

# Doctor Who Club Australia

## Constitution as at 19<sup>th</sup> October 2015

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## Disclaimer

This document must not be relied on as legal advice.

For more information:- Please refer to the appropriate legislation or seek independent legal advice.

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About this booklet:

The constitution of an incorporated association forms the structure within which the Doctor Who Club Australia operates.

## Part 1 – Preliminary Information

### 1.1 General terms:

**Director-General means:**

The Director-General of the Department of Services, Technology and Administration.

**Ordinary committee member means:**

A member of the committee who is not an office-bearer of the association.

**Special General Meeting means:**

A general meeting of the association other than an annual general meeting.

**The Act means:**

The Associations Incorporation Act 2009.

**The Regulation means:**

The Associations Incorporation Regulation 2010.

### 1.2 In this Constitution

- a) A reference to a function includes a reference to a power, authority and duty, and
- b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- c) DWCA refers to The Doctor Who Club Australia.

The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

### 1.3 About The Doctor Who of Club Australia

#### Objectives of the Club

##### Description

The Doctor Who Club of Australia (formerly known as the Australasian Doctor Who Fan Club) was formed in 1976 when fans picketed the Sydney office of the ABC protesting a decision to drop the show. Now over thirty years later, the club has never looked back. This

club is strictly and proudly a non-profit organisation, run entirely by unpaid volunteers. We are strongly opposed to any attempt to professionalise fandom

### **Main purpose**

The Doctor Who Club of Australia exists to unite fans of Doctor Who in Australia and encourage a shared enjoyment of the show.

This may also include “Doctor Who” in any related non-televised form including, but not limited to, book, movies and magazines.

### **Activities Relating to Main Purpose**

To help achieve its main purpose, the Club will:

- a) Produce a regular Magazine, to be sent to all club members (hereinafter referred to as the “Club Magazine”). The Club Magazine is currently called “Data Extract”; and

The Club will also:

- a) Organise, or assist in the organising of, events in which Members can meet;
- b) Offer “Doctor Who” related items for sale to members; and
- c) Undertake any other “Doctor Who” related activity receiving the Approval of the Organising Committee.

### **Secondary Purposes**

Undertaking those non “Doctor Who” related activities that receive the Approval of the Organising Committee.

### **Not for profit Organisation**

The DWCA is a non-profit organisation and as such all money derived from various sources is used entirely for running the club. Monetary gain by an individual or individuals is not permitted.

## **Part 2 - Membership**

### **2. Membership generally**

(1) A person is eligible to be a member of the association if:

- a) the person is a natural person, and
- b) the person has been nominated and approved for membership of the association in accordance with clause 3.

(2) A person is taken to be a member of the association if:

- a) the person is a natural person, and
- b) the person was:
  - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
  - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
  - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.

(4) Types of Membership include but are not limited to:

- a) Ordinary. Member is entitled to issues of the club magazine Data Extract, a membership card, and reduced entry to club events. Member's name is entered onto the list of members of the club, which provided they have been a member for at least 1 year grants the right to vote. Membership ordinarily terminates at the end of period paid for.
- b) Temporary. Member is entitled to entry to a single club event. Membership ordinarily terminates at the end of event.
- c) Non-Fee Paying. Member is entitled to issues of the club magazine Data Extract and may further be granted additional entitlements at the discretion of the Committee. Membership ordinarily terminates upon cessation of service to or affiliation with the club.
- d) Life. Non-fee paying membership additionally entitled to a membership card, and reduced entry to club events. Member's name is entered onto the list of members of the club, which provided they have been a member for at least 1 year grants the right to vote. Membership does not ordinarily terminate.

### **3. Application for membership**

(1) An application for a person for membership of the association:

- a) must be made in writing using the application form made available by the DWCA and should be accompanied by the appropriate fee or;
- b) by filling in the form provided on-line at the DWCA Web site and paying the appropriate fee via (eg) PayPal.

(2) As soon as practicable after receiving an application for membership, the Membership Secretary will determine (and where necessary, confer with the committee) whether to approve or to reject the application.

(3) As soon as practicable after the committee makes that determination, the Membership Secretary must:

- a) If membership has been approved by the committee and the fee has been paid: notify the applicant(s), in writing (eg by email), that membership has been approved.
- b) If the membership application has been approved, but the fee not paid: the Membership Secretary will request the applicant(s) to pay (within the period of 28 days after receipt of the membership form) the appropriate sum required for the chosen type of membership.
- c) If membership has NOT been approved by the committee, inform the applicant(s) in writing (eg by email) that the membership has been refused and return their tendered membership fee, if any.

(4) The Membership Secretary, on payment by the applicant(s) of the amounts referred to in sub-clause (3)(b) within the period referred to in that provision, enter or cause to be entered the name of the applicant(s) in the register or members and, on the name being so entered, the applicant(s) becomes a member of the association.

### **4. Cessation of membership**

A person ceases to be a member of the association if the person:

- a) dies, or
- b) resigns membership, or
- c) fails to pay the annual membership fee under clause 8 (2) within 28 days after the fee is due, or

d) is expelled from the association.

Note: (respectively – as above)

- a) Efforts will be made to pay a Pro rata refund.
- b) No refund will be made.
- c) Copies of Data Extract will only be issued after full membership has been obtained. eg the full fee has been paid.

## **5. Membership entitlements are not transferable.**

A right, privilege or obligation which a person has by reason of being a member of the association:

- a) is only transferred or transmitted to another person upon approval from the Committee, and
- b) terminates on cessation of the person's membership.

## **6. Resignation of membership**

(1) A member of the association may resign from membership of the association by first giving to the Membership Secretary written notice of at least 1 month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(2) If a member of the association ceases to be a member under sub-clause (1), and in every other case where a member ceases to hold membership, the Membership Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **7. Register of members**

(1) The Membership Secretary of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.

(2) The register of members must be kept in New South Wales:

- a) at the main premises of the association, or
- b) if the association has no premises, at the association's official address.

(3) Unless specifically notified to the contrary, in writing, it is assumed that members deny access by all other members, with exception to the Executive, to any and all information contained in the register.

(4) A member can view the information relevant to themselves, provided a written request has been previously made to the Executive.

### **7.1 Temporary Membership.**

Upon paying the admission fee to a club event, Temporary Membership is granted to non-members for the duration of the event. Temporary Members will be required to adhere to the code of conduct as described in section 9.

## **8. Fees and subscriptions.**

(1) The membership fees are determined/reviewed by the committee as an ongoing process, usually annually.

- (2) A fee structure is determined for a variety of membership types, eg Family, Individual, yearly, two yearly etc.
- (3) A member of the association must, on admission to membership, pay to the association a fee as determined by the committee.
- (4) Fees are due on the basis of the anniversary of subscription type, see (2) above.
- (5) Renewing of Membership - If fees due have not been received within a period of 28 days, the membership is deemed to have lapsed and a new membership must be requested.

## **9. Membership Obligations and Considerations**

### **9.1 Liabilities & Responsibilities**

- a) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.
- b) Non-fee paying memberships are exempt from this requirement.

### **9.2 Member Code Of Conduct**

The DWCA welcomes people from the entire communal spectrum who wish to enjoy and participate in the Doctor Who phenomenon. We recognise that members may have differing opinions on a variety of subjects, but the club strives to maintain an appropriate environment for all members to interact in with the expectation of appropriate behaviour from all club members, event attendees and, indeed, in all our dealings with other people and organizations. Antisocial behaviour will not be tolerated.

- (a) The definition of Antisocial behaviour includes but is not limited to:
    - (i) Abuse of a racial or religious nature
    - (ii) Offensive language
    - (iii) Physical or verbal intimidation
    - (iv) Personal vilification
    - (v) Bullying
    - (vi) Acts which are deemed by the Committee to be derogatory or inflammatory in nature (eg abusive, racially or religiously motivated)
  - (b) Based on 9.2.a, until such time as permanent action can be taken, and bearing in mind that service providers utilised by the Club may have their own terms of conduct that must be adhered to, the Club reserves the right for the people acting on its behalf to immediately:
    - (i) Moderate, censor and/or delete offensive material appearing on any of its social media and other online platforms,
    - (ii) restrict or remove the access of members to those platforms,
    - (iii) deny access to other club activities and venues
  - (c) Any such sanction under 9.2.b and the reason for it will be
    - (i) communicating to the member, and
    - (ii) reviewed by the committee
- as soon as possible. Substantiated infractions may be grounds for discipline under clause 11 of this constitution.

### 9.3 Consideration of Non-DWCA Members

The DWCA welcomes non-members as well as members to its club events. While attending such events, all attendees are expected to behave in a manner which is deemed by the Club to be appropriate and respectful; in accordance with Club standards as outlined above.

If such behaviour is determined by the committee, or from complaints received from other attendees, to be inappropriate, the Club reserves the right to issue a warning to the offending persons.

If repeat offences occur the person(s) will be banned from any association with the Club, either physical or online.

### 9.4 Non-Fee paying Memberships

Non-fee paying memberships, as defined under section 2.4, are granted as follows:

- a) To all members of the Committee, while they remain Committee members.
  - (i) Once a committee member becomes an ordinary member, their ordinary membership will resume. If no record exists of status of their prior membership can be found, they will be granted an ordinary membership of one year.
- b) For significant service to the DWCA, the committee may grant any member Life Membership.
- c) Club Presidents are automatically granted a Life Membership in recognition of the duties of the office.
- d) The committee may grant a non-fee paying membership to any company, organization, or person affiliated with the business and aims of the club.

### 10. Resolution of disputes.

(1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

(2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

(3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

### 11. Disciplining of members.

(1) A complaint may be made to the committee by any person that a member of the association:

- a) has refused or neglected to comply with a provision or provisions of this constitution, or
- b) has wilfully acted in a manner prejudicial to the interests of the association.

(2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the committee decides to deal with the complaint, the committee:

- a) must cause notice of the complaint to be served on the member concerned, and
- b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

- c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) On examination of the nature of the complaint, if the Committee is satisfied that the facts alleged in the complaint have been proven, then, by resolution, it can decide to discipline the member commensurate with the severity of the complaint. For example, the Committee may decide to:-
- a) Expel to member, or
  - b) Suspend membership for a period of time
  - c) For a period of time, ban the member from participation in nominated club activities (eg Day Events, access/use of DWCA social media)
- (5) If the committee disciplines a member, the Membership Secretary, within 7 days after the action is taken, cause written (eg via email) notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
- a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

## **12. Right of appeal of disciplined member.**

- (1) A member who has been disciplined under clause 11 may, within 7 days after the resolution being served upon them, appeal to the association in general meeting by lodging with the Secretary a request to that effect.
- (i) The request may be accompanied by a statement of the grounds on which the member intends to reply for the purposes of the appeal.
- (2) On receipt of a request from a member under sub-clause (1), the Secretary must within 7 days notify the Committee.
- a) In order to prevent undue costs falling upon the Club and its members from vexatious action, any costs involved in contacting members who cannot be reached electronically, as well as the cost of venue hire, are to be borne by the member and are to be reimbursed by the Club if the appeal is successful.
    - (i) The cost will be communicated to the appellant by the Secretary within 14 days of receiving their request. If arrangements to cover this cost have not been made within 14 days of that notification, the appeal will be considered withdrawn and the matter closed.
  - b) After the Committee has received payment, it has 7 days to issue notice of a general meeting in accordance with clause 26.(1), this meeting to take place no more than 42 days after the notice of meeting is sent to members. Until this meeting takes place, the appellant remains a member.
- (4) At a general meeting of the association convened under Sub-clause (2):
- a) no business other than the question of the appeal is to be transacted, and
  - b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked, the appeal determined by a simple majority of votes cast by members of the association.

## Part 3 - The committee

### 13. Powers of the committee

- (1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:
- a) is to control and manage the affairs of the association, and
  - b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
  - c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

#### 13.1 Responsibilities of all Committee Members

- (1) Members of the committee, including office bearers, are required not to disclose to third parties any sensitive or otherwise privileged information gained as a result of their position regarding the trading and/or business partners of the Club unless given authorisation to do so by those partners.
- (2) All members of the committee regardless of their position, as members of the club, are considered bound by any behavioural code mandated by the club when participating in club events and social media platforms.
- (3) Details of responsibilities and duties of the committee members can be granted by the executive on receipt of written request.

## 14. Composition and membership of committee

### 14.1 Committee Membership

- (1) The committee is to consist of:
- a) the **Office Bearers** of the association, and
  - b) at least three ordinary committee members.
- (2) The number of committee members may vary from time to time depending on tasks at hand.
- (3) The office-bearers of the association are as follows:
- a) the president,
  - b) the vice-president,
  - c) the treasurer,
  - d) the secretary.
- (4) Each member of the committee will, subject to this constitution, hold office until either
- a) The function or process identified with the committee position ceases to exist
  - b) He/she wishes to terminate their committee membership
  - c) He/she has failed to carry their duties satisfactorily.
- (5) A committee member may hold several other responsibilities within the DWCA but is recommended not to hold more than three.

## 15. Election/Appointment of Committee Members and Office Bearers

### 15.1 Election of Office Bearers

- (1) Candidates standing for election as an Office Bearer must be current Club members, that membership being held for a minimum continuous period of 5 years prior to the election.

This period is considered to be a requisite demonstration of an ongoing commitment to the Club.

(2) Nominations of candidates for election as **Office-Bearers** of the association must be made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

- a) must be delivered to the secretary of the association at least 30 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- b) names of candidates will be published no later than 14 days prior to the date fixed for the holding of the annual general meeting at which the election is to take place.

(3) If insufficient nominations are received to fill all **Office-Bearer** vacancies, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(4) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

(5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(7) The ballot for the election of **Office-Bearers** is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

(8) Due to the highly sensitive nature of the position of Club Treasurer, this role is nominated as per other Office bearers but is elected solely by the committee.

## 15.2 Appointment of Committee Members

(1) In order to conduct the business of the club, members of the Committee, in addition to the Office Bearers, will be required for a term of service at the discretion of the Committee. They:

- a) Should have demonstrated experience with and commitment to a fan club or similar organisation.
- b) Must be nominated and seconded by either a committee member or an Office Bearer.
- c) Must be appointed at a Committee meeting by
  - i. The majority of the Committee, which must include
  - ii. The majority of Office Bearers.

**(2) On the appointment of a new committee** member he/she must, as soon as practicable lodge notice with the association of his/her address and contact details

(3) Office Bearers upon relinquishing their position may take a position as a Committee member. Those doing so are assumed to meet all the criteria of the first point of this section unless reason can be shown by the Committee that this should not take place. .

## 16. Office Bearers - Activities & Responsibilities

### 16.1 President

(1) The President of the DWCA is an office bearing role and he/she must, as soon as practicable after being appointed as President, lodge notice with the association of his/her address and contact details.

(2) Details of responsibilities and duties of President can be found in the Document File "DWCA Job Descriptions July 2012"

## **16.2 Vice President**

(1) The Vice President of the DWCA is an office bearing role and he/she must, as soon as practicable after being appointed as Vice President, lodge notice with the association of his/her address and contact details.

(2) Details of responsibilities and duties of the Vice President can be found in the Document File "DWCA Job Descriptions July 2012"

## **16.3 Secretary**

(1) The Secretary of the DWCA is an office bearing role and he/she must, as soon as practicable after being appointed as Secretary, lodge notice with the association of his/her address and contact details.

(2) Details of responsibilities and duties of the Secretary can be found in the Document File "DWCA Job Descriptions July 2012"

## **16.4 Treasurer**

1) The Treasurer of the DWCA is an office bearing role and he/she must, as soon as practicable after being appointed as Treasurer, lodge notice with the association of his/her address and contact details.

(2) Details of responsibilities and duties of the Treasurer can be found in the Document File "DWCA Job Descriptions July 2012"

## **17. Committee Membership - Activities & Responsibilities**

(1) The Committee Membership may include any of the following task/activities, or any other task/activity approved by the Committee from time to time:

- a) Social Media
- b) Technology – (Web site, Facebook, Blogs)
- c) Membership Secretary - data base
- d) Shop/merchandising
- e) Events Planning
- f) Liaison with other organisations/clubs/institutions
- g) Publications manager/Chief Editor
- h) Publications Printing and distribution
- i) Public relations

## **18. Committee Member Vacancies**

(1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution.

(2) A casual vacancy in the office of a member of the committee occurs if the member:

- a) dies, or
- b) ceases to be a member of the association, or
- c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- d) resigns office by notice in writing given to the secretary, or
- e) is removed from office under clause 19, or
- f) becomes a mentally incapacitated person, or

- g) is absent without the consent of the committee from three consecutive meetings of the committee, or
- h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

### 18.1 Casual Committee vacancies - special requirements

(1) From time to time it may be necessary to second, temporarily, members to assist the committee in an area of specific expertise with a task or process. Under these circumstances, seconded members are bound by the same rules and regulations as those on the committee.

(2) On accepting this temporary role and he/she must, as soon as practicable after being appointed, lodge notice with the association of his/her address and contact details.

## 19. Removal of committee members

(1) A Committee meeting of the DWCA may remove an existing member from the committee prior to the AGM for reasons such as misconduct, antisocial behaviour as covered in 9.2.(a) criminal offence, or a demonstrated inability to work harmoniously with the other members of the Committee.

- a) Any such resolution must be passed
  - (i) By the majority of the Committee, must which include
  - (ii) The majority of the Office Bearers.
- b) All members of the Committee, including Office Bearers, are subject to this power.
  - (i) Further, the committee is empowered to pass a resolution appointing another person to hold that office until the expiration of the term of office of the member so removed.
  - (ii) In the event that the President is so removed, their Life Membership is revoked.
  - (iii) Should an Office Bearer be removed, this act and the reason for it must be communicated to the membership electronically within 7 days where possible and published in the next issue of Data Extract.
  - (iv) The Committee are under no obligation to disclose the removal of a non-Office Bearing member or the reason for doing so unless they deem such dissemination to be in the interests of the Club.
- c) A member so removed resumes their Ordinary Membership under the provision of clause 9.(4).(a), and may now take up a position under 15.2.(3).

(2) In order to remove a member of the Committee,

- a) a vote subject to clause 19.(1) must be taken at a Committee meeting, and
- b) the member facing expulsion must
  - (i) be informed at least 7 days in advance of the vote taking place, and

- (ii) be allowed to present evidence, representations and other statements in writing to support themselves. These may be distributed via the Secretary or in person to the Committee.

(3) Right of Appeal of Removal

- a) does NOT exist for non-Office Bearers, as they occupy an appointed position at the pleasure of the Committee,
- b) DOES exist for Office Bearers, as elected representatives of the membership. Within 7 days of their dismissal from the Committee, the Office Bearer may appeal to the association in extraordinary general meeting by lodging with the secretary a notice to that effect.
  - (i) The notice may be accompanied by a statement of the grounds on which the member intends to reply for the purposes of the appeal.
- c) In order to prevent undue costs falling upon the Club and its members from vexatious action, any costs involved in contacting members who cannot be reached electronically, as well as the cost of venue hire, are to be borne by the member and are to be reimbursed by the Club if the appeal is successful.
  - (i) The cost will be communicated to the appellant by the Secretary within 14 days of receiving their request. If arrangements to cover this cost have not been made within 14 days of that notification, the appeal will be considered withdrawn and the matter closed.
- d) After the Committee has received payment, it has 7 days to issue notice of a general meeting in accordance with clause 26.(1), this meeting to take place no more than 42 days after the notice of meeting is sent to members. Until this meeting takes place, the appellant remains an Office Bearer.
- e) At a general meeting of the association convened under Sub-clause 19.(3).(c):
  - (i) no business other than the question of the appeal is to be transacted, and
  - (ii) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked, the appeal determined by a simple majority of votes cast by members of the association present at the meeting.

## 20. Committee meetings and quorum

(1) The committee meets regularly, on a monthly basis. Date, time and location are determined in advance: this is usually on the evening of the second Monday of each month and at fixed location. The Act requirement is that it should meet at least three times in each period of 12 months at such place and time as the committee may determine.

(2) Additional meetings of the committee may be convened by the president or by any member of the committee.

(3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under sub-clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any three members of the committee plus (at least) one Office Bearer constitute a quorum for the transaction of the business of a meeting of the committee.

(6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(8) At a meeting of the committee:

- a) the president or, in the president's absence, the vice-president is to preside, or
- b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

(9) Minutes will be taken at all committee meetings, and disseminated in a timely manner

## **21. Delegation by committee to sub-committee.**

(1) From time to time it may be necessary to second members to assist in an area of specific expertise with a task or process. Under these circumstances, such members are bound by the same rules and regulations as those on the committee.

On accepting this temporary role and he/she must, as soon as practicable after being appointed, lodge notice with the association of his/her address and contact details.

(2) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

- a) this power of delegation, and
- b) a function which is a duty imposed on the committee by the Act or by any other law.

(3) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(4) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(5) Despite any delegation under this clause, the committee may continue to exercise any function delegated.

(6) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

(7) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

(8) A sub-committee may meet and adjourn as it thinks proper.

## **22. Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

### **22.1 Web Voting procedures.**

From time to time it may be necessary to seek general club approval for actions the committee wish to take. Under these conditions, the desired course of action will be posted on the Club web site. Approval/ disapproval and comments, will be sought from full members only via Web counter and email. An approval rate of 75% or more will effectively allow the action to be taken.

## **Part 4 - General meetings**

### **23. Annual general meetings – holding thereof:**

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - a) within 6 months after the close of the association's financial year, or
  - b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.
- (3) It is required that, at least, quorum of Office Bearers and committee members be present at an AGM.

### **24. Annual general meetings - calling thereof and business**

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - b) to receive from the committee reports on the activities of the association during the last
  - c) preceding financial year,
  - d) to elect office-bearers of the association and ordinary committee members,

- e) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

## **25. Special general meetings - calling thereof**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
- a) must state the purpose or purposes of the meeting, and
  - b) must be signed by the members making the
  - c) requisition, and
  - d) must be lodged with the secretary, and
  - e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

## **26. Notice of General Meeting**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 28 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **27. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- a) if convened on the requisition of members, is to be dissolved, and
  - b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

## **28. Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **29. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **30. Making decisions**

- (1) A question arising at a general meeting of the association is to be determined by either:
- a) a show of hands, or
  - b) if on the motion of the chairperson or if 8 or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **31. Special resolutions.**

- (1) A special resolution can only be proposed by a member having 12 months or more of continuous DWCA membership
- (2) A special resolution may only be passed by the association in accordance with section 39 of the Act.

### **32. Voting**

General Voting Considerations

- (1) A member can only at a General Meeting vote if:
  - They are currently a fully paid up member for duration of at least one year.
- (2) A member is not entitled to vote at any general meeting of the association if the member is under 16 years of age.
- (3) On any question arising at a general meeting of the association a member has one vote only.
- (4) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

### **33. Proxy votes not permitted**

- (1) Proxy voting must not be undertaken at or in respect of a general meeting.
- Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

### **34. Postal ballots**

- (1) Subject to Committee approval, the association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.
- (3) Postal votes must be post-marked prior to the meeting to be considered valid.

## **Part 5 - Miscellaneous**

### **35. Insurance**

The association may effect and maintain insurance.

### **36. Funds - sources**

- (1) The funds of the association are to be derived from entrance fees for events and other Doctor Who related activities, the subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

(4) The DWCA is a non-profit organisation and as such all money derived from various sources is used entirely for running the club. Monetary gain by an individual or individuals is not permitted.

### **37. Funds - management**

(1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee, being members authorised to do so by the committee.

(3) Note that the Treasurer (apart from under exceptional circumstances and approval by the Executive) must be signatory to all financial transactions.

### **38. Change of name, objects and constitution**

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by an Office Bearer of the DWCA.

### **39. Custody of books etc.**

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

### **40. Inspection of books etc.**

(1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- a) this constitution,
- b) minutes of all committee meetings and general meetings of the association.

(2) A member of the association may obtain a copy of any of the documents referred to in sub-clause (1) on payment of a fee of not more than \$1 for each page copied.

### **41. Service of notices**

(1) For the purpose of this constitution, a notice may be served on or given to a person:

- a) by delivering it to the person personally, or
- b) by sending it by pre-paid post to the address of the person, or
- c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **42. Financial year**

The financial year of the association is:

- a) the period of time commencing from the 1st June 2014,
- b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1st June and ending on the following 31st May.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

## **43. DWCA Events.**

The Club will, on a regular basis, hold social and fan related events.

### **43.1 Events Details**

These are organised activities run by the Club for the benefit of members and other interested parties. They are open to all.

At such events, attendees are expected to conform to the code of conduct requirements as defined in section 9.2.

Entry fees to these events will be determined by the committee.

At these events the club will offer Doctor Who merchandise and related products from its shop to attendees.

At the discretion of the committee, the club will also offer (limited) vendor space for selling Doctor Who related products and services. The space is open to non-professionals only (ie where the vendor's products/services are not their main source of financial income).

The fees for vendor space will be determined by the committee.

The allocation of any available space is dependent upon receipt of the booking form and payment, in full, of the required fee.

## **44. Winding up the DWCA**

In the event that the club is wound up, all assets are to be sold off (e-bay) and the proceeds to be given to another non-profit organisation, agreed by the Committee.