

## **ACT Nudist Club Inc**

### **Proposed amendments of 2017 to *Constitution 2011***

#### **Explanatory Statement**

##### **Introduction**

This document summarizes the proposals for amendment of the Club's *Constitution 2011*, to be put before members for approval by special resolution in a general meeting, to be held on Saturday, 26 August 2017.

The amendments are put forward in the light of nearly 6 years' experience of this constitution, to which minor amendments were made in 2013. The proposed amendments are intended to address needs identified to make it operate more effectively in the interests of the Club, members and visitors.

The proposed amendments were developed by a Constitution Review Subcommittee that has been reporting back to the Committee over the life of the review. To assist members to understand what is proposed, and to provide an opportunity for members' input, an earlier draft of the proposed amendments and of this explanatory summary were circulated to all members. Then, on 26 June 2017, the Committee convened a 'workshop' meeting of members to foster discussion of the proposals. The President later reported to members on the outcomes of the workshop. Members were also invited to forward to the President any written comments they wished to make.

The proposed amendments now take into account the discussion at the workshop, further consideration by the Committee of the revised drafts and further proof-reading and clarification of expression in the drafts.

The proposed amendments are shown as mark-ups to the version of the Constitution in force since 6 September 2013. This marked-up version, for circulation to members, has been designated 'Document C3' in the motion for special resolution. A 'clean' version of that document for circulation to members, showing how the Constitution would appear if the proposed amendments are passed, has been designated 'Document C4' in the motion for special resolution.

The most significant proposed amendments include a new 2-stage membership process to first receive an expression of interest in membership of the Club and later to receive and consider an application for membership. There would no longer be a category of membership entitled 'probationary member'.

The objective here would be to ensure that a person who expresses interest in, or makes an application for, membership would be subject to social interaction in the Club over a period of time that would continue at the Committee's discretion unless and until the interested person or applicant demonstrates to the Committee's satisfaction that she or he—

- (i) holds a commitment to the Objects of the Club;
- (ii) has actively and harmoniously engaged in social interaction in the Club as a nudist; and
- (iii) has upheld the published Constitution, by-laws and guidelines of the Club.

There would be an onus on all members of the Committee to actively consider the expression of interest or application for membership and to become personally acquainted with the new person. Club members would continue to have rights to express concerns or make complaints at any stage in relation to an expression of interest in or application for membership.

In addition, there would be new provisions to promptly resolve expressions of concern or complaints concerning the Committee, Committee members, general members and visitors. Provision would be made to create a basis for claiming client legal privilege of the Club over records of such concerns or complaints, while providing a fair process for resolving those concerns or complaints.

There would also be a stated expectation that members exhaust all avenues of dispute resolution before recourse to legal proceedings. This would include independent mediation or arbitration. *Notes* referring the reader to the mediation service offered by the Conflict Resolution Service would be inserted at a number of points in the Constitution (e.g., at new clause 9A) where the clauses deal with the resolution of concerns or complaints. Nothing in the present Constitution or proposed amendments would prevent referral to police of information suggesting a criminal contravention or suspected criminal contravention.

The proposed amendments include clauses to clarify the operation of a number of other provisions of the Constitution.

## **Consideration of specific proposals**

### **1. References to parts of the Constitution**

References in this Explanatory Statement to ‘section, ‘sub-section’ and, when referring to the current Constitution, to ‘paragraph’ and ‘sub-paragraph’, are to the present provisions of the Club’s Constitution.

References in this Explanatory Statement to ‘clause’, ‘sub-clause’, and, when referring to proposed amendments to the Constitution, to ‘paragraph’ and ‘sub-paragraph’, are to the document setting out the proposed amendments to the Constitution.

In the documents ‘C3’ and ‘C4’ embodying the present Constitution and proposed changes, the terms ‘section’, ‘sub-section’, ‘paragraph’ and ‘sub-paragraph’ are actually used.

### **2. Transitional provisions**

A new clause 4A would indicate as to when the proposed amendments, if passed, would come into effect. Additions to clause 5 would clarify the continuing effect of acts or things done under previous constitutions of the Club and earlier forms of the present constitution (introduced in 2011 and amended in 2013). The present section 88 would be deleted as it would duplicate the effect of clause 4A and it is considered preferable to show this transitional provision prominently in the Constitution, in Part 1 of the document.

*Refer to clause 4A and paragraphs 5(1)(c) and (d) and 5(2)(c) and (d).*

### **3. Revised Fundamental Objects of the Club**

New provisions would clarify that the Club’s interest in nudism is as a recreational and social activity, and that the Club is to operate in a way that supports a positive, engaged and friendly atmosphere for members of and visitors to the Club.

*Refer to clause 6.*

### **4. Clarification of the handling of confidential matters by the Committee**

The present section 8 would be amended to give further guidance to the Committee as to how appropriately to deal with confidential matters. An amendment to section 9 would be made for consistency with section 8.

*Refer to clauses 8 and 9.*

## **5. Obligation to resolve disputes in the interests of the Club and members**

A new governance clause and provisions in new complaints resolution clauses would expand the character of Club governance so as to oblige the Club, the Committee and members of the Club to treat each other in a respectful fashion and to exhaust all complaint and dispute resolution processes provided for in the Constitution before recourse to litigation. These dispute resolution processes would include external mediation or arbitration. A note would be added to these new provisions to draw attention to the mediation service offered to community organizations and individuals by the Conflict Resolution Service in the ACT.

In line with natural justice, provision would be made for an appeal, to a general meeting, from Committee consideration of a complaint or concern, to operate where the relevant provision of the Constitution under which the complaint or concern is considered does not already incorporate an appeal mechanism. The definition of 'natural justice' in the Constitution Dictionary would be revised.

The new governance clause 9A would complement the new complaints provisions in clauses 30A and 33A-33C (see further below) and revisions to the disciplinary provisions of clause 34. These provisions would not prevent referral to police of information suggesting a criminal contravention or suspected criminal contravention.

A consequential amendment would be made to sub-section 58(2).

*Refer to clause 9A and paragraph 58(2)(c).*

## **6. A revised process for applying for membership**

Part 3.3 of the Constitution would be revised to recognize only 3 categories of membership: general, honorary life and purchased life membership – there would no longer be a probationary membership category (see below).

The Flowchart included in the Attachment to this Explanatory Statement outlines the revised membership assessment process, and shows how new membership criteria would be applied, in the assessment process, to consideration of expressions of interest in and applications for membership.

The rights, obligations and privileges of each class of member would remain equal, but provision would be made for the Committee to exercise discretion in the application of the Club's rules to individual members so as to take account of the personal circumstances of the member concerned, if those circumstances justified taking a compassionate approach.

*Refer to clause 13.*

'Probationary membership' would be deleted as a category of membership and replaced by the term 'applicant for membership'. The rights, obligations and privileges of membership would only become available to an applicant when the applicant was admitted to membership.

There would no longer be provision to nominate a person for membership. This would be to avoid potential dispute with the nominating members if the Committee disagreed with the nomination having regard to the outcome of its enquiries into the *bona fides* of each person expressing interest in or applying for membership of the Club. However, that would not prevent a member from making known to the Committee that a person who was well known to the member was interested in becoming a member of the Club.

Much of the practical probation of a person would occur after a person signed a form expressing interest in becoming a member rather than under the old 'probationary membership' or new 'application for membership' periods. The Membership Secretary would notify Committee members of expressions of interest in membership when first received. This would permit the Committee's Membership Secretary to exercise discretion whether to invite the interested person, as a visitor, to take part in Club activities as a nudist and to attend the Club's grounds at the Committee's discretion.

*Refer to clause 14.*

If the Committee satisfied itself, after meeting and observing the interested person over the course of a number of visits to the Club and after making appropriate enquiries, that the interested person had demonstrated to the Committee's satisfaction that the person *held a commitment to the Objects of the Club, had actively and harmoniously engaged in social interaction in the Club as a nudist and had upheld the published Constitution, by-laws and guidelines of the Club*, the Committee would be permitted to receive and begin consideration of an application for membership. In addition, consideration of the application could only begin if that would be consistent with maintaining a reasonable balance of the sexes in the Club as provided in the by-laws. A further period of social interaction with the applicant would follow, with the applicant still a visitor to the Club.

The length of the period of interaction with an interested person and with an applicant for membership would be at the Committee's discretion, except that there would be a minimum period of 2 months for members to submit any comments after being notified that the Committee had begun to consider an application for membership.

Applications for membership, when first received, would be tabled at the next available Committee meeting but Committee consideration of an application for membership could not be initiated until the following meeting. The purpose of that 1-month deferral of process would be so that all Committee members could consider the application document and decide at the latter meeting whether, on the information available at that stage, consideration of the application should commence. Commencement of consideration would depend on whether the Committee was satisfied, on the information then before it, that the applicant met the criteria for membership, subject to the review of Club members and any further enquiries the Committee considered necessary.

The Committee would be entitled to discontinue the application process at any time if it came to the view that the applicant would not be able to satisfy the Committee that the applicant met any one of the criteria for membership.

*Refer to clause 15.*

Members of the Club would be entitled to comment on an application for membership at any time before or after the application for membership was notified to members in writing (normally by the Club's newsletter). The period open for receipt of comments from members after an application for membership was received for consideration would be at least 2 months, as in the case with probationary members at present. The Committee would be obliged to take into account any responses to any concerns about the application put to the applicant by the Committee.

*Refer to clause 16.*

A number of sections throughout the Constitution (including paragraphs 3(b) and 13(1)(a) and sections 47, 60, 63 and 79) would be amended to replace references to 'probationary member', or those references would be deleted or replaced by references to 'persons interested in membership of the Club' or 'interested persons' and 'applicants for membership'. New definitions would be added to the Constitution Dictionary.

A new clause 17 would retain but expand the provision, at present located in section 14, for accelerated membership of the Club to be offered to the child or dependant of a member on attaining adulthood (when the child or dependant would be termed a 'familial candidate').

Following a period of social interaction with the familial candidate as an adult visitor to the Club and nudist, the Committee could offer membership to the candidate, provided the Committee was satisfied that the candidate met the same criteria for membership that would apply to applicants for membership.

*Refer to clause 17.*

Sections 18 and 19 would be deleted in the light of the new arrangements for membership applications outlined above.

The applicant would be required to pay an application fee if the Committee, in its discretion, accepted the application for membership. Provision would be made for the Committee to defer decisions as to an applicant's suitability for membership and admission to membership, pending receipt of such further information and legal advice as the Committee considered necessary.

*Refer to clause 20.*

The remaining sections in Part 3.3 would be revised to reflect the changes made to the foregoing sections of Part 3.3. Consequential amendments are also proposed, in Part 3.5, to the section dealing with quorums at general meetings of members, and to the clause governing rights to inspect Club accounts and other Club records.

In addition, the rewritten clauses dealing with interested persons, applicants and familial candidates would provide that copies of documents obtained by the Committee in the assessment process would not be available to anyone other than the Committee members dealing with the membership assessment. This would be in order to secure the privacy of Club members and the other parties and the confidentiality of personal records of and about Club members and others, and to maintain any claim of client legal privilege of the Club.

*Refer to clauses 60 and 63; and, in relation to records, clauses 14(7), 15(11), 17(5), 20(6), 34(4), 71, 74, 75A, 80 and 81.*

## **7. Simplification of cessation of membership rights provision and provision for renegotiation of a debt repayment arrangement**

The sections setting out when access to the Club grounds, membership rights and privileges cease would be simplified, to bring the date on which membership lapses close to the date on which access rights cease. Additional provisions would be made to deal with suspension from membership and the appeal process following expulsion. Provision would be introduced for the Committee and a relevant member to renegotiate a debt repayment arrangement.

*In relation to cessation of access and lapse of membership, see sub-clauses 25(5)-(8) and, in relation to cessation of membership rights and privileges, see clause 26. In relation to the appeal process, see paragraph 26(c); suspension, see paragraph 26(d); and debt repayment renegotiation, see paragraph 26(f).*

## **8. Provision to cease transfer of rights and obligations**

Provision would now be made for the transfer of a right to cease when the Committee was satisfied that the transferee could not be contacted within a reasonable time having regard to the circumstances prompting the attempt to contact the party. The obligation on a transferor to maintain membership of the Club would be removed, unless there were a right of reversion of the transfer to the transferor.

Similar provisions would apply to the transfer of an obligation to the Club, except that both transferor and transferee would continue to be obliged to maintain their memberships and to be able to be contacted by the Committee. The clause would be expanded to increase the Club's rights of redress if the agreement providing for transfer of an obligation appeared to have ceased to have practical operation.

*Refer to sub-clauses 29(1) and (4)-(9).*

## **9. Easing of time pressures on the Committee in making certain decisions**

To take account of the reality that the Committee is a voluntary body without staffing resources and may face time pressures in gathering information necessary to make appropriate decisions, and, in the case of cessation of membership, to provide departing members with a reasonable period to remove their effects, throughout the Constitution the expression 'without delay' would either be deleted, revised to read 'without unreasonable delay' or otherwise amended. The expression 'without delay' would not be revised in cases where time was of the essence.

*While some original sub-sections and paragraphs have been renumbered or deleted and clause 18 deleted, refer to clauses 16(1), 20(1), 21(1), 22(1)(b), 33(1)(b), 34(2), 34(11)(b), 36(2), 40(7), 54(7), 55(5), 56(5), 58(6) (a) and (b), 67(4) and (5), 74(2), 76(1), 77, 78(1) and 84(1)(d).*

*While some original sub-sections and paragraphs have been renumbered, the provision has not been changed in clauses 28(1), 32(2) (b), 34(6), 45(4), 47(6), 51(2), 70(1)(a) and (7) and 71(2)(c).*



## **10. Recognition of visitors to the Club**

A new clause would recognize that the Club has casual visitors (e.g., members of other nudist clubs, Wikicampers and attendees at nudist conferences and, potentially, at meetings and social gatherings) who may stay in Club accommodation or camp on casual visitor sites for relatively short periods of recreation at the Club as nudists. The clause would make provision for the Club to host events where nudism is not compulsory, subject to the concurrence of the Club membership and provided the object of the event was consistent with the Objects of the Club. Visitors would be obliged to observe the conditions of any agreement made between the Club and an event organizer.

The new clause would also make provision for the Committee to deal promptly with complaints or concerns from members about the conduct of a visitor; or complaints or concerns from visitors about the conduct of the Committee, a Committee member, a Club member or another visitor. The Committee would have discretion to dismiss trivial or vexatious complaints.

Consistently with sub-section 34(11) in the current constitution (now renumbered as sub-clause 34(12)), the new clause would provide for complaint to police or referral of complainants to police where information suggested a breach or possible breach of criminal law.

*Refer to clause 30A.*

A definition of 'visitor' would be inserted in the Constitution Dictionary. Included in the term would be persons who express interest in membership, applicants for membership and familial candidates for membership.

## **11. Provision for the Committee to specify time limits**

Provision would be made in a number of sections for the Committee to specify time limits on actions required of members on cessation of membership rights or on-sale of property.

*Refer to clauses 32, 33, 38 and sub-clause 84(5).*

## **12. New complaints provisions**

New clauses would set out procedures for receiving and dealing with complaints or expressions of concern from members about the conduct of other members, Committee members or the Committee. There would be an emphasis on seeking to resolve the issue promptly and amicably if possible and, failing that, by referral to independent mediation or arbitration or other alternative dispute resolution processes.

A *Note* would be added to these new provisions to draw attention to the mediation service offered to community organizations and individuals by the Conflict Resolution Service in the ACT.

The Committee or appropriate Club official would have discretion to dismiss trivial or vexatious complaints. Consistently with sub-section 34(11) in the current constitution (now renumbered as sub-clause 34(12)), the new clauses would provide for complaint to police or referral of complainants to police where information suggested a breach or possible breach of criminal law.

*Refer to clauses 33A-33C and sub-clause 34(1).*

### **13. Revisions to disciplinary provisions**

The expression of the matters that may give rise to a disciplinary investigation and sanction would be simplified, to avoid the difficulties arising in trying to give effect to abstract concepts like ‘intentionally’ and ‘recklessly’.

It would remain the case that the decision-making process would be subject to natural justice and therefore that any sanction imposed, to be legitimate, would have to be proportionate to the disciplinary issue if proved and first permit a response by the party complained of to the allegations forming the basis of the disciplinary resolution.

Provision would be made for the Committee to obtain legal advice before passing a disciplinary resolution. A *Note* would be added to a new provision encouraging amicable discussion or mediation to resolve a disciplinary issue, to draw attention to the mediation service offered to community organizations and individuals by the Conflict Resolution Service in the ACT.

*Refer to sub-clause 34(1).*

The scope of remedies in a disciplinary matter would be broadened to include provision for a party subject to a disciplinary resolution to compensate, through the Club, another member or visitor adversely affected by the member’s contravention. Provision would also be made for the Committee to require such other remedy as appeared appropriate to the circumstances of the matter, other than a fine. Consequential amendments would be made to the appeal provisions.

*Refer to paragraphs 34(1)(d) and 36(1)(b).*

Provision would now be made for the Committee to defer a decision pending receipt of further information before making a disciplinary resolution and following a meeting between the Committee and a member to whom notice of a disciplinary resolution had been given.

*Refer to paragraphs 34(1)(e), 34(5)(d) and 34(6), and a consequential amendment to sub-clause 35(1).*

The scope of information that can be made available to a person the subject of disciplinary measures would be clarified by amendment, consistently with other provisions of the Constitution for access to documents – see items 26 and 27 below.

*Refer to sub-clause 34(4).*

Sub-section 34(12), in relation to complaints to police, would be amended to clarify its interaction with the proposed clause 9A.

*Refer to sub-clause 34(12).*

The scope of matters that do not fall within the terms of a matter for disciplinary resolution but may be referred to alternative dispute resolution would be clarified by amendment.

*Refer to sub-clause 34(13).*

Amendments would be made to sections 36, 37, 38 and 58 in consequence of the proposed revisions to the disciplinary process, and the procedure to be followed at an adjourned general meeting to hear an appeal from a disciplinary resolution would be clarified.

*Refer to clauses 36, 37 and 38, sub-clause 58(8) and paragraph 60(5)(a).*

#### **14. Recognition of auxiliary positions to assist the Committee in the discharge of its responsibilities**

A note to section 39 would acknowledge and refer to the Committee's power to appoint members to auxiliary roles including Lands Officer, Groundsman, Newsletter Editor, Archivist and Webmaster, to serve the Club's best interests and to better discharge the Committee's responsibilities for the maintenance and enhancement of the Club's facilities and social activities.

*Refer to the note to sub-clause 39(c).*

#### **15. Provision for a sinking fund**

Provision would be made for the Committee to establish, collect monies for, maintain and draw on a sinking fund to meet expenditures on future capital works.

The Committee would be accountable for the fund through presentation of the Club's budget to the annual general meeting. The members of the Club at the annual general meeting could resolve to vary the minimum proportion of the Club's revenues to be applied to the sinking fund. The Committee could only vary the proportion of reserves that the Committee initially determined be applied to the sinking fund, with the concurrence of the members of the Club by vote at the annual general meeting

*Refer to clause 39A.*

## **16. Membership and procedures of the Committee**

Membership of the Committee would be revised to provide for the Membership Secretary to become a member of the Executive Committee and to provide for the election of an Assistant Treasurer.

The Membership Secretary would now be elected to the Committee at the Annual General Meeting, or appointed in accordance with procedures to fill casual or unfilled vacancies. The new position of Assistant Treasurer would assist the Treasurer in the discharge of her or his duties, as agreed with the Treasurer and endorsed by the Committee.

*Refer to sub-clauses 40(3)-(7) and consequential amendments to clause 42, and a new sub-clause 41(4) to deal with decision-making by the expanded Executive Committee. Sub-clause 40(4) would be deleted in consequence of the proposed amendments.*

It is proposed that a person elected or appointed as an Executive office-holder or Assistant Treasurer could not be elected or appointed as a general Committee member. This would be to maximize the number of members potentially eligible for election or appointment to the Committee.

A member might still stand for election to a position of (a) general Committee member or (b) Executive office-holder and/or Assistant Treasurer, but not accept a position in both categories (a) and (b) or be Treasurer and Assistant Treasurer.

*Refer to sub-clause 40(12) and paragraph 40(15)(d).*

The provision for the Committee to appoint members to fill casual vacancies on the Committee would be revised to provide the Committee with greater discretion to satisfy itself that the appointee was suitable for the position in terms of fulfilling the Objects of the Constitution. The Committee would be entitled to leave the position vacant if not so satisfied.

*Refer to sub-clause 40(7) and see the former clause 42(19), now incorporated in the new sub-clause 40(7), and consequential amendments.*

The period for which the President might hold successive terms of office would be clarified by amendment.

*Refer to sub-clause 40(11).*

The provision for dealing with relationships of dependence would be expanded to relationships of mutual dependence.

*Refer to sub-clause 40(16).*

A new clause would set out qualifications for election to a position on the Committee: at least 12 months' membership of the Club and election on the understanding that a Committee member may be publicly identified as a Committee member of the Club.

The proposed clause would note that a member who did not meet these criteria could be appointed as a consultant to the Committee, but would not have a deliberative role or a right to vote on Committee business.

*Refer to clause 40A.*

A nominee for any elected position on the Committee would not be elected to the position unless the nominee received a majority of votes of those present and voting in a secret ballot, with a separate ballot being conducted for each position. Provision would be made to deal with the possibility that, on a first ballot, no candidate received a majority of votes.

*Refer to sub-clauses 42(8)-(12) and consequential deletion of sub-clauses 42(14) and (15).*

The Secretary's responsibilities would be clarified.

*Refer to clause 43.*

The provision for the presiding officer to endorse minutes of general meetings and Committee meetings would be clarified by amendment.

*Refer to clause 44.*

The responsibilities of the new position of Assistant Treasurer would be defined in revisions to existing provisions.

*Refer to clause 45 and sub-clause 46(2).*

The Membership Secretary's responsibilities would be clarified by amendment, including new provisions to promptly present the suggestions, concerns and complaints of members to the Committee if the case required the attention of the Committee or would better inform the Committee in the discharge of its responsibilities; and to liaise with and report back to the membership generally and with members raising particular suggestions, concerns or complaints.

*Refer to clause 47.*

### **17. Ineligibility to continue or to participate as a Committee member or Public Officer**

The relevant provision would be revised by simplifying the definition dealing with insolvency, and now with bankruptcy, in line with the Associations Incorporation Act.

*Refer to paragraph 48(g).*

There would be a new provision to stand down a Committee member involved in a dispute with the Club or Committee or, at the Committee's discretion, to exclude the Committee member from its deliberations other than on matters not involving the Committee member's interests.

*Refer to sub-clause 49(2).*

### **18. Provision for electronic Committee meetings**

A new provision would enable Committee members to be linked together electronically for the purposes of a Committee meeting, except that a quorum of members of the Committee would have to be physically present with each other for at least 9 monthly meetings of the Committee during the Committee's term of office.

*Refer to sub-clause 50(2).*

### **19. Members' right of attendance at Committee meetings**

A new provision would confirm the right of members to attend monthly Committee meetings as observers, without the right to participate in Committee deliberations except with the prior consent of the presiding officer. Members would have the right to bring a matter to the Committee's attention for discussion, by raising the matter in advance with the Membership Secretary.

The new provision would confirm existing practice referred to in section 9 of the Constitution.

*Refer to clause 50A.*

## **20. Provision for the appointment of consultants**

There would be an express provision for the Committee or a sub-committee to appoint consultants to assist it in gathering information, so as to build on the general power of the Committee under paragraph 39(c) to perform all acts and to do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club. A consultant would not have a deliberative role or right to vote in a matter before the Committee or sub-committee.

*Refer to sub-clauses 40A(2) and 52(10).*

## **21. Disclosure of interests**

A new provision would be inserted to clarify that, for the purposes of the existing section, 'contract or arrangement' includes any proposed change to a contract or arrangement submitted to or under consideration by the Committee. Examples would be given: proposals to modify structures on a site allocated to a member or to sell an asset to or acquire an asset from a member.

*Refer to sub-clause 53(4).*

## **22. Procedure for making a by-law or guideline**

The operation of the relevant provision would be clarified by amendment.

*Refer to sub-clauses 54(4), (6) and (7).*

A new provision would distinguish between guidelines issued for the guidance of the Committee in the practical performance of its functions or exercise of its powers, as compared with guidelines of general application, which are for the guidance of Club members in the practical observance of their rights, obligations or privileges as members. The clause would be amended to provide that only by-laws and guidelines of general application need be issued as exposure drafts for comment by members, and subsequently published to members.

*Refer to sub-clauses 54(3)-(7).*

Complementary amendments would be made to sections 55 and 56, which deal with amendments to or rescissions of by-laws and guidelines, to section 78, which deals with their publication on the Club website and to sub-sections 84(4) and (5), which deal with use of Club land.

*Refer to clauses 55, 56 and 78 and sub-clauses 84(4) and 84(5).*

### **23. Limitation on attendance at the AGM and general meetings**

New provisions would only permit non-members to attend the annual general meeting or other general meeting if invited by the Committee in advance of the meeting day. The Committee would be obliged to record its reasons for the invitation in the minutes of the relevant Committee meeting and AGM or general meeting.

*Refer to sub-clauses 57(1A) and (1B) and 58(1A) and (1B).*

### **24. General meetings procedure**

The circumstances in which a general meeting must be called would be clarified and would also be expanded in line with proposed new provisions dealing with complaints about the Committee and members' rights of appeal to a general meeting.

*Refer to paragraphs 58(2)(b), (c) and (e) and sub-clause 58(8).*

Section 58 would now also be expanded to provide expressly for timelines for calling a general meeting immediately when any course of action was proposed by the Committee that would prejudice, terminate or prevent renegotiation of the lease over the Club's grounds.

*Refer to paragraph 58(2)(e), and sub-clauses 58(3), (4), (6) and (7).*

The provision for the 'database manager' (never implemented as a position) to confirm that members have been circulated with particulars of a general meeting requisitioned by members would be amended by instead requiring the Committee to furnish, to members who had requisitioned a general meeting, a certificate that the notice of general meeting had been sent to all members of the Club.

*Refer to paragraph 58(6)(b).*

To better reflect the scope of the section, the heading to section 60 ('Quorum at general meetings') would be expanded to 'Quorum at general meetings and procedure at deferred general meetings'.

*Refer to the heading to clause 60 and sub-clause 60(5).*

The obligation to have both proxy-giver and proxy-holder sign a proxy form would be eased to require that only the proxy-giver sign the form.

*Refer to sub-clause 63(3).*

A cross-reference in sub-section 64(1), to sub-section 60(5), would be clarified to show 'paragraph 60(5)(a)'.



*Refer to sub-clause 64(1).*

The expression of sub-sections 65(1) and 66(1) would be clarified by amendment.

*Refer to sub-clauses 65(1 and 66(1).*

## **25. Public Officer's responsibilities**

The practice by which the Public Officer maintains copies of lodgements made to the Registrar-General's office would be confirmed by an amendment to the current description of the Public Officer's responsibilities.

*Refer to sub-clause 70(2).*

## **26. Maintenance, custody of and access to Club records**

The restrictions imposed on Club officers against using the Club's records for personal use would be expanded to capture further relevant circumstances.

*Refer to sub-clause 71(2).*

The right to inspect Club records would be amended so as to overcome potential confusion arising from present competing considerations going towards and against making documents available for inspection.

*Refer to sub-clauses 74(2), (4) and (6).*

The present reference to offering Club records to the National Library of Australia would be broadened to a public library in the Australian Capital Territory or Australia approved by the Committee as and when appropriate to do so; or a nudist club or association in Australia. The latter provision (to provide records to a nudist club or association in Australia) is intended to take into account the practice of nudist clubs in exchanging newsletters, and of some clubs and the Australian Naturist Federation in gathering information about other nudist clubs to facilitate visits to or to compile histories of the nudist movement.

Personal records as defined in the Constitution Dictionary would be excluded from being offered externally.

*Refer to paragraph 75(2).*

A new provision would expressly provide for the President to obtain confidentiality undertakings from Committee members when they take up their positions. This would supplement the existing confidentiality acknowledgement applying to Club officers under sub-section 71(4).

*Refer to clause 75A.*

The point at which the Constitution and amendments to the Constitution must be placed on the Club website would be clarified and a requirement added, that explanatory statements be placed on the website.

*Refer to clause 77.*

A further example of guidelines of a sensitive nature would be added to the present provision. The wording of the clause would be amended to reflect the new distinction, described above, between guidelines for the Committee and guidelines of general application.

*Refer to sub-clause 78(2).*

## **27. Principles for disclosure of personal information**

The principles for disclosure of personal information would be amended so as to prominently inform persons who sign an expression of interest in membership or an application for membership of the location of the Club's public documents, the Club's assessment processes and the Club's privacy protections, including by reference to the substance of proposed clauses 14 and 15-20.

*Refer to clauses 78A and 79.*

The principles for disclosure of personal information would also be amended so as to overcome potential uncertainty as to the circumstances in which such information may be disclosed.

*Refer to clause 80, which would include consequential amendments flowing from new clauses 9A, 14, 15, 30A and 33A-33C. Consequential amendments flowing from new clauses 78A and amended clause 79 would be incorporated in clause 81.*

## **28. Provision for non-members to use Club facilities**

To acknowledge the contribution to Club income of non-members who visit the Club, and the possibility of future use of Club facilities by outside groups, provided that use is consistent with the Club's Objects and Rules, the existing paragraph 82(1)(e) would be broadened by amendment.

*Refer to sub-clause 30A(2) and clause 82.*

## **29. Remedies for misuse of Club land**

An amendment would provide that a written agreement with the occupant of a site be in a form approved by the Committee.

*Refer to sub-paragraph 84(1)(e)(iii).*

An additional provision would be added to provide for corrective action as a remedy for use by a member of Club land that was inconsistent with the Constitution, by-laws, guidelines of general application or the site agreement.

*Refer to sub-clause 84(4).*

Reference to a direction by the Committee to observe guidelines of general application would be added to the other remedy provisions of sub-clause 84(5) and the timeline for on-sale of property left on a non-compliant site would be amended to take account of relevant circumstances.

*Refer to paragraph 84(4)(c), sub-clause 84(5) and paragraph 84(5)(b).*

### **30. Commencement date of amendments to the Constitution**

The relevant provision would be deleted, as explained in relation to item 2 (transitional provisions).

*Refer to clause 4A and former section 88.*

### **31. New definitions in Constitution Dictionary**

The Dictionary would be amended to include definitions of ‘applicant’, ‘applicant for membership’, ‘consultation period’ (refer clauses 54-56), ‘familial candidate’, ‘Immediate Past President’, ‘interested person’, ‘personal records’, ‘relevant member’ (refer sub-clause 59(6)), ‘reviewing meeting’ (refer clause 44) and ‘visitor’.

The definitions of ‘financial member’ and ‘member’ would be amended to take account of the introduction of the terms ‘interested person’ and ‘applicant for membership’ and ‘familial candidate’. The definition of ‘natural justice’ would be expanded. The definition of ‘personal information’ would now include ‘photographic image’.

The definition of ‘nominating member’, which referred to the practice under the present Constitution of nominating a person for membership of the Club would be deleted, in line with the proposal to change the membership assessment process to a 2-stage process, of considering expressions of interest in the Club and applications for membership.

The definition of ‘personal account records’ would be deleted as it does not appear in the body of the Constitution and its content is already covered by the definition of ‘personal information’.

**20 July 2017** (Flowchart revised 11 September 2017, consistently with Constitution.)

## Attachment to Explanatory Statement

### Criteria and Membership Process of the ACT Nudist Club

#### Membership Criteria

The criteria for membership of the ACT Nudist Club are for a person to:

1. hold a commitment to the Objects of the Club (see below);
2. actively and harmoniously engage in social interaction in the Club as a nudist; and
3. uphold the published Constitution, by-laws and guidelines of the Club.

#### Fundamental Objects of the ACT Nudist Club

The fundamental objects of the Club are:

1. to further the interests of nudism as a recreational and social activity, particularly in the Australian Capital Territory; and
2. to establish and maintain a secure and congenial environment for nudist recreation and social interaction in the Australian Capital Territory; and
3. in order to properly perform the above commitments—
  - (i) to acquire, develop, operate and maintain a club site and amenities;
  - (ii) to maintain membership and governance procedures and social activities that support a positive, engaged and friendly atmosphere for members of and visitors to the Club; and
  - (iii) to affiliate with such other clubs, organisations or bodies during such periods as the members of the Club may determine and approve.

The following flowchart illustrates the application of the membership criteria in the Club's membership assessment process.

# Flowchart of the Membership Process of the ACT Nudist Club

Revised 11 September 2017  
(For a detailed explanation see the Constitution)

