



# CONSTITUTION OF

Name of Club.

Date DD/MM/YYYY

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## Preliminary

### 1. Name of the club

The name of the **club** is

**Name of Club** (referred to as the **club** for the remainder of this document).

### 2. Type of club

The **club** is a **Choose an item**.

### 3. Definitions

In this constitution, words and phrases have the meaning set out in clauses 42 and 43.

## Purpose

### 4. Object

The **club's** object is to:

**Clubs purpose, outcomes and objectives**

## Members

### 5. Club Registration

- 5.1 The **club** must register with UCX twice annually on census date each semester.
- 5.2 The **club** must have a minimum number of 10 current student members.
- 5.3 The **club** must establish and maintain a register of members. The register of members must be kept by the Secretary and must contain:
  - (a) for each current member:
    - i. name;
    - ii. email address;
    - iii. record of whether the member is a current student or alumni of the University; and
    - iv. date the member joined the **club**.
- 5.4 Information that is accessed from the register of members will only be used in a manner relevant to the interests or rights of members.

### 6. Membership

- 6.1 Membership of the **club** is open to all Students, Alumni, Staff and members of the public.
- 6.2 Membership to a **club** is for one calendar year, and a member is required to renew membership each calendar year.
- 6.3 The **club** can appoint Life Members at the **annual general meeting**.
  - (a) Life Members are not counted for the purpose of funding and association with UCX;
  - (b) Life membership can be awarded to members who have provided special service to the **club** over a period of more than 1 year.
- 6.4 A yearly membership fee is applicable to all members of the **club**. This fee is set by the **club** at the IGM should be no less than \$5 per member. The Executive (as outlined in clause 21) of the **club** must ensure an individual meets all membership requirements.
- 6.5 Life Members can but are not required to pay membership fees.
- 6.6 The Executive must audit membership by census date each semester.

- 6.7 A person immediately stops being a member if they:
- (a) die;
  - (b) resign, by writing to the Secretary;
  - (c) no longer meet eligibility requirements as under clause 6 of the constitution by the Semester one census date;
  - (d) are removed as a result of disciplinary action under this constitution.

## Dispute resolution and disciplinary procedures

### 7. Dispute resolution

The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between members of the **club** including members of the Executive.

- 7.1 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 7.2 If those involved in the dispute do not resolve it under clause 7.1, they must within 10 days:
- (a) inform the UCX Manager of Clubs about the dispute; and
  - (b) submit to any requests for a resolution made by the UCX Manager of Clubs.

### 8. Disciplining members

- 8.1 In accordance with this clause, the Executive may resolve to warn, suspend or expel a member from the **club** if the majority of the Executive consider that:
- (a) the member has breached this constitution,
  - (b) the member has breached the UCX Club Rules clause 2, or
  - (c) the member's behaviour is causing, has caused, or is likely to cause harm to the **club** or other members of the **club**.
- 8.2 At least 14 days before the general meeting at which a resolution under clause 8.1 will be considered, the Secretary must notify the member in writing:
- (a) that the **club** is considering a resolution to warn, suspend or expel the member;
  - (b) that this resolution will be considered at a meeting and the date of that meeting;
  - (c) what the member is said to have done or not done;
  - (d) the nature of the resolution that has been proposed; and
  - (e) that the member may provide an explanation to the Executive, and details of how to do so.
- 8.3 Before the **club** pass any resolution under clause 8.1, the member must be invited to:
- (a) submit to the **club** Executive a written explanation at least 5 business days prior to the meeting, and/or
  - (b) speak at the meeting.
- 8.4 After considering any matter under clause 8.3, the Executive may:
- (a) take no further action;
  - (b) warn the member in writing;
  - (c) expel the member; or
  - (d) refer the matter to the UCX Manager of Clubs for further advice and/or a decision.
- 8.5 To avoid any doubt, the Executive cannot fine a member.
- 8.6 A **club** member may vote on a resolution under this clause in writing by proxy.
- 8.7 Upon receiving a referral under clause 8.4(c), the UCX Manager of Clubs or their delegate shall consider the resolution of the **club** and determine the matter within 21 days.
- 8.8 Members can appeal a decision made by the Executive in writing to the UCX Manager of Clubs within 14 days of receiving the written decision from the Executive.
- 8.9 A decision of the UCX Manager of Clubs or their delegate is final.

- 8.10 The Secretary must give written notice to the Executive member of a decision as soon as possible. There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.
- 8.11 Any vacancy created by a decision taken under this clause will be filled according to the **club** election procedures for casual vacancies section.

## General meetings of members

### 9. General meetings called by the Executive

- 9.1 The Executive may call a general meeting at any time with at least 14 days notice in writing to all members.

### 10. Annual general meeting

- 10.1 A **general meeting**, called the **annual general meeting**, must be held once in every calendar year.
- 10.2 Subject to these Rules, the conduct of **annual general meetings** and meetings of the Executive of the **club** shall occur in the manner in which the Executive determines.
- 10.3 The **club** Executive as outlined in clause 21 will be appointed at the **annual general meeting**. A handover of the Executive roles where possible should be held before the Semester one census date.
- 10.4 Outcomes of the **annual general meetings** are to be recorded in minutes and signed/evidence of agreement by all present provided reflecting their accuracy. These minutes are then to be provided to the UCX Manager of Clubs before the Semester one census date.

### 11. Notice of general meetings

- 11.1 Notice must be given of **annual general meetings** to all members at least 14 days prior, including notice given to UCX.
- 11.2 All notices of **annual general meetings** shall be communicated to the membership by electronic means by the Executive of the **club**.
- 11.3 The Agenda for all **annual general meetings** must be included in the notice.
- 11.4 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - (b) the general nature of the meeting's business;
  - (c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution.

### 12. Quorum at general meetings

- 12.1 For a **general meeting** to be held, at least 6 members must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 12.2 No business may be conducted at a **general meeting** if a quorum is not present.

### 13. Using technology to hold meetings

- 13.1 The **club** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 13.2 Anyone using this technology is taken to be present in person at the meeting.

## 14. Role of the chairperson

- 14.1 The **elected chairperson** as outlined in clause 22 is entitled to chair **general meetings**.
- 14.2 The **chairperson** is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions.
- 14.3 The **chairperson** does not have a casting vote unless it is a deciding vote in the event of a tie.

## Voting at general meetings

### 15. How many votes a member has

Each member has one vote.

### 16. Challenge to member's right to vote

- 16.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 16.2 If a challenge is made under clause 16.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

### 17. How voting is carried out

- 17.1 Voting must be conducted and decided by:
  - (a) a show of hands, or
  - (b) a vote in writing, or
  - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 17.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 17.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 17.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- 17.5 Votes are passed by a simple majority.

### 18. Appointment of proxy

- 18.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 18.2 A proxy must be a current member of the **club**.
- 18.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
  - (a) speak at the meeting; and
  - (b) vote in a vote in writing (but only to the extent allowed by the appointment).
- 18.4 A proxy appointment may be standing (ongoing).
- 18.5 Appointment of a proxy must be submitted in writing to the **club** Secretary prior to the meeting.

### 19. Voting by proxy

- 19.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 19.2 When a vote in writing is held, a proxy cannot vote, unless the proxy appointment specifies the way they must vote.

# Executive

## 20. Number of Executive members

20.1 The **club** must have at least 4 members on the Executive. They must elect a:

- (a) President;
- (b) Vice President;
- (c) Treasurer; and
- (d) Secretary.

20.2 **Clubs** can elect more members to their **Committee** if they wish to.

## 21. Election and appointment of Executive and Committee members

21.1 The initial Executive are the people who have agreed to act as the Executive at the formation of the **club**.

21.2 Executive members will hold their position for 12 months and shall be elected at the **annual general meeting**.

21.3 Apart from the initial Executive and **Committee** members appointed under clause 21.2, the members may elect general **Committee** members by a resolution passed in a **general meeting**.

21.4 A person is eligible for election as an Executive or general **Committee** member of the **club** if they:

- (a) are a member of the **club**, and
- (b) are nominated by two members or representatives of members entitled to vote.

21.5 The Executive may appoint a person as an Executive member to fill a casual vacancy if that person is a member or general **Committee** member of the **club**.

21.6 Members assigned to fill casual vacancies will be endorsed by the **club** by way of vote outlined in clause 17 at the next **general meeting**.

21.7 All committee positions Executive and general will be open for election at the **annual general meeting**.

## 22. Election of chairperson

The elected President is the chairperson of the **club** unless they are unavailable, to which the Vice President will chair.

# Powers of the Executive

## 23. Powers of Executive members

23.1 The Executive are responsible for managing and directing the activities of the **club** to achieve the purpose(s) set out in clause 4.

23.2 The Executive must decide on the responsible financial management of the **club** including:

- (a) the appointment of at least 3 bank signatories to the **club** account;
- (b) how money will be managed, such as how electronic transfers must be authorised and signed or otherwise approved.

23.3 An Executive member cannot remove a fellow Executive member from their position. Executive members may only be removed by a members' resolution at a **general meeting**.

23.4 The Executive is not to use **club** funds in respect of paying themselves or any other Executive member, a salary or bonus.

## 24. Execution of documents

The **club** may execute a document if the document is signed by at least 2 members of the Executive (for example, the President and Vice President, or the Secretary and Vice President).

## 25. Release of funds

The **club** may release funds from their account only if there is the signature of at least 2 appointed bank signatories.

# Duties of Executive members

## 26. Duties of Executives

The Executive must comply with their duties as Executive members under this constitution, and the UCX Club Rules of Affiliation which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were an Executive member of the **club**;
- (b) to act in good faith in the best interests of the **club**;
- (c) not to misuse their position as an Executive member;
- (d) not to misuse information they gain in their role as an Executive member;
- (e) to disclose any perceived or actual material conflicts of interest; and
- (f) to ensure that the financial affairs of the **club** are managed responsibly.

# Executive meetings

## 27. When the Executives meet

The Executive may decide how often, where and when they meet, provided that they meet a minimum of 3 times per calendar year.

## 28. Calling Executive meetings

- 28.1 An Executive member may call an Executive meeting by giving reasonable notice to all of the other Executive members.

## 29. Chairperson for Executive meetings

- 29.1 The **elected chairperson** is entitled to chair Executive meetings.
- 29.2 Those present at an Executive meeting may choose an alternative Executive member to be the **chairperson** for that meeting if the **elected chairperson** is:
- (a) not present within 30 minutes after the starting time set for the meeting, or
  - (b) present but does not want to act as **chairperson** of the meeting.

## 30. Quorum at Executive meetings

- 30.1 Unless the Executive determine otherwise, the quorum for an Executive meeting is a majority (more than 50%) of members.
- 30.2 A quorum must be present for the whole Executive meeting.

## 31. Using technology to hold Executive meetings

- 31.1 The Executive may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Executive.
- 31.2 An Executive may only withdraw their consent within a reasonable period before the meeting.



## President

### 32. Appointment and role of President

- 32.1 The **club** must have a President.
- 32.2 A President must be appointed by the **club**.
- 32.3 The President shall be responsible for the financial and general management of the **club** in addition to any other duties voted in by the **club**, and shall:
  - (a) Be the spokesperson for and on behalf of the **club**;
  - (b) Preside at all meetings of the **club** when present;
  - (c) Liaise with the UCX Manager of Clubs;
  - (d) Prepare a President's Report for the preceding year to present at the **annual general meeting**;
  - (e) Provide a copy of the President's Report of the preceding year to the UCX Manager of Clubs;
  - (f) Be a signatory on the **clubs** bank account;
  - (g) Ensure that all purchases made on behalf of the **club** are relevant and appropriate to the running of the **club**;
  - (h) Be directly responsible to the UCX Manager of Clubs for the actions of the **club**;
  - (i) Adhere to all UCX policies.

## Vice President

### 33. Appointment and role of Vice President

- 33.1 The **club** must have a Vice President.
- 33.2 A Vice President must be appointed by the **club**.
- 33.3 The Vice President shall, in addition to any other duties voted in by the **club**, shall:
  - (a) Act in the capacity of, and carry out the duties for the President if the President is unable to so act;
  - (b) Assist the President with the overall running of the **club**;
  - (c) Be a signatory on the **club's** bank account;
  - (d) Adhere to all UCX policies.

## Secretary

### 34. Appointment and role of Secretary

- 34.1 The **club** must have at least one Secretary.
- 34.2 A Secretary must be appointed by the **club**.
- 34.3 The Secretary shall be responsible for the maintenance of the **clubs** non-financial records, in addition to any other duties voted in by the **club**, shall:
  - (a) Update and maintain Individual Membership lists and relevant details in accordance with the UCX Club Rules of Affiliation;
  - (b) Be responsible for the production and distribution of agendas for all meetings;
  - (c) Be responsible for the taking and distribution of all minutes of meetings;
  - (d) Maintain all other non-financial papers and documents of the **club**;
  - (e) Ensure that the **club** is aware of all duties and responsibilities of the **club** when involved in any agreement of form of sponsorship;
  - (f) Be responsible for regularly checking **club** mailbox;
  - (g) Adhere to all UCX policies.

## Treasurer

### 35. Appointment and role of Treasurer

- 35.1 The **club** must have a Treasurer.
- 35.2 A Treasurer must be appointed by the **club**.
- 35.3 The Treasurer is responsible for managing the flow of the day to day finances of the **club**, in addition to any other duties voted in by the **club**, shall:
  - (a) Be a signatory on the **clubs** bank account;
  - (b) Ensure receipts are issued for all monies received by the **club**;
  - (c) Deposit all monies received on behalf of the **club**;
  - (d) Maintain copies of all receipts issued and received on behalf of the **club**;
  - (e) Maintain **club** finances in accordance with the UCX Club Rules of Affiliation;
  - (f) Present at each **club** meeting an accurate report detailing **club** finances;
  - (g) Prepare a complete Financial Report to present at the **annual general meeting**;
  - (h) Adhere to all UCX policies.

## Minutes and records

### 36. Minutes and records

- 36.1 Outcomes of all **general meetings** are to be recorded in minutes and signed by 2 members of the Executive to ensure their accuracy. These minutes are then to be provided to the UCX Manager of Clubs within 14 days of finalisation.

### 37. Financial and related records

- 37.1 The **club** must make and keep written financial records that correctly record and explain its transactions and financial position and performance.
- 37.2 The **club** must also keep written records that correctly record its operations.
- 37.3 The Executive must take reasonable steps to ensure that the **club's** records are kept safe.

## Closing a club

### 38. The Club can be closed if

- 38.1 Approved by a majority vote of the members attending a meeting of members
  - 38.2 It does not meet the membership requirements for a period of 6 consecutive weeks during the semester as determined by UCX: or
  - 38.3 It breaches UCX Club Rules
- 39. If a club is closed by the members, the Executive must submit the minutes to UCX within 14 days of the meeting.
  - 40. UCX will assume the financial control of funds for the closed club and apply those as it sees fit.

## Application of UC Club Rules

41. To avoid any doubt, this constitution is to be read in conjunction with the UC Club Rules as in forced and amended as required.

## Definitions and interpretation

### 42. Definitions

In this constitution:

**Alumni** means a person who has been conferred an award by the University under a Statute.

**Annual general meeting (AGM)** means a meeting of the **club** held annually, attended by the Committee and Individual Members.

**Inaugural general meeting (IGM)** means the first official meeting of a new **club**.

**Club** means a **club** or society whose aim is to enhance student engagement in a social environment and provide sports, social and cultural participation opportunities for its members.

**Committee** means the managing body of the **club** consisting of the Executive and other General Committee members.

**Elected chairperson** means the elected President of the **club** or a person elected by the Executive to be the **club's** chairperson under clause 22.

**General Committee members** refers to the persons elected to hold a position in the **club** Committee, outside of an Executive Role.

**General meeting** means a meeting of members and includes the annual general meeting, under clause 10.1.

**University** means the University of Canberra (ABN 81 633 873 422).

**UCX** means the UCX Ltd, a wholly owned subsidiary of the University.

**UCX Club Rules** refers to the UCX Club Rules of Affiliation (2019).

**UCX Manager of Clubs** refers to the UCX Campus Life Coordinators or their delegate, including a referral to a Director of UCX.

### 43. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).