



THE CANADIAN CLUB OF WA INC.



CONSTITUTION AND RULES

1. NAME:

The club shall be called The Canadian Club of WA Incorporated, hereinafter called “the Club”.

2. OBJECTS:

- 2.1. To provide a focus on the common heritage of Canadians and Australians as the basis for which citizens of both countries (and their friends) may get together, to fulfill some commitment to the community in which they live and to provide opportunities for social and mutual enjoyment.
- 2.2. To provide a contact point for newly arrived Canadians and friends of Canada and Australians who have an interest in Canada.

3. POWERS :

The powers of the Club to enable the achievement of its objects and in addition to the powers otherwise conferred on it by these rules shall be:

- 3.1. Power to raise funds and acquire by purchase, lease or by exchange and the hiring or acquiring of any real or personal property that may be deemed necessary or convenient for the objects or purposes of the Club.
- 3.2. Power to appoint committees for special purposes as are necessary to prosecute the affairs of the Club.
- 3.3. Power to generally do all such acts and things as may be involved by or incidental to the carrying out of the objects of the Club.

4. INCOME AND PROPERTY:

The income and property of the Club wheresoever derived shall be applied solely towards the promotion of the objects as set forth in this rules and no portions thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to its members, provided that nothing herein shall prevent the payment in good faith or remuneration of any officer or servant of the Club for services actually rendered to the Club.

5. MEMBERSHIP:

Memberships shall consist of:

- 5.1. **Members** – Any person who is at least eighteen (18) years of age who:
 - i. is a Canadian citizen or Canadian born;
 - ii. is the spouse, parent or child of a Canadian;

iii. has been an Associate Member in good standing.

- 5.2. **Associate Members** – Any person who is at least eighteen (18) years of age who cannot qualify as a Member, but who in the opinion of the Executive Committee, can demonstrate a sincere and continued interest in Canada (whether based on family ties, business or cultural relationship), may be invited to become an Associate Member. Associate Members shall not be eligible to hold office, participate in elections or vote on any matter.
- 5.3. **Subscription Members** – Any person with the qualifications under 5.1 or 5.2 as above, residing outside the Perth Metropolitan area, interstate or overseas, which prevents regular attendance at Club meetings and functions, may, on payment of the appropriate annual subscription, become a Subscription Member. Subscription Members shall not be eligible to hold office, participate in elections or vote on any matter.
- 5.4. **Life Members** – In recognition of extraordinary contributions and/or continuous voluntary service to the Club, a person may be nominated for Life Membership of the Club. Nominations shall be proposed and seconded in writing by two (2) Members and made to the Executive Committee for endorsement by a majority ballot at the next General Meeting of the Club. Life Members shall be exempt from payment of the annual subscriptions and shall enjoy the same rights and privileges as Members.
- 5.5. **Honorary Members** - Honorary Membership may, from time to time, be conferred on such persons who, in the opinion of the Executive Committee, have shown through service or position, a sincere dedication to the Club. Honorary Members shall be exempt from payment of annual subscriptions for the period of one year and shall enjoy the same rights and privileges as Members.

6. CESSATION OF MEMBERSHIP:

Any Member whose membership subscription is more than three (3) months in arrears, shall be deemed to be unfinancial and shall be struck from the register of members and shall cease to hold membership of the Club.

7. MEMBERSHIP SUBSCRIPTIONS:

- 7.1. The annual subscription for membership of the Club shall be recommended by the Executive Committee for endorsement by Members present at the Annual General Meeting (AGM) or as Special General Meeting (SGM).

Family Membership shall consist of a couple or of a couple or parent(s) and their children under the age of eighteen (18). To be set by the Executive Committee annually and to be ratified at the AGM.

Single Membership shall consist of any person over age eighteen (18). To be set by the Executive Committee annually and to be ratified at the AGM.

Subscription Membership annual subscription to be set by the Executive Committee annually and to be ratified at the AGM.

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- 7.2. A financial Member shall be one whose subscription is not more than three (3) months in arrears.
- 7.3. The annual subscription in respect of a Member is due and payable on the first day of July each year.

8. EXECUTIVE COMMITTEE – COMPOSITION:

- 8.1. The club shall be managed by an Executive Committee comprising of:

- a President,
- two Vice Presidents
- an Honorary Secretary
- an Honorary Treasurer and
- the Immediate Past President

and not less than five (5) other Members of which shall be appointed a Convener for each of the following portfolios:

- Functions/Events
- Memberships
- Newsletter Editor
- Publicity
- Fundraising

- 8.2. These officers and Members shall be elected at the AGM of the Club by and from eligible financial Members of the Club.

9. EXECUTIVE COMMITTEE - ELIGIBILITY:

A Member shall be eligible for nomination to the Executive Committee provided said Member meets the qualifications for membership as defined in Clause 5.1 herein, and is in good financial standing.

10. EXECUTIVE COMMITTEE - TERM OF OFFICE:

- 10.1. The elected Members of the Executive Committee shall take office at the closing of the AGM at which they were elected and shall hold office until the closing of the next following AGM.
- 10.2. Members of the Executive Committee shall be eligible for re-election for an ongoing term of office. However, no Member of the Executive Committee shall hold a specific office for longer than three (3) consecutive years.

11. EXECUTIVE COMMITTEE - POWERS:

- 11.1. The Club shall be managed when a General Meeting is not in session, by the Executive Committee, which shall have power to control and manage the affairs and finances of the Club, as defined under the constitution, but shall be responsible to the General Meeting.

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- 11.2. The Executive Committee shall have the power to declare vacant the seat of any of its Members who is unfinancial as defined under Clause 6 or who, without leave or reasonable excuse, is absent from three (3) consecutive meetings of the Committee. The Executive Committee in its absolute discretion shall determine what constitutes a reasonable cause.
- 11.3. The Executive Committee shall have the power to appoint a Members to fill any vacancy until the next AGM.

12. THE CHAIRPERSON:

- 12.1. The President shall, when present, preside at all General and Executive Committee meetings of the Club.
- 12.2. In the event of the President being absent, then a Vice President shall preside.
- 12.3. In the event of the President and both Vice Presidents being absent then the meeting shall elect a Chairperson for the occasion.

13. THE HONORARY SECRETARY:

The Honorary Secretary shall:

- i. Keep full and correct minutes of the proceedings of the Club;
- ii. Receive and conduct the correspondence on behalf of the Club;
- iii. Maintain a register of financial Members of the Club, as received by the Membership Convener;
- iv. Have custody of all documents of the Club, excluding financial records, securities or the like;
- v. Perform such duties, which may from time to time be required by the Executive Committee.

14. THE HONORARY TREASURER:

The Honorary Treasurer shall:

- i. Be responsible for the receipt of monies paid to or received by the Club and shall issue receipts therefore on the Club's behalf;
- ii. Pay monies received into such account or accounts as the Executive Committee may from time to time decide upon;
- iii. Make payments as authorised by a General or Executive Committee meeting providing that cheques are signed by any two (2) of the following: President, Honorary Secretary, Honorary Treasurer;
- iv. Maintain adequate books of account and shall submit annual reports, balance sheets and other information as the Executive Committee may require at each AGM. When so directed by the President, the Honorary Treasurer shall submit a report, balance sheet or financial statement;
- v. Have custody of all books, documents, securities and the like relating to the financial affairs of the Club.

15. INSPECTION OF BOOKS AND DOCUMENTS:

The books and documents of the Club may be inspected by any financial Member of the Club on such terms as may be established from time to time by the Executive Committee.

16. THE HONORARY AUDITOR:

- 16.1. At each AGM there shall be appointed an Honorary Auditor or Auditors (persons holding appropriate qualifications), who shall audit the annual statement of accounts and balance sheet of the Club and shall certify the same.
- 16.2. The Honorary Auditor(s) shall have the power at any time, to call for the production of all books of account, vouchers and documents of the Club.
- 16.3. The Honorary Auditor(s) shall not be officer(s) or member(s) of the Executive Committee.

17. MEETINGS :

- 17.1. The Annual General Meeting (AGM) shall be held in June or July, on such day and at such time and place as shall be determined by the Executive Committee.
- 17.2. Special General Meetings may be convened by the President, or in the event of the President's absence, by members of the Executive Committee, or by requisition signed by twenty (20) financial Members of the Club.
 - i. A requisition for a Special General Meeting shall state the objects of the meeting and shall be deposited with the Honorary Secretary;
 - ii. If the Executive Committee does not cause a Special General meeting to be held within six (6) weeks from the date on which a requisition therefore is deposited with the Honorary Secretary, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three (3) months from the date of lodging the requisitions with the Honorary Secretary;
 - iii. A Special General Meeting convened by requisitionists, in pursuance of these rules, shall be convened in the same manner, as nearly as possible, as that in which those meetings are convened by the Executive Committee.
- 17.3. Meetings of the Executive Committee shall be held at such times and such places as shall be determined by an Executive meeting or when convened by the President.

18. NOTICE OF MEETINGS :

- 18.1. Notice of all Annual or Special General meetings of the Club shall be given in writing not less than thirty (30) days prior to the date of the proposed meeting and shall contain the purpose of the meeting.
- 18.2. Notice of Executive Committee meetings and sub-Committee meetings shall be given to all members of the relevant committee not less than seven (7) days prior to the date of the proposed meeting.

19. NOTICE OF MOTION:

- 19.1. Members intending to submit a motion to the AGM of SGM shall advise the substance of the motion in writing, to the Honorary Secretary in sufficient time to be included with the Notice of Meeting, except as described in Clause 24.2 herein.
- 19.2. Nominations for Officers and members of the Executive Committee shall be open thirty (30) days prior to the AGM and shall be deposited with the Honorary Secretary forty-eight (48) hours before the rising of the AGM. Nominations from the floor for Officers and members of the Executive Committee shall be accepted when no nomination for that position has been received prior to the rising of the AGM.

20. QUORUM:

- 20.1. A quorum for the Executive Committee shall comprise six (6) of its members.
- 20.2. A quorum for a General Meeting shall comprise of twenty (20) percent of financial Members.

21. VOTING:

- 21.1. Financial Members present at a meeting and entitled to remain thereat shall be entitled to exercise one (1) vote on any Proposition before or election held at the meeting. The Chairperson shall not be entitled to vote save insofar as to exercise a casting vote in accordance with Clause 21.4 hereof. No other person shall be entitled to vote at any meeting of the Club.
- 21.2. Voting shall be by simple majority, including proxy votes, except where otherwise expressly provided herein.
- 21.3. Voting shall be by secret ballot for election of Officers and members of the Executive Committee.
- 21.4. In case of and equality of voting on any proposition before, or election held at the meeting, the Chairperson of the meeting is entitled to exercise a casting vote, which shall be exercised so as to maintain the status quo.

22. PROXIES :

Votes may be cast by proxy but the instrument appointing a proxy shall be in writing under the hand of the appointer and must state the name of the appointee and the date of the meeting at which the proxy vote is intended to be used. All proxy votes shall be deposited with the Honorary Secretary at least forty-eight (48) hours prior to the meeting at which they are intended to be used.

23. ELECTIONS :

Voting for the election of Officers and members of the Executive Committee of the Club shall be conducted by a secret ballot, such a ballot to be counted by two (2) independent Returning Officers appointed at the Meeting for such purpose. Each candidate shall be eligible to appoint a Scrutineer. The Returning Officers and Scrutineers shall be Members in good financial standing,

not holding Office within the Club. The declaration of the Returning Officers that a Member is elected shall be final and binding on all Members.

24. ALTERATIONS TO RULES:

- 24.1. The Constitution and Rules may be amended, enlarged or repealed from time to time by a resolution passed by two-thirds (2/3) majority of Members present and/or voting by proxy at a General Meeting.
- 24.2. Motion designed to effect amendments, alterations, enlargements or deletions shall be submitted in writing to the Honorary Secretary no less than fourteen (14) days prior to the AGM or SGM.

25. STANDING ORDERS/RULES OF DEBATE:

The standing orders and rules of debate of the Club shall be determined by the Executive Committee and shall be observed at all meetings of the Club held under the Rules unless the Rules otherwise provide.

26. PROCEDURE FOR DISSOLUTION:

At a Special General Meeting, a notice of which has been given to all financial Members not less than thirty (30) days before the meeting, a three-quarters (3/4) majority of Members present and voting by proxy may, by special resolution, resolve to dissolve the Club.

27. DISPOSITION OF ASSETS ON DISSOLUTION:

If upon dissolution or winding up of the Club there remains, after satisfaction of all its debts or liabilities, any profits or assets whatsoever, the same shall not be paid to or distributed amongst the members of the Club for their personal profit or gain, but shall be given or transferred to another organisation having similar objects as may be determined by the members present at the meeting of dissolution.

Revised: July 2000