

Constitution of the Cairns Climbing Club

1 Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.

present—

(a) at a management committee meeting, see rule 21(6); or

(b) at a general meeting, see rule 34(2).

(2) The provision at section 47(1) of the *Associations Incorporation Act 1981* does not apply.

2 Name

The name of the incorporated association is Cairns Climbing Club Inc. (*the CCC*).

3 Objects

The objects of the CCC are—

(a) providing a basis to enter facilities like The Northern Outlook

(b) establishing and cultivate a community for climbers in Cairns

(c) ensuring and enabling access to climbing areas and representing the climbing community towards public and private landowners, government, and other organisations

4 Powers

(1) The CCC has the powers of an individual.

(2) The CCC may, for example—

(a) enter into contracts; and

(b) acquire, hold, deal with and dispose of property; and

(c) make charges for services and facilities it supplies; and

(d) do other things necessary or convenient to be done in carrying out its affairs.

5 Classes of members

(1) The membership of the CCC consists of ordinary members.

(2) The number of ordinary members is unlimited.

6 Automatic membership

A person who, on the day the CCC is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee—

(a) to the equivalent class of membership of the CCC as the member held in the unincorporated association; or

(b) if there is no equivalent class of membership—as an ordinary member.

7 New membership

Membership shall be open to all persons with an active genuine interest in climbing provided they pay such dues as required by the CCC.

8 Membership fees

(1) The membership fee for each ordinary membership and for each other class of membership (if any)—

(a) is the amount decided by the members from time to time at a general meeting; and

(b) is payable when, and in the way, the management committee decides.

9 When membership ends

- (1) A member may resign from the CCC by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) The management committee may terminate a members membership if the member—
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the CCC.

10 Appeal against rejection or termination of membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) The appeal will be decided upon at the next meeting of the management committee.

11 Register of members

- (1) The management committee must keep a register of members of the CCC.
- (2) The register must include the following particulars for each member—
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) an email address;
 - (g) information on the medical background of the member related to safety issues as requested in a special health form designed by the CCC;
 - (h) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the management committee at all reasonable times.
- (4) Every member has the right to retrieve the data stored about his person and may advise the secretary for correction.

12 Prohibition on use of information on register of members

- (1) The information of the register must not be given to a third-party for any use that is not CCC related and not approved by the CCC.
- (2) Climbing guides have to be informed at the actual climbing event about whether a medical condition of any member present exists.

13 Membership of management committee

- (1) The management committee of the CCC consists of a president, treasurer, and any other members the CCC members elect at a general meeting.
- (2) A member of the management committee must be a member of the CCC.
- (3) At each annual general meeting of the CCC, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
A member of the CCC may be appointed to a casual vacancy on the management committee under rule 19.

14 Appointment or election of secretary

- (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - (a) a member of the CCC elected by the CCC as secretary; or
 - (b) a member of the CCC's management committee.
- (2) If the CCC has not elected an interim officer as secretary for the CCC before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the CCC within 1 month after incorporation.
- (3) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the CCC within 1 month after the vacancy happens.
- (4) In this rule— *casual vacancy*, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

15 Removal of secretary

- (1) The management committee of the CCC may at any time remove a person appointed by the committee as the secretary.
- (2) If the management committee removes a secretary, the person remains a member of the management committee.

16 Functions of the executive office positions

- (1) The president's functions include, but are not limited to—
 - (a) being the spokesperson for the CCC and shall represent the CCC whenever necessary;
 - (b) being the chairperson of the CCC's annual, general, and committee meetings.
- (2) The vice-president's functions include, but are not limited to—
 - (a) deputing for the President in his/her absence.
- (3) The secretary's functions include, but are not limited to—
 - (a) calling meetings of the CCC, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the CCC
 - (b) keeping minutes of each meeting;
 - (c) keeping copies of all correspondence and other documents relating to the CCC;
 - (d) maintaining the register of members of the CCC.
- (4) The treasurer's functions include but are not limited to—
 - (a) keeping record of all monies received and payments made by the CCC;
 - (b) managing the CCC's bank account and taking care for its balance;
 - (c) assuring payments made are authorised by the managing committee;
 - (d) presenting a financial report at the annual general meeting.
- (5) The executive office holders may delegate functions to other members of the management committee.

17 Electing the management committee

- (1) A member of the management committee may only be elected as follows—
 - (a) any member of the CCC may nominate another member (the *candidate*) at the annual general meeting to serve as a member of the management committee;
 - (b) the nominee must agree with the nomination to be considered a valid candidate
 - (c) each member of the CCC present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee.
- (2) A person may be a candidate only if the person—
 - (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—

- (a) whether or not the CCC has public liability insurance; and
 - (b) if the CCC has public liability insurance—the amount of the insurance.
- (4) The elected members of the management committee can then apply for the executive offices (president, treasurer, and secretary). If more than one person applies to an executive office the decision will be reached by vote of the CCC members similar to the election of the management committee.
- (5) The vice-president and the replacement persons for the other offices will be determined by the management committee.

18 Resignation, removal or vacation of office of management committee member

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at—
- (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the CCC if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the members removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

19 Vacancies on management committee

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the CCC to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 22(1) as a quorum of the management committee, the continuing members may act only to—
- (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a general meeting of the CCC.

20 Functions of management committee

- (1) Subject to these rules or a resolution of the members of the CCC carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the CCC.
- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the CCC on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- (3) The management committee may exercise the powers of the CCC—
- (a) to borrow, raise or secure the payment of amounts in a way the members of the CCC decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the CCC in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the CCC's property, both present and future; and

- (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the CCC; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the CCC may from time to time decide.
- (4) For sub-rule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- (a) the financial institution for the CCC; or
 - (b) if there is more than 1 financial institution for the CCC, the financial institution nominated by the management committee.

21 Meetings of management committee

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every 6 months to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in sub-rule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the management committee must not vote on a question about a contract or proposed contract with the CCC if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the vice-president takes his function. If there is no vice-president or he is not present within 10 minutes, the members may choose 1 of their number to preside as chairperson at the meeting.

22 Quorum for, and adjournment of, management committee meeting

At a management committee meeting, more than 30% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

23 Minutes of management committee meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are recorded.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be accepted by the committee on the following meeting.

24 Appointment of subcommittees

- (1) The management committee may appoint a subcommittee consisting of members of the CCC considered appropriate by the committee to help with the conduct of the CCC's operations.
- (2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.

- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

25 Acts not affected by defects or disqualifications

- (1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- (2) Sub-rule (1) applies even if the act was performed when—
 - (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
 - (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

26 Resolutions of management committee without meeting

- (1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in sub-rule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

27 First annual general meeting

The first annual general meeting must be held within 6 months after the end date of the CCC's first reportable financial year.

28 Subsequent annual general meetings

Each subsequent annual general meeting must be held—

- (a) at least once each year; and
- (b) within 6 months after the end date of the CCC's reportable financial year.

29 Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

- (1) This rule applies only if the CCC is—
 - (a) a level 1 incorporated association; or
 - (b) a level 2 incorporated association to which section 59 of the Act applies; or
 - (c) a level 3 incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the CCC—
 - (a) receiving the CCC's financial statement, and audit report, for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) electing members of the management committee;
 - (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
 - (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

30 Business to be conducted at annual general meeting of other level 2 incorporated associations

- (1) This rule applies only if the CCC is a level 2 incorporated association to which section 59A of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the CCC—
 - (a) receiving the CCC's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the management committee;
 - (d) appointing an auditor, an accountant or an approved person for the present financial year.

31 Business to be conducted at annual general meeting of other level 3 incorporated associations

- (1) This rule applies only if the CCC is a level 3 incorporated association to which section 59B of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the CCC—
 - (a) receiving the CCC's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the management committee.

32 Notice of general meeting

- (1) The secretary may call a general meeting of the CCC.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the CCC.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The management committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing—
 - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
 - (i) to reject the person's application for membership of the CCC; or
 - (ii) to terminate the person's membership of the CCC;
 - (b) a meeting called to hear and decide a proposed special resolution of the CCC.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

33 Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the CCC's last general meeting plus 1.
- (2) However, if all members of the CCC are members of the management committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (5) If a meeting is adjourned under sub-rule (4), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

34 Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

- (2) A member who participates in a meeting as mentioned in sub-rule (1) is taken to be present at the meeting.
- (3) At each general meeting—
 - (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

35 Voting at general meeting

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

36 Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the CCC notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the management committee; or
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the management committee when the request is signed; or
 - (ii) at least the number of ordinary members of the CCC equal to double the number of members of the CCC on the management committee when the request is signed plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the management committee—
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in sub-rule (1)(b) must state—
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary—
 - (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in sub-rule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in sub-rule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

37 Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

The Cairns Climbing Club:

I, _____ of _____, being
a member of the Cairns Climbing Club, appoint _____
of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the Cairns
Climbing Club, to be held on the _____ day of _____
20____

and at any adjournment of the meeting.

Signed this _____ day of _____ 20____ .

Signature

- (2) The instrument appointing a proxy must—
 - (a) if the appointor is an individual—be signed by the appointor or the appointor’s attorney properly authorised in writing; or
 - (b) if the appointor is a corporation—
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the CCC or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

The Cairns Climbing Club:

I, _____ of _____, being
a member of the Cairns Climbing Club, appoint _____
of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the Cairns
Climbing Club, to be held on the _____ day of _____
20____

and at any adjournment of the meeting.

Signed this _____ day of _____ 20____ .

Signature

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions—

[*List relevant resolutions*]

38 Minutes of general meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are recorded.
- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each general meeting or annual general meeting must be approved by the management committee at the following meeting of the management committee.
- (3) If asked by a member of the CCC, the secretary must, within 28 days after the request is made—
 - (a) make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- (4) The CCC may require the member to pay the reasonable costs of providing copies of the minutes.

39 By-laws

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the CCC.

(2) A by-law may be set aside by a vote of members at a general meeting of the CCC.

40 Alteration of rules

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

41 Common seal

- (1) The management committee must ensure the CCC has a common seal.
- (2) The common seal must be—
 - (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—
 - (a) the secretary; or
 - (b) another member of the management committee; or
 - (c) someone authorised by the management committee.

42 Funds and accounts

- (1) The funds of the CCC must be kept in an account in the name of the CCC in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the CCC.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (5) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (6) All expenditure must be approved or ratified at a management committee meeting.

43 General financial matters

- (1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the CCC must be used solely in promoting the CCC's objects and exercising the CCC's powers.

44 Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the CCC.

45 Financial year

The end date of the CCC's financial year is 30th June in each year.

46 Distribution of surplus assets to another entity

- (1) This rule applies if the CCC—
 - (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the CCC.
- (3) The surplus assets must be given to another entity—
 - (a) having objects similar to the CCC's objects; and

(b) the rules of which prohibit the distribution of the entity's income and assets to its members.

(4) In this rule— *surplus assets* see section 92(3) of the Act..