwithstanding any vacancy

30.3 Subject to a quorum being achieved pursuant to rule 29.5, the Board may act notwithstanding any vacancy on the Board.

## Written resolutions

30.4 A resolution in writing signed by (and with the voting intention is made clear) by all the directors shall be as valid and effectual as if passed at a meeting of the Board duly convened and held. The resolution is deemed carried at the date on which the last director signs and votes and if the directors vote in favour of the resolution by the required margin pursuant to rule 30.1. Any such resolution may consist of several documents in like form each signed by one or more directors.

## Validity of Acts of the Board

30.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the nomination, election, appointment or eligibility qualification of any director.
31. PROCEDURE FOR ELECTION OF (MEMBER) DIRECTORS including PRESIDENT
31.1 Subject to the Election Regulations, nominations of (Member) Director candidates, including the President, for election to the Board pursuant to rules 28.1.1 and 28.1.3.1;
31.1.1 shall be made in writing on the form of nomination as determined by the Board from time to time; and
31.1.1.1 shall mark at the appropriate place on the form of nomination as to whether they are nominating for the position of (Member) Director or as a (Member) Director position of President.
Note: Those candidates nominating as a (Member) Director position of President who are not successfully elected pursuant to rule 31.4.1 shall automatically be nominated as a candidate for the remaining (Member) Director positions (unless they withdraw their consent prior to the election).
31.1.2 shall be endorsed and signed by two other Voting Members of the Association (not being the nominated candidates) and who personally know and can vouch for the prerequisite eligibility, qualification and competence of the applicant;
31.1.3 shall be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
31.1.3.1 may be accompanied by a "director qualification statement" pursuant to Rule 28.1.5;
31.1.5 shall be delivered to the Secretary not fewer than seven (7) days before the date fixed for the holding of the election.
31.2 If the number of nominations received for
31.2.1 the President is equal to the vacancies to be filled, the person nominated shall be deemed to be elected;
31.2.2 (Member) Directors is equal to the vacancies to be filled, the persons nominated shall be deemed to be elected.
31.3 If the number of nominations received for
31.3.1 the President are less than the number of vacancies to be filled, the Board may fill the vacant President position from among the elected (Member) Directors at the first Board meeting following the AGM;
31.3.2 (Member) Directors are less than the number of vacancies to be filled, the Board may fill the remaining vacancy or vacancies by way of casual vacancy pursuant to rule 28.6.

### 31.4 If the number of nominations received for

31.4.1 the President exceeds the number of vacancies to be filled, a ballot of Voting Members shall be held pursuant to the Election Regulations. Any tie shall be broken by lot;

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> 31.4.1.2 Those nominating as a (Member) Director position of President who not elected, shall be included in (Member) Director ballot pursuant to rule 31.4.2 unless they withdraw their consent prior to the election;
31.4.2 (Member) Directors exceeds the number of vacancies to be filled, a ballot of Voting Members shall be held pursuant to the Election Regulations. Any tie shall be broken by lot.
31.5 Other than for casual vacancies, ballots for the election of (Member) Directors of the Board shall be conducted at the annual general meeting of the Association to be held pursuant to the Election Regulations subject to and notwithstanding any particular requirements pursuant to this Constitution.
32. DIRECTORS - VACATION OF OFFICE AND REMOVAL OF
32.1 The office of a director immediately becomes vacant if a director vacates their position on the Board pursuant to rule 28.4.
32.2 The Voting Members may by resolution in a General Meeting remove a director elected pursuant to rule 31 from office before the end of their term of office at any time, (either at a special general meeting convened pursuant to rule 17 or at the annual general meeting pursuant to rule 28.2.4) and any resulting vacancy of a (Member) Director shall then be treated as a casual vacancy pursuant to rule 28.6. A resolution of the Association under this rule 32.2 is of no effect unless:
32.2.1 the motion names the director or directors of the Board subject of the motion;
32.2.2 the motion is signed by no less than twenty (20) Voting Members or not less than five percent (5\%) of the total Voting Membership of the Association, whichever is less;
32.2.3 notice of the general meeting is provided pursuant to the requirements of this Constitution to Voting Members of the Association, and to the director(s) affected by the proposed resolution;
32.2.4 the director(s) affected by the proposed resolution are provided with an adequate opportunity to speak against the motion and to participate in debate concerning it; and
32.2.5 no less than twenty (20) Voting Members or not less than five percent (5\%) of the total Voting Membership of the Association (whichever is less) are present in person or by proxy when the motion is voted on pursuant to rule 18.2.
32.3 The Board may by resolution of not less than a $3 / 4$ ( $75 \%$ ) majority (of the total number of directors) of the Board suspend a (Member) Director elected pursuant to 28.1.1 from office, if in their opinion they establish sufficient legitimate grounds for them to determine a breach of the Act or the conduct of a (Member) Director is in persistent breach of this Constitution or the governing policies of the Association or such that continuance in office would, in their opinion, be prejudicial to the interests of the Association.
32.3.1 Should the Board so resolve to enact the suspension pursuant to rule 32.3, the Board shall issue to the affected director a "Notice to Show Cause" why the director should not be removed as a director.
32.3.1.1 The affected director shall have twenty-one (21) days from the date of the "Notice to Show Cause" to either:
A. respond in writing to the Board; and/or
B. seek to address the Board personally;
stating any reason why the director should not be removed.
32.3.1.2 The Board must, within fourteen (14) days of the receipt of any response pursuant to rule 32.3.1.1, convene a meeting of the Board specifically to either:
A. review the written "Notice to Show Cause";
and/or if the affected director has so sought, give seven (7) days' notice to the affected director to:
B. attend the convened meeting of the Board to address the Board personally;
and the Board shall upon such review and/or hearing, determine their response accordingly.
32.3.2 Should the Board accordingly resolve to confirm the suspension enacted pursuant to rule 32.3, the Board shall, within twenty-eight (28) days of the confirmation of suspension of the director, convene a special general meeting pursuant to rule 17 and include in the notice a resolution to remove the director from office. At the special general meeting of the Association:
32.3.2.1 the Board and the suspended director shall be given the opportunity to state their respective cases orally or in writing, or both; and
32.3.2.2 the Voting Members present, of which there shall be no less than twenty (20) Voting Members or not less than five percent (5\%) of the total Voting Membership of the Association (whichever is less), shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked;
32.3.3 Should the resolution at the special general meeting of the Association be:
32.3.3.1 confirmed, the suspended director shall forthwith be formally removed from office and the vacancy shall then being treated as a casual vacancy pursuant to rule 28.6;
32.3.3.2 revoked, the suspended director shall forthwith be reinstated as a director.
33. OFFICE BEARERS OF THE BOARD - ELECTION OF

## Office Bearers of the Board

33.1 The office bearers of the Board shall be
31.1.1 the President who shall, subject to rules 29.8 .2 \& 29.8.3, act as Chair of Board meetings and shall fulfil duties pursuant to rule 34.4;
and
31.1.2 (at the Board's discretion) a Vice President who shall fulfil duties pursuant to rules 35.2 and 35.3.
33.2 The
33.2.1 President shall be elected every two years when the current President's term as a (Member) Director becomes eligible for reelection pursuant to rule 28.3;
33.2.2 Vice President shall be elected (at the Board's discretion) annually from among the directors by resolution of the Board in such manner as the Board may determine and such elections shall be held immediately following each annual general meeting of the Association.
33.3 A re-elected (Member) Director who was office-bearer in their previous term may be re-elected to the same office-bearer position as previously held,
although a person may not be an office bearer for a period exceeding the tenure of their directorship pursuant to rule 28.3.
33.4 In the event of a casual vacancy in a position of an office bearer, the Board shall elect from among the remaining directors a person to fill the vacancy until the next AGM.
33.5 A person shall cease to be an office bearer if:
33.5.1 that person ceases to be a director pursuant to rule 28.4 or resigns as an office bearer or otherwise in the case of the

### 33.5.1.1 President,

A they are removed as a (Member) Director pursuant to rule 32; or

B the Board by resolution of not less than a $3 / 4(75 \%)$ majority (of the total number of directors) pass a vote of no confidence in them as President, in which case the person may remain as a director but must vacate the President position until the next AGM at which time they may re-nominate pursuant to rule 31.

### 33.5.1.2 Vice President,

A they are removed as a (Member) Director pursuant to rule 32; or

B the Board by resolution at any time determine that the director shall vacate the Vice President position.

## 34. PRESIDENT

34.1 The President shall be elected pursuant to rules 28.1.3.1, 31 and 33.2.1;
34.2 Subject to rules 19.2, 19.3, 29.8.2 and 28.8.3 the President is to act as Chair at each General and Board meeting.
34.3 The President in their role as Chair of the Board shall be responsible to the Board to ensure that proper, prudent and appropriate protocols and confidentiality shall apply in all Board activities, meetings, processes and dealings related to the governance of the Association according to any provisions of this Constitution and any governing policy pursuant to rule 48 or any delegation pursuant to rule 36 the Board may determine from time to time.
34.4 The President shall represent and be the spokesperson for the Association on
behalf of the Board to the members of the Association and in external public contexts in relation to governance matters of the Association. In all other matters, the Board shall from time to time, by governing policy pursuant to rule 48 or by delegation pursuant to rule 36 , determine who (if not the President) shall be the representative and spokesperson for the Association subject to any terms and restrictions as determined by the Board.

## 35. VICE PRESIDENT

35.1 The Vice President (if one is appointed at the Board's discretion) shall be elected pursuant to rule 28.1.3.2 and 33.2.2;
35.2 Subject to rules 19.2 and 29.8.2, the Vice President (if any) is to act as Chair at each General and Board meeting in circumstances when the President is absent or is unwilling to act.
35.3 The Vice President (if any) shall be responsible to the Board for any functions or powers delegated pursuant to rule 36.1.3 and shall be guided in their role by governing policy pursuant to rule 48 the Board may determine from time to time.

## 36. DELEGATION

36.1 The Board may, by instrument in writing, delegate the exercise of the functions of the Board or any of its powers for any period and on any terms (including the power to further delegate), as the Board resolves, to:
36.1.1 a committee;
36.1.2 a director;
36.1.3 an officer bearer;
36.1.4 an employee of the Association; or
36.1.5 any other person or persons considered by the Board to be reliable and competent to perform the functions;
as are specified in the instrument of delegation and/or any directions of the Board, other than:
36.1.6 this power of delegation; and
36.1.7 a function which is a duty imposed specifically on the Board by the Act or by any other law.

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36.2 A function, the exercise of which has been delegated under this rule, may, while the delegation remains unrevoked, be exercised from time to time by the delegated person, persons or committee pursuant to the terms of the delegation.
36.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances as may be specified in the instrument of delegation.
36.4 Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
36.5 Any act or thing done or suffered by the delegated person, persons, or committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board - noting that the exercise of the power by the delegate is as effective as if the directors themselves had exercised it.
36.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
36.7 Any person, persons or committee appointed under this rule shall report in writing to the Board on the exercise of the delegated functions or powers as and when and by a method and at a frequency the Board shall from time to time determine.

## 37. DELEGATED POSITIONS - SECRETARY, PUBLIC OFFICER AND TREASURER

## Secretary

37.1 The Board shall appoint a Secretary of the Association (who may be either a director, an employee, a member or any other person) annually by resolution of the Board immediately following each annual general meeting of the Association in such manner as the Board may determine and who shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
37.2 It is the duty of the Secretary to undertake and fulfil any functions so delegated, and pursuant to the terms of the delegation as determined by the Board from time to time, as well as keep minutes of:
37.2.1 all elections and appointments of directors and office bearers;
37.2.2 the names of:
37.2.2.1 those directors and other persons (if any) present at all Board meetings; and

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37.2.2.2 Voting Members (and any other persons as permitted pursuant to rule 26.5) present at all general meetings;
37.2.3 proceedings of all Board meetings and general meetings.
37.3 The Board may, in the absence of the formally appointed Secretary, by instrument in writing, delegate some or all of the above duties or any other duties of the Secretary pursuant to this Constitution to another person as the Acting Secretary pursuant to rule 36.

## Public Officer

37.4 The Board shall appoint a Public Officer of the Association (who may be either a director, a member or any other eligible person) annually by resolution of the Board immediately following each annual general meeting of the Association in such manner as the Board may determine who must be at least 18 years of age and must reside in the Australian Capital Territory and shall be responsible for:
37.4.1 acting as the official contact for the Association, including receiving legal notices, information or changes to legislation or procedures from the relevant regulatory authorities and taking delivery of documents served on the Association and bringing them to the attention of the Board as soon as possible;
37.4.2 lodging of reporting obligations for incorporated associations as required by the Act, the Legislative Regulation including an annual information statement and notifications of change of directors, Association name, Public Officer, registered office address and any Constitutional rules, etc with any prescribed fee, with Access Canberra as applicable;
37.4.3 custody of any documents as required by the Act or this Constitution.
37.5 The Board shall be responsible for appointing a Public Officer and once the position becomes vacant, the Board must fill the position within 28 days. The new Public Officer must, not later than 1 month after being appointed, lodge with the relevant regulatory authorities a notice of the appointment and their address on the approved form.

## Secretary/Public Officer

37.6 The appointed positions pursuant to rules 37.1 and 37.4 may be held by the same or different person(s).

## Treasurer

37.7 The Board may appoint a Treasurer of the Association (who may be either a director, an employee, a member or any other person) annually by the Board immediately following each annual general meeting of the Association in such

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manner as the Board may determine. The office of Treasurer of the Association need only be created if the Board deem (at their discretion) the office necessary or desirable for the proper management of the affairs of the Association and shall undertake and fulfil any functions so delegated, and pursuant to the terms of the delegation as determined by the Board from time to time.
37.7.1 Noting that the CEO, through delegation and governing policy, shall have the delegated responsibility for the entity's financial management and administration as is an operational activity sitting under CEO delegation (who shall have the power to further delegate financial management/administration activities to other employees) and who shall have the delegated responsibility for presenting the "results data" of the entity's financial management to the Board, who in turn are responsible for determining what financial governance reporting data should be presented to them and are accountable for the governance oversight of the entity's financial condition and status.
37.8 The Treasurer (if appointed) may be called upon to present the annual financial statements of the Association at the AGM and undertake any other formally delegated financial governance functions the Board deem necessary and applicable to the role.
37.9 The Treasurer (if appointed) and at the discretion of the Board, may be appointed to occupy the Chair function of any committee established by the Board in relation to the finances of the Association (where established from time to time pursuant to rule 36.1.1) to undertake and fulfil any functions so delegated, and pursuant to the terms of the delegation as determined by the Board from time to time.
37.10 The Board may, in the absence of the formally appointed Treasurer, by instrument in writing, delegate some or all of the above duties or any other duties of the Treasurer pursuant to this Constitution to another person not acting formally as the Treasurer pursuant to rule 36 .

Note: The Board-as-a-whole are responsible for governance oversight of the entity's financial condition and status and each individual director has a fiduciary duty to monitor and understand the financial position to ensure financial affairs are managed in a responsible manner within boardstated parameters. Any appointment of a Treasurer does NOT abrogate a director's individual or collective duty for the financial responsibility and accountability of the entity.

CHIEF EXECUTIVE OFFICER
38.1 The Board shall appoint a CEO.
38.1.1 The CEO shall be subject to the terms and conditions (including as to remuneration) as determined by the Board and, subject to any agreement or contract of employment between the Association and
the CEO, the Board may vary or terminate the appointment of a CEO at any time, with or without cause with due regard to the law and the process of natural justice and procedural fairness.
38.1.2 The Board may, subject to this Constitution, determine, or vary any determination of, the functions, responsibilities, powers, authorities of (and any constraints, related processes and protocols and relevant accountability obligations applying to) the CEO who may perform any such function or exercise any other power specified or delegated by the Board.
38.1.3 The CEO may (subject to any other direction of the Board) delegate to an employee of the Association a function or power delegated to the CEO under rule 38.1, but that power or function may not be further delegated.
38.1.4 The CEO must exercise the powers delegated to him or her in accordance with any directions of the Board pursuant to rule 36.1.4.

## 39. PATRONS OF THE ASSOCIATION

39.1 One or more patrons may be appointed by resolution of the Board. Such appointment must be by unanimous vote of all directors.
39.2 A patron of the Association is a person who, having accepted an invitation from the Board, willingly and publicly supports the objectives of the Association. A patron may make public statements on behalf of the Association at functions that have been pre-approved by the Board for the patron to attend.
39.3 The term of patronage will be determined by resolution of the Board. A term of patronage may be terminated without notice, by resolution of the Board.
39.4 The role of a patron is to increase the public profile of the Association in such a way as to promote the objectives and good standing of the Association and may be called upon to act in a representative capacity on behalf of the Association at public functions and in particular to promulgate and proselytise the Association's merits.

## PART V - MISCELLANEOUS

## 40. INSURANCE

40.1 The Association may effect and maintain insurances.
41. FUNDS - SOURCE
41.1 The funds, revenue and income of the Association shall be derived from such revenue raising or financing activities or sources as the Board determines pursuant to the powers of the Association in rule 2.2.
42. FUNDS - MANAGEMENT AND ACCOUNTABILITY
42.1 Subject to any resolution passed by the Association in general meeting, the funds and assets of the Association shall be used solely in pursuance of the objects of the Association in such manner as the Board determines, provided such manner is pursuant with both rules 1.14 and 2.1.
42.2 All monies received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account and the Association shall, in a manner approved by the Board, as soon as practicable after receiving any money, enter and maintain a record of the details of the receipt of the monies.
42.3 All monies expended by the Association shall be authorised in a manner determined by the Board pursuant to rule 42.4 and the Association shall, in a manner approved by the Board, as soon as practicable after making any payment, enter and maintain a record of the details of the expenditure of the monies.

## Authorising payments

42.4 The Board must ensure that:
42.4.1 all cheques, drafts, bills of exchange, promissory notes and other financial, negotiable or transferable instruments and all payments (which may include electronic fund transfers, writing cheques, use of credit cards, payment of cash and any other lawful means of disbursement of funds) by the Association;
are specifically authorised by (and in the case where physical signatures are required, attested by the signatures of) one or more persons as authorised by the Board in accordance and consistent with:
42.4.1.1 their delegated and authorised powers as are specified in the instrument of delegation;

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### 42.4.1.2 any directions of the Board; or

42.4.1.3 the governing policies of the Association as determined by the Board pursuant to rule 48.
42.4.2 Nothing in this provision shall prevent the use of petty cash from time-to-time once funds have been disbursed for that purpose and all other provisions of this Constitution have been complied with.

## Financial and Accounting Records

42.5 The Board must keep or cause to be kept proper and accurate written financial and accounting records that correctly record and explain the transactions and the financial position of the Association (including all money received and spent by the Association and the matter in respect of which such receipt and expenditure takes place, and of the assets and liabilities of the Association); and keep its accounting records in such a way that:
42.5.1 true and fair accounts of the Association can be prepared from time to time; and
42.5.2 a statement of the accounts of the Association can conveniently and properly be audited pursuant to Part 5 of the Act; and
42.5.3 retain its accounting records for no less than seven (7) years after the transactions to which they relate were completed.

## 43. AUDITOR

43.6 The Association shall appoint an Auditor of the Association who shall audit the books and records of the Association annually pursuant to s. 74 of the Act.
43.6.1 The Auditor shall be appointed by resolution of the Board pursuant to rule 2.2.22. The term of the Auditor shall be two (2) years unless terminated earlier by resolution the Board.
43.6.2 In the event of the position of the Auditor becomes vacant for any reason (including that under rule 43.6.1), that position for the remaining period of the term shall be filled by appointment by resolution of the Board. At the end of the term of the replacement Auditor, the provisions under rule 43.6 .1 will take effect.
43.7 Within three months of the expiration of each financial year the accounts of the Association shall be examined by the Association appointed Auditor who shall prepare a report to ascertain the correctness of the balance sheet and statements of receipts and expenditure.

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43.8 The Auditors report must state whether the Association has kept such financial records as are necessary to enable financial statements to be prepared pursuant to the Australian Accounting Standards and that they give a true and fair view of the Association's affairs pursuant to $s .76$ of the Act.

## 44. ALTERATION OF OBJECTS AND CONSTITUTION

44.1 This Constitution, including the statement of objects in rule 2 , may be altered, amended, rescinded and/or added to only by a special resolution passed by the Association in general meeting and pursuant to provisions of s. 33 of the Act.
Explanation: Associations Incorporation Act 1991 s.33: "...an incorporated association may, by special resolution, alter its rules in whole or in part... [and] if an incorporated association has resolved to alter its rules, the association must, not later than 1 month after the resolution was passed, lodge with the registrar-general a notice setting out the particulars of the alteration, and including a declaration by no less than 2 members of the committee of the association to the effect that a special resolution ...was duly passed by the association."
44.2 The Secretary shall ensure that, once passed at a general meeting, amendments to the Constitution are lodged with the relevant regulatory authorities pursuant to rule 37.4.2.
44.3 No amendment to the Constitution shall have any effect until ratified by the Voting Members in general meeting and lodged with the relevant regulatory authorities.
44.4 This Constitution and any amendments pursuant to rule 44.1 must be made available for all Voting Members to access (pursuant to rule 47 or by electronic means) within fourteen (14) days of being ratified by the Voting Members in general meeting and lodged with the relevant regulatory authorities.
44.5 Notwithstanding anything in this Constitution, the Board shall have the power to amend the Constitution in accordance with a direction by the Commissioner under any relevant legislation without the need to pass a special resolution of the Members. Members must be advised of any change to the Constitution made under this provision within one month of the change being made.

## 45. COMMON SEAL AND EXECUTION OF DOCUMENTS (INCLUDING DEEDS)

45.1 Pursuant to s.22(b) of the Act, the Association may have a common seal and may only be used with the authority of the Board and pursuant to the Constitution of the Association.
45.1.1 The common seal (if any) must not be attached to any instrument, document or proceeding requiring authentication except by the

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authority of the Board and the attaching of the common seal and must be attested by the signatures either of the following agents, either:
451.1.1 two (2) Board authorised directors one not being the Public Officer; or
45.1.1.2 one (1) Board authorised director and a Board authorised employee; or
45.1.1.3 two (2) persons as the Board may appoint for that purpose;
45.1.2 The common seal (if any) shall remain in the custody of a person nominated by the Board for that purpose.
45.2 The Association may execute any instrument, document or proceeding requiring authentication with the authority of the Board without using a common seal (pursuant to s.55(1) \& 55(2) of the Act) provided the dealing or deed is signed and attested by the Board-authorised signatures either of:
45.2.1 the Public Officer; or
45.2.2 the Secretary; or
45.2.3 two (2) directors of the Association;
45.2.4 a person or persons empowered, either generally or in relation to a stated matter or matters, by the signature of two (2) directors as its agent or attorney;
and that attestation shall be sufficient for all purposes that was affixed those signatures by authority of the Board.
46. CUSTODY OF BOOKS ETC.
46.1 Except as otherwise provided by the Act, the governing policies and this Constitution, the Secretary shall keep in their custody or under their control all records, books and other documents relating to the Association as directed by the Board.
46.2 The Board may, by instrument in writing, delegate the duty of the custody of all records, books and other documents relating to the Association under this rule to another person pursuant to rule 36.

## 47. INSPECTION OF BOOKS ETC BY VOTING MEMBERS.

47.1 Pursuant to the Associations Incorporation Act 1991 Sch 1, the records, books and other documents of the Association (other than legal documents related to Court action or current litigation, personnel files and documents and other confidential, privileged or commercial-in-confidence information or material protected by the Privacy Act 1988) and including minutes of all Board meetings and general meetings of the Association shall be open to inspection, free of charge, at the principal place of business during business hours by a Voting Member of the Association so appointed by the Voting Members in general meeting to do so on their behalf (or under authority of a Court order), (who must be up to date with all financial obligations to the Association - if any - at the time of request) at any reasonable hour, having first given the Association reasonable notice in writing to, and made prior arrangement with, the Secretary to inspect.
47.2 The inspection may be supervised by the Secretary (or their delegate) and undertaken at a time convenient to both parties.
47.3 The records, books and other documents of the Association and minutes of all Board meetings and general meetings of the Association are not to be photographically, electronically or manually copied and/or removed from the principal place of business of the Association and remains the property of the Association to be used solely for the purposes of the Association pursuant to the matters required as described in this Constitution and the Act and Legislative Regulation.

## 48. GOVERNING POLICIES

48.1 Pursuant to rules 27.1 and 27.3.2, the Board shall have the power to establish governing policies relating to the effective and prudent internal administration and management of the Association that give effect to their assigned powers under this Constitution, the achievement of the objects of the Association and to regulate the business of the Association. Such governance policies will be those deemed necessary, expedient or convenient for the proper regulation of the competent governance, management, conduct, control and direction of the Association and shall define how those with delegated powers in the Association (Board, directors, office bearers, officers, employees, delegated persons, committees and/or agents, volunteers, etc. of the Association) are expected to act and behave in the exercise of their delegated powers and authorities, the performance of their assigned roles and functions and the discharge their obligatory duties.
48.1.1 The Board may at any time rescind, modify, change or vary any of the governing policies and make others to replace them in accordance with the changing needs and requirements of the Association.

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48.1.2 The governing policies must not be contrary to this Constitution or the Act or the Law.
48.2 The Board shall set out its governing policies in a Governance Charter or similar document which may also include standing orders to govern the conduct of any meeting of the Association.
48.3 The members, Board, directors, office bearers, officers, employees, delegated persons, committees and/or agents, volunteers, etc. of the Association shall be bound by and must comply with any governing policies in force from time to time.
48.4 Any governing policies (and Governance Charter and standing orders) established by the Board must be made available for all members to access (pursuant to rule 47 or by electronic means) within fourteen (14) days of being made by the Board.
48.5 Election Regulations shall be determined by resolution of the Board from time to time and shall be deemed as governing policies for the purposes of this rule 48.

> 48.5.1 Any amendments, deletions or additions made to the Election Regulations pursuant to rule 48.5 shall not take effect until two (2) months after their adoption by the Board.

## 49. NOTICES - SERVICE OF

49.1 For the purpose of and subject to this Constitution, a notice may be served by or on behalf of the Association upon any member of the Association by advertisement.
49.2 Where a document is sent to a person by electronic mail transmission containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served to the person at the time at which the electronic mail transmission would have been delivered in the ordinary course of electronic mail transmission.
50. INDEMNITY AND INSURANCE
50.1 To the extent permitted by law, the Association may indemnify each relevant person (being either a director, office bearer, officer, employee, delegated person, persons, or committee and/or agent of the Association) out of the property of the Association against a liability of that person incurred by that person in or arising out of the discharge of duties as a director, office bearer, officer, employee, delegated person, persons, or committee and/or agent of the Association or in or arising out of the conduct of the business of the Association and which does not arise out of conduct involving a breach of good
faith or incurred or caused through their own negligence, default, breach of duty or trust or dishonesty and/or a wilful breach of duty in relation to the Association or a contravention of the Act and the legal costs of that person in defending any proceedings, whether civil or criminal, in which:
50.1.1 judgment is given in their favour; or
50.1.2 they are acquitted in connection with any application in relation to any such proceedings; or
50.1.3 relief is, under the Law, granted to them by the Court;
subject to the provisions of the Law.
50.2 Where an indemnity is provided by the Association under rule 50.1, that indemnity:
50.2.1 is enforceable without the relevant person having first to incur any expense or make any payment;
50.2.2 is a continuing obligation and is enforceable by the relevant person even though the relevant person may have ceased to be a director, office bearer, officer, employee, delegated person, persons, or committee and/or agent of the Association; and
50.2.3 applies to liabilities and legal costs incurred both before and after this rule became effective.
50.3 To the extent permitted by law, the Association may make a payment (whether by way of advance, loan or otherwise) to a relevant person in respect of legal costs of that person being either a director, office bearer, officer, employee, delegated person, persons, or committee and/or agent of the Association.

### 50.4 To the extent permitted by law, the Association may:

50.4.1 enter into, or agree to enter into; or
50.4.2 pay, or agree to pay, a premium for,
a contract insuring a relevant person against a liability of that person (being either a director, office bearer, officer, employee, delegated person, persons, or committee and/or agent of the Association) and the legal costs of that person. Any such premium in relation to that person is in addition to, and not regarded as part of, any remuneration approved by Voting Members under this Constitution.

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50.5 To the extent permitted by law, the Association may enter into an agreement or deed with a relevant person (who is, or has been, a director, office bearer, officer, employee, delegated person, persons, or committee and/or agent of the Association or a subsidiary of the Association) under which the Association must do all or any of the following:
50.5.1 keep books of the Association and allow that person and that person's advisers access to those books on the terms agreed;
50.5.2 indemnify that person against any liability and legal costs of that person;
50.5.3 make a payment (whether by way of advance, loan or otherwise) to that person in respect of legal costs of that person; and
50.5.4 keep that person insured in respect of any act or omission by that person while a director, office bearer, officer, employee, delegated person, persons, or committee and/or agent of the Association or a subsidiary of the Association, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

## 51. DISSOLUTION (WINDING UP)

51.1 The Association may be dissolved upon the passing of a special resolution of Voting Members at a general meeting convened for the purpose, and pursuant to s .88 of the Act.
51.2 In the event of the Association being dissolved, any surplus property of the Association that remains following the winding up, will not be paid to or distributed among the members of the Association, but may be vested in another organisation if the recipient association:
51.2.1 has objects that are substantially similar to the Association;
51.2.2 does not operate for the purpose of trading or securing pecuniary gain for its members;
51.2.3 has provision in its rules requiring its surplus property to be passed to a similar organisation on dissolution or winding up;
51.2.4 is an incorporated association;
and such organisation or organisations are to be determined by the Voting Members of the Association at or before the time of dissolution or in default thereof by the relevant Court of the Australian Capital Territory.

## 52. DEFINITIONS AND INTERPRETATION

### 52.1 Definitions

In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:
"Access Canberra" means the ACT Government agency service (or its successor) serving the ACT people, community, industry and government who register, licence and ensure compliance of Incorporated Associations activities against relevant legislation. The Association is required to deal with Access Canberra for the following:
(a) Incorporating an Association and winding up of the Association
(b) Notification of Association Public Officer
(c) Changing the Association Constitution rules
(d) Changing the Association's name
(e) Updating the Association's address or contact details (registered office)
(f) Updating the Association's Directors
(g) Submitting Annual Returns
"the Act" means the Associations Incorporation Act 1991 (ACT).
Explanation: Application of the Associations Incorporation Act 1991 (ACT): In this Constitution unless the contrary intention appears an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Associations Incorporation Act 1991 (ACT), the same meaning as in that provision of the Associations Incorporation Act 1991 (ACT); and "section" means a section of the Associations Incorporation Act 1991 (ACT). This Constitution shall comply with the subscribed matters specified in the relevant sections of the Associations Incorporation Act 1991 (ACT) and such matters that may be prescribed
"advertisement" means, in relation to causing a notice to be given to Voting Members by:
(a) the placement of a notice on the Harmonie German Club Canberra Inc website;
(c) sending an email to the Voting Member's postal or electronic address shown in the register of members; and
(d) such other means as the Board may, from time to time, determine pursuant to rule 48.
"Annual General Meeting" means a meeting held annually pursuant to rule 15 and rule 16.
Explanation: Associations Incorporation Act 1991 (ACT) s.69. An incorporated association must, in addition to any other meeting it holds, hold an annual general meeting, once in each calendar year, within the period of 5 months beginning at the end of the Association's most recently ended financial year
> "Association" means "Harmonie German Club Canberra Incorporated", being the Association constituted by this document and shall be the Association's name for the purposes of Part 3, Division 3.5 of the Act and may for the purposes of this Constitution and internal purposes of the Association be cited or referred to as "the Club"
> "Attendee" means a person or persons permitted, at the discretion of the Board, to attend any part of the Association's Board meetings but with no status as a 'director' under the meaning of such in this Constitution or the law, and only in a non-voting capacity. Attendees permitted to attend Board meetings may speak on agenda items to provide advice, counsel and information on matters or answer questions as requested by directors through the Chair of the meeting. For the sake of clarity, attendees in this capacity, should be aware that they have no role or authority in either making, or participating in making decisions that affect the whole, or a substantial part, of the business of the Association; or be understood to have the capacity to affect significantly the Association's financial standing; or be understood to be issuing instructions or directions in accordance which the directors of the Association are accustomed to act; or in any other way be deemed to be a 'director' of the Association under the meaning of such in this Constitution or the law. An attendee includes a person or persons giving advice in the proper performance of functions attaching to their professional capacity or their business relationship with the Association.
> "Attorney" is a person who exercises power under the terms of a power of attorney. [A power of attorney is an authorisation to act on another person's behalf and in their name in a legal or business matter. The person granting the power of attorney is known as the grantor and the person authorised to act is the agent or attorney-infact. The power granted may be very wide in scope and may include the power to sign documents on behalf of the grantor, deal with their financial affairs and property, vote in the capacity of a member, etc. This is distinct from a proxy who commonly refers only to authorisation to vote on another's behalf and is therefore more limited in scope than a power of attorney. For example, a Voting Member entitled to attend and vote at a general meeting may appoint a proxy to attend and vote in their place noting that a proxy is also the person to whom authorisation is granted.]

"Auditor" means a person appointed for the purpose of and as required to audit the Association's accounts pursuant to Part 5 of the Act.
"ballot" - see "Poll".
"Board" means the governing body the Association in office for the time being however described or any number of directors assembled at a meeting of the Board transacting business pursuant to this Constitution, being not less than a quorum, and as set out in Part III and who may, for the internal purposes of the Association, be cited (collectively) as the "Directors" who shall be construed as referencing the Board unless the context requires otherwise. The Board shall have the same meaning as "committee" pursuant to and be subject to s. 60 of the Act.
"Business Day" means a day except a Saturday, Sunday or public holiday in the state or territory in which the Association is taken to be registered for the purposes of the Act.
"By-Laws of the Club" means any directive policies, procedures, protocols or processes so determined by the CEO from time to time (and subsequently Boardapproved) prescribing matters required necessary or convenient to be prescribed that are deemed necessary to competently regulate the proper and appropriate actions, behaviours and conduct of members and guests of the Club in relation to the effective and prudent utilisation of the physical, cultural and social recreational facilities, services and property accessed by the members and patrons from time to time.
"by lot" means to choose someone by random selection through a process whereby each person in a group puts their name on a piece of paper in a container and the person's name drawn from the container is chosen.
"Chair" - see "President".
"Chief Executive Officer" of the Club means the title given to any person so appointed by, and responsible to the Board as the entity's principal executive officer to act within written Board-delegated authorities responsible for the overall day-today operations of the Club and the efficient coordination, integration, supervision and management the various parts of the Club's day-to-day activities and workflow and who may for the internal purposes of the Association and this Constitution be cited as the "CEO" or any other title the Board may so determine from time to time.
"a Club" means an eligible club pursuant to s. 70 of the ACT Liquor Act 2010.
"the Club" means the "Harmonie German Club Canberra Incorporated", being the Association constituted by this document and may for the purposes of this Constitution and internal purposes of the Association be cited or referred to as the "Association".
"Committee" means a committee (or any group) constituted by and accountable to the Board pursuant to rule 36.1.1 that shall operate as governance advisory bodies for the purpose of assisting and advising the Board in areas fundamental to the Association's objects and otherwise providing the Board with recommendations relevant to select governance matters of the Association and consisting of persons as the directors from time to time think fit.
"Constitution" means the registered Constitution of the Association, as amended from time to time, which binds the Association and its members, directors and officers to the same extent as if it were a contract between them under which they each agree to observe its provisions and may for the purposes of this document and the internal purposes of the Association be referred to as the "governing rules". A reference to a particular "rule" in the Constitution refers to a numbered clause, section, phrase, paragraph or segment that relates to a particular point in the Constitution.
"Director" means an eligible natural person duly elected/appointed to the Board pursuant to rules 28.1.1, 28.1.2 and 28.6 and may for the purposes of this document and the internal purposes of the Association be referred to (individually) as a "member of the Board" or a "Board member". A director shall have the same meaning as "committee member" pursuant to s.28.2 of the Act. For the avoidance of doubt a reference to a Director includes an Office Bearer, unless otherwise expressly stated. Explanation: An office bearer is first and foremost a director, who also holds an additional delegated position (with corresponding delegated authority) as well as their director role. So, at rule 33 - the "Office Bearers of the Board" are the President and Vice President, but they are also directors - so in the Constitution, a reference to a director includes the an office bearer. A reference to an office bearer is to that position and that position ONLY. A reference to a director is to ALL directors (office bearers included).
"Disputes Committee" means a committee formed by the Board pursuant to rule 36.1.1. and, subject to the Act and this Constitution (and in particular in relation to the terms, directions, conditions or limitations of the functions or exercise of their functions as specified by the Board in the instrument of delegation to the Disputes Committee pursuant to rule 36.3), the Disputes Committee:

- is to resolve a dispute or grievance pursuant to rule 12 and/or determine an allegation made pursuant to rule 13.1;
- is to be composed of between 3-5 Voting Members [who shall be Voting Members of the Association but not any current director or Officer of the Association] and no less than one (1) person not a member of the Association.
- may determine how it operates;
- must, in exercising its functions, comply with the principles of natural justice; Explanation: The Associations Incorporation Act 1991 s. 50 provides that the rules of natural justice must be complied with in any disputes, grievance or disciplining process
- must disclose any credible allegations it has received regarding possible criminal conduct to the police;
- shall, other than for the proper performance of its functions, treat allegations referred to it as confidential.
"Election Regulations" means the Election Regulations of Harmonie German Club Canberra Incorporated (the Club) that relate to the conduct of any election held by General Meeting of the Association pursuant to this Constitution as are determined by resolution the Board from time to time under their powers pursuant to rule 48.5 and of which, any amendments, deletions or additions to the Election Regulations shall not take effect until two (2) months after their adoption by the Board.
"electronic address" means a multi-part address typed in lower-case without any spaces separating the different parts where the first part (the user name) identifies a unique user. The '@' separates the user name from the host name which uniquely identifies the mail server. The three-letter suffix following a period (dot) identifies the kind of organization operating the mail server. Addresses outside the US use another (two-letter) suffix that identifies the country where the mail server is located.
"electronic communication" means the use of a technological method of telecommunication as consented to by the Board at a general or Board meeting without the persons being in each other's physical presence.
- a meeting being held via electronic communication must allow each eligible person taking part to instantaneously hear and/or see or otherwise know what each other eligible person taking part says and for each eligible person to be able to participate equitably and meaningfully in the meeting process;
- the persons participating must not be less than the quorum required for the meeting (as applicable) and the meeting being held via electronic communication must be convened and held in accordance with the Act and the Constitution;
- at the commencement of the meeting each person must have their presence acknowledged by the Chair of that meeting and made known to all other persons taking part in the meeting;
- a person may conclusively be presumed to have been present and to have formed a part of a quorum at all times at a meeting being held via electronic communication unless that person has previously notified the Chair of that meeting of leaving the meeting;
- a person may not leave the meeting via electronic communication by disconnecting their communication link unless that person has previously notified the Chair of that meeting;
- all eligible persons participating in the meeting being held via electronic communication entitled to vote may do so by a method to be predetermined by the Board;
- a minute of proceedings of a meeting being held via electronic communication is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair of that meeting.
"electronic means" means, in relation to the methods of giving or sending certain notices, documents produced, etc., the same as that in the Corporations Act s.600G and includes telephone, fax, electronic mail transmission, website download, and other forms of electronic means consented to by all Directors.
"employee of the Association" means a person who identifies as:
- working standard or set hours
- having an ongoing expectation of work
- being paid regularly
- having income tax deducted by their employer
- being entitled to receive superannuation contributions
- being entitled to receive paid leave or a loading in lieu of leave entitlements in the case of casual employees
within the Association and has a recognised employment contract or Enterprise Agreement with the Association.

[^1]"General Meeting" means a meeting of Voting Members duly called and held (and any adjourned holding of it) pursuant to Part IV of this Constitution or as otherwise prescribed by the Act at which all Voting Members are entitled to attend and otherwise participate and vote at subject to their eligibility under this Constitution. A general meeting can be an Annual General Meeting of the Association pursuant to s. 69 of the Act or a Special General Meeting at which a special resolution is proposed pursuant to s .70 of the Act.
"Governance Charter" means a Board established document pursuant to rule 48.2 that collates the Association's internal control framework of Board-determined governing policies that give effect to the powers delegated to the Board pursuant to this Constitution and that assist the Board to be clear about its own job and the delegated jobs of its office bearers, officers and committees and the connection between these parties and in particular articulate who is responsible for what, who they are accountable to and the respective roles and functions and authorities and constraints each person must work within and as such, describe a range of values that apply to the Association and its people.

## "governing policy or policies" - see "policy" or "policies".

"governing rules" means the registered Constitution of the Association, as amended from time to time by the Voting Members, which binds the Association and its members, directors and officers to the same extent as if it were a contract between them under which they each agree to observe its provisions and which may, for the purposes of this document and the internal purposes of the Association, be referred to as the "Constitution". A reference to a particular "rule" in the Constitution refers to a numbered clause, section, phrase, paragraph or segment that relates to a particular point in the Constitution;
> "honorarium" means a fee for governance services voluntarily performed in recognition of the work, service, time and effort commitment made by a director under their board-delegated authority to perform their director duties on behalf of the Association. Note that any fee for governance services voluntarily performed is assessable income of the volunteer. In this situation, they may be entitled to a deduction for expenses incurred in performing these professional services. Generally, receipts that are earned, expected, relied upon and have an element of periodicity, recurrence or regularity are treated as assessable income of a volunteer.

"leave of absence" means long service leave, extended leave, recreation leave, annual leave, sick leave or any other form of leave of absence from service.

[^2]trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a liability of that person.
"liability" of a person means any liability (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an Officer of the Association or in or arising out of the conduct of the business of the Association, including as result of appointment or nomination by the Association as a director, officer or employee of another body corporate.
"Member" means a person eligible to be a member of the Association under one of the categories pursuant to rule 3.2 and whose name is entered on the register of members having been accepted as a member of the Association as generally set out in Part II of the Constitution.
"nationals and former nationals of Germany" shall include all persons who identify as having German origin or persons related (by birth right, marriage or other legally or formally recognised union) to persons who identify as having German origin, whether they be or were a registered citizen of that country or not.
"Non-Profit Organisation" means (as defined by the Australian Taxation Office) " $a$ non-profit organisation which is not operating for the profit or gain of its individual members, whether these gains would have been direct or indirect. This applies both while the organisation is operating and when it winds up. Any profit made by the organisation goes back into the operation of the organisation to carry out its purposes and is not distributed to any of its members. The Australian Tax Office accepts an organisation as non-profit where its constituent or governing documents prevent it from distributing profits or assets for the benefit of particular people - both while it is operating and when it winds up. These documents should contain acceptable clauses showing the organisation's non-profit character. The organisation's actions must be consistent with this requirement".
"Notice" means a notice given pursuant to, or for the purposes of, this Constitution or the Act.
"Objects" of the Association means the objects set out in rule 2.1 that define the purpose of the Association;
"Office Bearer" of the Board means a director who holds, in addition to their director role on the Board, a Board elected/appointed position (with corresponding Board delegated authorities) pursuant to rule 33;
"Officer" of the Association means:
(a) a director of the Association; or
(b) the Public Officer, Secretary and the holder of any other office of the Association (however described) or a person occupying any of the abovementioned offices, whether validly appointed or not; or
(c) any other person:
(i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Association
(ii) who is concerned in or takes part in the management of the Association's affairs (but does not include a patron or holder of another honorary office of the association if the office does not give its incumbent a right to participate in the management of the Association's affairs)
(iii) who has the capacity to affect significantly the Association's financial standing; or
(iv) pursuant to whose instructions or wishes the directors of the association are accustomed to act (excluding persons who give advice in the proper performance of functions attaching to the person's professional capacity or their business relationship with the directors or the Association).
"Organisation" includes without limitation any:
(a) incorporated entity with the legal capacity and powers of a natural person including any private/commercial entity, non-profit body or public benevolent institution or government corporate entity be it an incorporated association, cooperative, company, statutory corporation or authority;
or otherwise any
(b) government non-corporate entity (e.g. department, agency, commission, advisory Board or council, etc) that is legally and financially connected to, or part of a Commonwealth, State or ACT government 'body politic'.
"Patron" means a person described in rule 43;
"policy" or "policies" means any Board-made directive, policies, procedures, protocols or processes prescribing matters required or permitted by this Constitution as the Board deem necessary or convenient for the effective and prudent internal control, administration and management of the Association and its affairs, interests and property and to competently regulate the business of the Association as created and amended from time to time by the Board under their powers pursuant to rules 27.1, 27.3.2 and 48. The policies will regulate the actions and behaviours of those with assigned authority in the Association (Board, directors, office bearers, officers, employees, delegated persons, committees and/or agents, volunteers, etc of the Association) in their role within, and representation of the Association and will define how they are expected to exercise their delegated powers, the performance of their assigned role and the discharge their obligatory duties and which may for the internal purposes of the Association be cited as a "governing policy" or "governing policies" or any other title the Board may so prescribe from time to time;
"Poll" is a form of casting votes anonymously by ballot to determine a preference of the voters either in writing consisting of a slip or sheet of paper or the like or using electronic means to either aid or take care of the task of casting and counting votes on or by which a voter marks his or her vote.

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"President" means the person elected to the office of President pursuant to rules 28.1.3.1, $31,33.2 .1$ and 34.1 who shall
(a) subject to rules 19.2, 19.3, 29.8.2 and 29.8.3, act as Chair of each General and Board meeting pursuant to the authorities, powers, functions, protocols, practices or processes described in this Constitution and as otherwise formally delegated through governing policies as determined by the Board from time to time that give effect to the Chair's authorities, powers, functions, protocols, practices or processes described in this Constitution; and shall
(b) act, represent and be the spokesperson for the Association on behalf of the Board pursuant to rule 34.4.
"principal place of business" means the the current address of the Association's registered office as notified to the relevant regulatory authorities under the Act being the primary location where the Association's business is performed and where the Association's books and records are kept and has the same meaning as "registered office".
"Public Benevolent Institution" means a Public Benevolent Institution as defined by the Australian Taxation Office as "a non-profit institution organised for the direct relief of poverty, sickness, suffering, distress, misfortune, disability or helplessness. The characteristics of a PBI are:
(a) it is set up for needs that require benevolent relief
(b) it relieves those needs by directly providing services to people suffering from them
(c) it is carried on for the public benefit
(d) it is non-profit
(e) it is an institution, and
(f) its dominant purpose is providing benevolent relief";
"Public Officer" means a person appointed pursuant to rules 37.4 and who resides in the ACT and is at least 18 years of age;
"Public Statement" and "Statement" means statements, whether verbal, written, in electronic form or any other form whatsoever that could or would be seen, heard or by any other means communicated to a person not a member of the Association;
"real or personal property" means the basic types of property in common law, roughly corresponding to the division between immovables and movables in civil law. Real property consists of land, buildings, crops, and other resources, improvements, or fixtures still attached to the land. Personal property is essentially all property other than real property, including goods, animals, money, and vehicles.
"Register" or "Register of Members" means the register of members to be kept pursuant s. 67 of the Act and rule 8 and may contain additional information related to the membership as the Board may determine from time to time;

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"Regulation" means the Associations Incorporation Regulation 1991 (ACT) and its successors;
"Resolution" means a resolution passed at a (General or Board) meeting of which (unless as indicated pursuant to rule 30.1 in this Constitution) more than $50 \%$ of the total eligible votes cast on the resolution (i.e. those votes cast by persons eligible to vote who are present at the meeting in person or by proxy as the Constitution allows) are in favour of the resolution, noting that a motion put that results in a tied vote at 50-50 in not deemed to have been passed. Such a resolution may for the internal purposes of the Association also be cited as a "simple majority";
"Seal" means the common seal of the Association (as required pursuant to s.22(b) of the Act) and includes any official seal of the Association noting that the Act allows the Association to authenticate a document or proceeding requiring authentication by the signature of the Public Officer or the Secretary without using a seal in which case the Association must act pursuant to provisions in s.55(1) or otherwise s.55(2) of the Act;

## "Secretary" means:

(a) the person appointed to hold office under this Constitution as Secretary of the Association (pursuant to rules 37.1-37.3); or
(b) where no such person holds that office, the Public Officer of the Association (pursuant to rules 37.4-37.6);
"Special Business" is business of a general meeting that the Act requires to be passed as a "special resolution" by no less than three-quarters ( $3 / 4$ ) of the votes of those Voting Members of the Association who, being entitled to vote, vote in person or by proxy at the meeting (as opposed to ordinary business that requires only a simple majority);
"Special General Meeting" means a meeting of Voting Members (other than an Annual General Meeting) held pursuant to rule 17;
"Special Resolution" means a resolution at a general meeting of the Association that has the meaning given to it in rule 24 and pursuant to s .70 of the Act, i.e. that no less than twenty-one (21) days' notice of the meeting must be given to the Voting Members of the Association together with a notice of intention to propose the resolution as a special resolution. At the meeting, the special resolution must be passed by no less than three-quarters ( $3 / 4$ ) of Association's Voting Members who are entitled to vote, either in person or by proxy at the meeting. Note: It is not required that three-quarters ( $3 / 4$ ) of the total Voting Membership pass the resolution, only three-quarters ( $3 / 4$ ) those eligible Voting Members that attend the meeting in person or by proxy. Special resolutions are usually decisions that change something fundamental about the Association, for example:
(a) altering the Association's rules, objects or purposes;
(b) changing the Association's name or corporate registration status;
(c) amalgamating with another Association;
(d) approving external administration of the Association;
(e) winding up the Association;
or as otherwise, a matter that specifically requires a special resolution as stated in the Constitution.
Note that, any proposed motion of amendment of a special resolution must not change the substantive meaning and intent of the original resolution.
"Strategic Direction" means and is restricted to, matters encapsulating the purpose and aspirations of the enterprise and pertaining to the outcomes and result priorities the Association is to accomplish, and their associated evaluation measures as agreed and approved by the Board from time to time but excludes, without limitation, operational plans, actions and decisions.
"Treasurer" means (if the Board deem the office necessary or desirable for the proper management of the affairs of the Association) the person appointed to hold the office of Treasurer of the Association pursuant to rules 37.8-37.11;
"Voting Member" or "Voting Membership of the Association" means all Full and Honorary Life Members.

### 52.2 Interpretation

Headings are for convenience only and do not affect interpretation. A reference to a particular "rule" in the Constitution refers to a numbered clause, section, phrase, paragraph or segment that relates to a particular point in the Constitution.

Unless the context indicates a contrary intention, in this Constitution:
(a) (amendments and statutes) all and any reference to statutory provisions includes its delegated legislation and are construed as references to any statutory modification, consolidation, amendment, replacement, succession or re-enactment for the time being in force;
(b) (corresponding meaning) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
(c) (currency) a reference to "\$" or "dollars" is a reference to Australian currency;
(d) (exercise of a function or role) a reference to the exercise of a function or role includes, where the function or role is a duty, a reference to the performance of the duty;
(e) (from time to time) a power, an authority or a discretion reposed in a director, the directors, the Association in general meeting or a member of the Association may be exercised at any time and from time to time;
(f) (function) a reference to a function includes a reference to a power, authority or duty;
(g) (gender) a word indicating a gender includes every other designation of gender;
(h) (meaning not limited) a reference to the words "include", "including", "for example" or "such as", when introducing an example, does not limit the meaning of the words to which the example relates to that example or examples of a similar kind;
(i) (person) words importing person includes a reference to:

- a natural person (i.e. an individual, aka a human being) and
- an "artificial" person (i.e. a body corporate, aka: a corporate entity and includes incorporated associations, co-operatives, companies and any other body corporate and body politic whether incorporated by statute, Act of Parliament or otherwise);
(j) (rounding) where a vote is to be rounded to the nearest whole number, the rule is: if the number behind the decimal point is less than 5 , it is rounded down to the next whole number: example: 11.4 is rounded to 11 ; if the number behind the decimal point is 5 or more, it is rounded up to the next whole number.
(k) (sending) references to the sending of a document or written notice includes the sending of that document via electronic means, including, but not limited to, electronic mail transmission.
(I) (signed) where, by a provision of this Constitution, a document [including, but not limited to, a notice, minutes, proxy, common seal, financial instrument, document, requisition, membership form or written resolution] is required to be signed, that requirement may be satisfied or authenticated by any manner permitted by the Corporations Act or any other law or by any other means used in contemporary business practice and in relation to an electronic transmission of the document in any manner permitted by law or by any law relating to electronic transmissions or in any other manner approved by all Directors;
(m) (singular includes plural) a word importing the singular includes the plural (and vice versa);
(n) (statutes/regulations) a reference to a statute, ordinance, code or other law includes regulations and instruments made under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any other legislative authority having jurisdiction)
(o) (writing) "in writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or by electronic mail transmission or otherwise;

The wording which is in bold print italics within or at the end of certain paragraphs is explanatory only and does not form part of the Constitution. References to Sections in these paragraphs relate to relevant provisions of the Associations Incorporation Act 1991 (ACT).

## SCHEDULE 1. TRANSITION ARRANGEMENTS

A. The newly amended Constitution will be deemed approved pursuant to rules 30, 30.2 and 30.3 of the previous Constitution.
B. To enable the most convenient and efficient process of transition from the current Constitution to the newly amended Constitution, and notwithstanding the amendments made to the Constitution, the newly amended Constitution will come into effect once a notice in the approved form setting out the particulars of newly amended Constitution has been lodged with the Registrar.
C. All current Board members who were in place as eligible directors at the time of the approval of the amended Constitution pursuant to Sch 1 A. will be deemed to hold that position as (Member) Directors until the completion of the next Annual General Meeting of the Association.
D. At the next Annual General Meeting of the Association, after the newly amended Constitution has come into effect, all current directors of Board shall retire but shall be eligible to nominate and stand as (Member) Directors (and President) subject to the provisions of the newly amended Constitution and the Election Regulations.
E. Following the Annual General Meeting of the Association after the newly amended Constitution has come into effect, the new tenure requirements under the newly amended Constitution pursuant to rule 28.3.1.1, shall begin afresh, except that one half of the (Member) Directors elected (but not the President) shall be chosen by lot to only hold office for a term of one (1) year so that a split rotation of directors may be commenced. The (Member) Directors chosen to serve a term of one (1) year shall be eligible for re-election for a subsequent two-year term pursuant to rule 28.3 .2 - i.e. their first term of one (1) year shall be deemed to count as a full two (2) year term.

G Following the completion of these Transition Arrangements, they become redundant and may be removed from the Constitution.


[^0]:    12.2 If any member has a grievance regarding, or dispute relating to, their fair participation in or utilisation of the physical, cultural, recreational and social facilities of the Club, they shall have that grievance or dispute dealt with by the process outlined in the By-Laws of the Club.

[^1]:    "Financial Year" means the 12-month period commencing on 1 March and ending on last day of February in any year or such other period as the Board may determine from time to time.

[^2]:    "legal costs" of a person means legal costs incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a

