

## ACT Nudist Club Inc

### Proposed amendments to *Constitution 2011*

#### Explanatory Statement

The Club's Committee has prepared a number of proposed amendments to the Constitution, which it will ask members to discuss and vote on at the Club's annual general meeting in late August 2013. To pass, the amendments will need a 75% majority vote by special resolution of those present in person or by proxy.

The amendments are put forward in the light of nearly 2 years' experience of the new constitution, and are intended to address identified needs to make it operate more effectively in the Club's interests.

The following gives an explanation of the purpose of each clause, listed in numerical order. The text of the proposed amendments is annexed to this statement.

#### 1. Offer membership to children of current financial members when they become adults

##### **Amend s 14(1); insert ss 14(2)-(6)**

The proposed new sub-sections and consequential amendment of s 14(1) provide for the Committee to offer membership of the Club to children of a current financial member when they turn 18. If they are still dependant on the member for a time after then, the amendment would enable the Committee to offer membership when the children are no longer dependants, at any time up to and including the age of 25.

To qualify, children must have attended the Club and participated in its activities along the lines expected of a probationary member [refer s 17(1)]. The Committee must not offer them membership unless it is satisfied that they are suitable for general membership, as occurs in the usual membership nomination process. If membership is offered in this way, the child does not need to go through a period of probationary membership before becoming a member. The proposed amendment would still permit adult children of members to be nominated for membership in the usual way.

The Committee sees this amendment as a way of maintaining the involvement of existing members and their families, and rejuvenating the Club as older members become less active.

#### 2. Correct a drafting error

##### **Amend s 15(6)**

The amendment would remove a drafting error in *Constitution 2011*. Sub-section 15(6) erroneously refers to s 15(7), which does not exist.

A s 15(7) had formed part of an early draft of the Constitution, but it was removed as part of the consultation process leading up to the adoption of the Constitution in 2011. It is

desirable to remove the reference to s 15(7) to avoid any doubts as to the completeness of the text.

**3. Redesignate the 'joining fee' as a 'nomination fee'**

**Amend ss 16(1)(a), (2) and (4), 22(c), 23(3), 25(1)(a) and 82(1)(a)**

The purpose of the amendment, which appears in each of the above clauses, is to make it clear to prospective members that acceptance of a fee, at the time of nomination, carries no entitlement to probationary membership, let alone general membership, unless and until the nomination has been fully considered by the Committee according to the established process set out in the Constitution.

**4. Bring initial membership subscription into line with length of entitlement to membership**

**Amend s 25(3)**

For administrative convenience at the time the Club was founded, a new member's initial membership subscription equalled a full year's rate if the member joined before New Year, or 6 months if the member joined after New Year.

This formulation now can lead to anomalies between the amounts payable for new membership subscriptions and 'fudging' of the joining date to overcome this. There is no longer any administrative saving from retaining the current system.

The proposed amendment would enhance transparency of the membership system and promote fairness between new memberships.

**5. Bring the date that entry rights of unfinancial members cease into line with the date the gate number changes**

**Amend s 25(4)**

The purpose of this amendment is to enable and encourage unfinancial members to attend the annual general meeting, pay their dues and participate in the meeting. If they don't do this, their rights to enter Thullande would cease on the day following the AGM.

**6. Extend membership rights during a grace period or leniency arrangement**

**Insert s 26(e)**

Sub-section 25(6) enables a member to approach the Committee before 1 November in any period to arrange for time payment or leniency in the repayment of debts, other than the membership subscription, so as to take into account the member's personal circumstances.

The proposed new s 26(e) is consistent with s 25(6) and would make it clear that membership rights would not lapse during a period of grace for time payment of debts or otherwise if leniency is extended to the member.

**7. Provide for the Committee to appoint a temporary member while a member is absent on leave**

**Insert s 40(4)(c); further amend s 40(4); insert new s 40(6); amend s 40(5); and renumber existing ss 40(6)-(10), consequently amending cross-references in ss 40(7) and(9)**

To assist the Committee to maintain its level of activity and a quorum for its meetings, the proposed new ss 40(4)(c) and 40(6) together would require the Committee to seek expressions of interest from club members to act as a Committee member while the existing member is absent on leave from the Committee.

It is also proposed to amend s 40(4) to clarify that the relevant obligation on the Committee is to seek expressions of interest from club members if a Committee vacancy occurs for any reason. The Committee would not be compelled to appoint a member if no expressions of interest were forthcoming.

The other proposed amendments to s 40 are consequential amendments to give effect to the above.

**8. Provide for nominations for Committee positions to be lodged up to 1 hour before commencement of the AGM**

**Amend ss 42(1)(g) and (3)(a); delete s 42(4); renumber ss 42(5)-(19), consequently amending cross-references in ss 42(8), (12), (13) and (15)**

The proposed amendment to s 42(1)(g) would permit financial members to lodge nominations for positions on the Committee with the Public Officer at any time up to 1 hour before the commencement of the annual general meeting. This timeframe would be sufficient for the Treasurer and Public Officer to meet to verify nominations and prepare a list of candidates pursuant to the current s 42(5), which would be renumbered as s 42(4).

Deleting s 42(4) and making the other proposed amendments to s 42 would give effect to the proposed amendment of s 42(1)(g).

**9. Provide for proxies to be lodged up to 1 hour before commencement of the AGM**

**Amend ss 63(6) and (7)(a); delete s 63(8); renumber ss 63(9)-(13), consequently amending cross-reference in s 63(12)**

The proposed amendment to s 63(6) would permit financial members to lodge proxies with the Public Officer at any time up to 1 hour before the commencement of the annual general meeting. This timeframe would be sufficient for the Treasurer and Public Officer to meet to verify proxies and prepare a table of proxy votes pursuant to the current s 63(9), which would be renumbered as s 63(8).

Deleting s 63(8) and making the other proposed amendments to s 63 would give effect to the proposed amendment of s 63(6).

## Proposed amendments to the Constitution

Note: proposed amendments are shown in contrasting blue colour and/or shaded in blue – all proposed insertions are underlined.

### 1. Offer membership to children of current financial members when they become adults

#### Amend s 14(1); insert ss 14(2)-(6)

(1) A person is qualified to be a member if—

- (a) at least 2 members (the 'nominating members'), who are not probationary or unfinancial members of the Club, nominate that person for membership; and
- (b) the person is at least 18 years of age; and
- (c) the Committee accepts the person into membership

in accordance with the process set out in [insert] sections 15-21 of this Constitution.

(2) As an alternative to sub-section (1), the Committee may offer general membership of the Club to a person who—

- (a) has attended the Club as a child or dependant of a current financial member; and
- (b) during that time, has availed herself or himself of the types of opportunities for social interaction described in sub-section 17(1); and
- (c) is at least 18 years of age and no more than 25 years of age;

provided the Committee is satisfied that the person is suitable for general membership of the Club.

(3) A person who accepts an offer of membership under sub-section (2) becomes a member if and when she or he pays the membership subscription, by a date set by or agreed with the Committee.

(4) A nomination fee is not payable for an offer under sub-section (2).

(5) The Membership Secretary must notate the Club membership records to show that the person has become a general member on the date a payment is made under sub-section (3).

(6) The making of an offer of membership under sub-section (2) does not preclude a person from becoming a member under the process described in sub-section (1) and sections 15-21.

### 2. Correct a drafting error

#### Amend s 15(6)

- (6) [Delete] Unless sub-section (7) applies, The minimum period of probationary membership that a nominee must serve is the total length of time comprising the time in (a) *plus* the time in (b) as follows, where—

(a) is the length of time *beginning* when the Membership Secretary enters the nominee's name, as a probationary member, in the register of members and *ending* on the date on which the probationary member's name is published to members in the Club's newsletter; and

(b) is a period of 2 months.

**3. Redesignate the 'joining fee' as a 'nomination fee'**

**Amend ss 16(1)(a), (2) and (4), 22(c), 23(3), 25(1)(a) and 82(1)(a)**

(1) The Membership Secretary, without delay, must—

(a) notify the nominee in writing of the outcome of the Committee's decision and, if the nomination has been approved, confirm the date by which the ~~joining~~ nomination fee is payable; and

(b) notify all Club members, other than probationary members, in the next Club newsletter or otherwise in writing, of the nominee's full name and acceptance into probationary membership.

(2) On receipt of the ~~joining~~ nomination fee, the Membership Secretary must enter the nominee's name, address and other contact particulars in the Club's register of members, as a probationary member.

(3) When the nominee's name is entered in the register of members, the nominee becomes a probationary member of the Club from that date.

(4) If the nominee does not pay the ~~joining~~ nomination fee within 21 days of the date on which the Membership Secretary advises the nominee that she or he has been accepted as a probationary member, the nomination lapses.

*Similar substitutions of the word 'nomination' for 'joining' in ss 22(c), 23(3), 25(1)(a) and 82(1)(a)—*

**s 22(c)—**

(c) the Treasurer must, without delay, refund the probationary member's ~~joining~~ nomination fee and any membership subscription already paid.

**s 23(3)—**

(3) An honorary life member who, before nomination, was not a member of the Club, is not liable to pay any ~~joining~~ nomination fee or membership subscription.

**s 25(1)(a)—**

(1) No later than 2 months before the commencement of a financial year, the Committee must determine and notify members of the amount of—

(a) the ~~joining~~ nomination fee payable by new members; and

(b) the membership subscription payable by members

for the following financial year.

s 82(1)(a)—

(1) The income of the Club is to be derived from—

(a) ~~joining~~ nomination fees of members; and

4. **Bring initial membership subscription into line with length of entitlement to membership**

**Amend s 25(3)**

**[Delete the following:]**

(3) In the case of new memberships, the amount of the membership subscription that a prospective member is liable to pay, before being entered into the register of members, is determined by the date on which the Committee accepts the prospective member as suitable for membership, as follows—

- (a) if there are 6 or more months to run in the financial year on that date – the amount payable is the full annual rate of membership subscription ; or
- (b) in all other cases – the amount payable is half the annual rate of membership subscription.

**[Insert the following:]**

The amount of the membership subscription initially payable by a new member is the rate of membership subscription current for general members at that time, calculated pro rata from the date the person is accepted as a member in accordance with sub-sections 14(3) or 21(3), to the end of the first financial year of the person's membership.

5. **Bring the date that entry rights of unfinancial members cease into line with the date the gate number changes**

**Amend s 25(4)**

(4) The right of a member to enter the Club's grounds ceases if that person's membership subscription is unpaid ~~at 1 August~~ in any year by the day following the annual general meeting held immediately after the date on which the membership subscription becomes due.

6. **Extend membership rights during a grace period or leniency arrangement**

**Insert s 26(e)**

A person's membership rights, other than human rights including the right to natural justice, and a person's privileges of membership cease in all respects when the person—

- (a) dies; or
- (b) gives notice of resignation; or
- (c) is expelled from the Club; or
- (d) fails to pay the membership subscription or other debts such that membership lapses in accordance with sub-section 25(5); or
- (e) fails to pay debts in accordance with any arrangement under sub-section 25(6) or under any variation to the arrangement agreed with the Committee.

**7. Provide for the Committee to appoint a temporary member while a member is absent on leave**

**Insert s 40(4)(c); further amend s 40(4); insert new s 40(6); amend s 40(5); and renumber existing ss 40(6)-(10), consequently amending ss 40(7) and(9)**

(4) If there is a vacancy in the membership of the Committee that—

(a) is not filled by election at the annual general meeting; or

(b) arises by the operation of section 48; or

(c) arises when the Committee grants leave of absence to a member of the Committee;

the Committee [insert] without delay must [insert] seek expressions of interest from members of the Club [delete] without delay to fill the vacancy.

(5) A member appointed under delete [sub-section] [insert] paragraphs (4)[insert] (a) or (b) holds office, subject to this Constitution, until the conclusion of the next annual general meeting after the date of that appointment, but is eligible for election.

(6) A member appointed under paragraph 4(c) holds office, subject to this Constitution, until the member granted leave of absence returns to Committee duties.

*Consequently renumber sub-sections (5)-(10) and cross-references in ss 40(7) and (9).*

**8. Provide for nominations for Committee positions to be lodged up to 1 hour before commencement of the AGM**

**Amend ss 42(1)(g) and (3)(a); delete s 42(4); renumber ss 42(5)-(19), consequently amending cross-references in ss 42(8), (12), (13) and (15)**

(1) A nomination of a candidate for election as a Committee member at the annual general meeting as—

(a) an Executive office-bearer of the Club; or

(b) a general Committee member

must be—

...

(g) received by the Public Officer or her or his agent not less than [delete] 25 [insert] 1 hour before the time notified for the commencement of the annual general meeting at which the election is to take place.

(3) The Public Officer must—

(a) no earlier than [insert] close of business on the last working day before the day of the annual general meeting [delete] the closing time for valid nominations - collect from the Club's postal address, in person or by an agent, all [insert] remaining uncollected posted nominations; and

**[Delete the following:]**

(4) For the purposes of paragraphs (1)(g) and (3)(b), a nomination received by post and collected at any time on the day before the annual general meeting is taken to have been received at least 25 hours before the time notified for commencement of the annual general meeting.

*Consequently renumber sub-sections (5)-(19) and cross-references in ss 42(8), (12), (13) and (15).*

**9. Provide for proxies to be lodged up to 1 hour before commencement of the AGM**

**Amend ss 63(6) and (7)(a); delete s 63(8); renumber ss 63(9)-(13), consequently amending cross-reference in s 63(12)**

(6) Each completed proxy must be received by the Public Officer or her or his agent at least ~~25~~ 1 hour before the time notified for commencement of the meeting and late proxies will not be considered.

(7) The Public Officer must—

- (a) no earlier than ~~the closing time for valid proxies~~ close of business on the last working day before the day of the annual general meeting – collect from the Club’s postal address, in person or by an agent, all ~~remaining~~ uncollected posted proxies; and

**[Delete the following:]**

(8) For the purposes of sub-section (6) and paragraph (7)(b), a nomination received by post and collected at any time on the day before the annual general meeting is taken to have been received at least 25 hours before the time notified for commencement of the annual general meeting.

*Consequently renumber sub-sections (9)-(13) and the cross-reference in ss 63(12).*

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