



The Canberra Swiss Club Inc.

CONSTITUTION



Constitution
of the
Canberra Swiss Club Incorporated

December 2021

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Part A – Preliminary

1 Definitions

In this constitution:

association means the Canberra Swiss Club Incorporated.

financial year means the year ending on 30 September.

member means a member of the association pursuant to part C.

secretary means the person holding office under this constitution as secretary of the association or, if not such person holds that office, the public officer of the association.

surplus property includes goods and funds of the association remaining upon the dissolution or winding up of the association.

the Act means the *Associations Incorporation Act 1991* (ACT).

the regulation means the *Associations Incorporation Regulation 1991* (ACT).

this constitution means the Constitution of the Canberra Swiss Club Inc.

2 Application of Legislation Act 2001

The *Legislation Act 2001* (ACT) applies to this constitution in the same way as it would if it was an instrument made under the Act.

Part B – Objects

3 Objects of Association

The objects of the association are to be a charity whose purpose is to:

- (a) advance the culture of the Swiss people by:
 - (i) maintaining and furthering knowledge and understanding of Switzerland's culture and institutions among Swiss, their descendants and their friends;
 - (ii) maintaining and furthering a spirit of good fellowship among the Swiss and their descendants resident in the Australian Capital Territory and neighbouring districts of New South Wales (*the area*);
 - (iii) furthering understanding and friendship between Swiss and Australians;
- (b) advance social welfare by advising and assisting any Swiss residents in the area who are in need of assistance;
- (c) do all such other lawful things as may appear to be incidental or conducive to the attainment of the above objects.

Part C – Membership

4 Membership Categories

There are four categories of membership:

- (a) Ordinary membership;
- (b) Honorary membership;
- (c) Associate membership;
- (d) Life membership.

4.1 Ordinary membership

Any person resident in the area, who is:

- (a) a Swiss citizen; or
- (b) the child of a Swiss citizen; or
- (c) the domestic partner of (a) or (b);

and is over the age of 18 years shall be eligible to be nominated an ordinary member of the association.

4.2 Honorary membership

- (1) The Ambassador of Switzerland, and the Ambassador's domestic partner, if resident in Canberra, shall be entitled to become honorary members.
- (2) The association (at any Annual General Meeting) may admit to honorary membership such persons as the association may consider eligible by reason of their distinguished service to the association or to the Swiss community.

4.3 Associate membership

- (1) Any person who does not qualify for ordinary membership and has a special interest in or relationship to Switzerland or the Swiss community in Australia, shall be eligible to be nominated as an associate member of the association.
- (2) Associate members shall not hold office in the association or vote at any meeting of the members.

4.4 Life membership

- (1) Any person who holds a life membership of the association shall continue to be entitled to hold that life membership.
- (2) There shall be no new life memberships.

5 Application for membership

- (1) Applications for membership shall be referred to the next meeting of the committee which must decide whether to approve or reject the application.

- (2) The secretary must, following approval of the application and payment of any applicable membership fees, enter the nominee's name and any other information required in the register of members.

6 Membership entitlements not transferable

A right, privilege or obligation that a person has because of being a member of the association:

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

7 Cessation of membership

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

- (a) dies or, for a corporation, is wound up; or
- (b) resigns from membership of the association; or
- (c) is expelled from the association; or
- (d) fails to renew membership of the association, including failing to pay any annual membership fee pursuant to s 9 (subscriptions and fees).

8 Resignation of membership

- (1) A member is not entitled to resign from membership of the association except in accordance with this section.
- (2) A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (of not less than 1 month or, if the committee has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.
- (3) If a person ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

9 Subscriptions and fees

- (1) The entrance fee to the association is the amount determined by resolution of the committee.
- (2) The annual membership fee of the association is the amount determined by resolution of the committee.
- (3) The annual membership fee for the calendar year is payable, for existing members, before 1 April in each calendar year.
- (4) Honorary members shall be exempt from paying annual membership fees.

10 Liability of members

The liability of a member 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 relation to membership of the association.

11 Disciplining of members

(1) If the committee is of the opinion that a member:

- (a) has persistently refused or neglected to comply with a provision of this constitution; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association;

the committee may, by resolution—

- (c) expel the member from the association; or
 - (d) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.
- (2) A resolution of the committee under subclause (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subclause (3), confirms the resolution in accordance with this section.
- (3) If the committee passes a resolution under subclause (1), the secretary must, as soon as practicable, serve a written notice on the member—
- (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act, section 50, at a meeting of the committee mentioned in subclause (2), the committee must—
- (a) give to the member mentioned in subclause (1) an opportunity to make oral representations; and

- (b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subclause(1).
- (5) If the committee confirms a resolution under subclause (4), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member’s right of appeal under clause 12.
- (6) A resolution confirmed by the committee under subclause (4) does not take effect:
- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - (b) if within that period the member exercises the right of appeal—unless and until the association confirms the resolution in accordance with clause 12 (4).

12 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee that is confirmed under clause 11(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) On receipt of a notice under subclause (1), the secretary must notify the committee which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act, section 50, at a general meeting of the association called under subclause (2):
- (a) no business other than the question of the appeal may be transacted; and
 - (b) the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present must vote by secret ballot on the question of whether the resolution made under clause 11(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under clause 11(4), that resolution is confirmed.

Part D – Committee

13 Powers of committee

The committee, subject to the Act, the regulation, this constitution, and to any resolution passed by the association in general meeting—

- (a) controls and manages the affairs of the association; and
- (b) may exercise all functions that may be exercised by the association other than those functions that are required by this constitution to be exercised by the association in general meeting; and
- (c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

14 Constitution and membership

(1) The committee consists of—

- (a) the office-bearers of the association; and
- (b) 0 to 6 ordinary committee members;

each of whom must be elected under section 15 or appointed in accordance with subsection (4).

(2) The office-bearers of the association are—

- (a) the president; and
- (b) the vice-president; and
- (c) the treasurer;
- (d) the secretary;
- (e) the property officer.

(3) Each member of the committee holds office, subject to this constitution, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(4) If not re-elected, the immediate past president, shall be invited to be an ordinary committee member until the conclusion of the next annual general meeting.

(5) If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to this constitution, until the conclusion of the next annual general meeting after the date of the appointment.

15 Election of committee members

- (1) Ordinary members, life members, and honorary members are eligible to be candidates for election as committee members. Associate members are not eligible to be a candidate.
- (2) Nominations of candidates for election—
 - (a) must be made in writing, endorsed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) must be given to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may 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 vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (7) The ballot for the election of committee members must be conducted at the annual general meeting by a returning officer who is not a candidate or domestic partner or child or parent of a candidate. The returning officer is to be appointed by the meeting.
- (8) A person is not eligible to simultaneously hold more than 1 position on the committee.

16 Secretary

The secretary must keep minutes of—

- (a) all elections and appointments of committee members; and
- (b) the names of members of the committee present at a committee meeting or a general meeting; and
- (c) all proceedings at committee meetings and general meetings.

17 Treasurer

- (1) The treasurer of the association must—
 - (a) collect and receive all amounts owing to the association and make all payments authorised by the association;
 - (b) keep correct accounts and records showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association; and
 - (c) submit a preliminary report at a committee meeting at the treasurer's discretion, or on the request of a committee member.

- (2) Notwithstanding subparagraph (1) (a), the treasurer may authorise and oversee other members to collect and receive payments on behalf of the association. The treasurer may specify which types of payments may be collected and received by the authorised member and the circumstances in which the payments may be collected and received by the authorised member. The authorised member must keep correct accounts and records in relation to any payments they collect or receive, and provide them promptly to the treasurer with full details of all receipts.

18 Property Officer

The property officer of the association—

- (a) is responsible for the goods of the association; and
- (b) must keep an inventory of all goods, and know where the goods of the association are located; and
- (c) must ensure that the goods are available if needed by the association, and may call for cooperation from other members to make them available.

19 Vacancies

A vacancy in the office of a member of the committee happens if the member—

- (a) dies; or
- (b) ceases to be a member of the association; or
- (c) resigns the office; or
- (d) is removed from office under section 24 (Removal of committee members); or
- (e) suffers from mental or physical incapacity; or
- (f) is disqualified from office under the Act, section 63 or section 63B; or
- (g) is subject to a disqualification order under the Act, section 63A; or
- (h) is absent without the consent of the committee from 3 consecutive meetings of the committee.

20 Removal of committee members

The association in general meeting may by resolution, subject to the Act, section 50, remove any member of the committee from the office of member of the committee before the end of the member's term of office.

21 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each calendar year at the place and time that the committee may decide.
- (2) Additional meetings of the committee may be called 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 any other period that 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 subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to allow or to treat as urgent business.
- (5) The committee may conduct urgent business between committee meetings by communicating with all committee members. Urgent questions arising are decided by a majority of members of the committee.
- (6) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (7) No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (8) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (9) At meetings of the committee—
 - (a) the president or, in the absence of the president, the vice-president presides; or
 - (b) if the president and the vice-president are absent—1 of the remaining members of the committee may be chosen by the members present to preside.

22 Delegation by committee to subcommittee

- (1) The committee may, in writing, delegate to 1 or more subcommittees (consisting of the member or members of the association that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument, other than—
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in general meeting.
- (2) A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this section, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, in writing, revoke wholly or in part any delegation under this section.
- (7) A subcommittee may meet and adjourn as it considers appropriate.

23 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.
- (2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

Part E – General Meeting

24 Annual general meetings—holding of

- (1) The association must, at least once in each calendar year and within the last quarter of the calendar year, call an annual general meeting of its members.
- (2) Subsection (1) has effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

25 Annual general meetings—calling of and business at

- (1) The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the committee considers appropriate.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
 - (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports on the activities of the association during the last financial year or the calendar year as appropriate; and
 - (c) to elect members of the committee; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
- (3) An annual general meeting must be specified as such in the notice calling it in accordance with section 27 (Notice).
- (4) An annual general meeting must be conducted in accordance with the provisions of this part.

26 General meetings—calling of

- (1) The committee may, whenever it considers appropriate, call a general meeting of the association.
- (2) The committee must, on the requisition in writing of not less than 10 members entitled under this constitution to vote at a general meeting, call a general meeting of the association.
- (3) A requisition of members for a general meeting—
 - (a) must state the purpose or purposes of the meeting; and

- (b) must be endorsed by the members making the requisition; and
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each endorsed by 1 or more of the members making the requisition.
- (4) If the committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a member or members mentioned in subsection (4) must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

27 Notice

- (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 14 days before the date fixed for the holding of the general meeting, give to each member at the member's address appearing in the register of members, a notice 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 committee decides that remote attendance will be permitted at the general meeting (such as telephone or video), the notice must specify that remote attendance is permitted, and indicate what kinds of remote access will be accepted and provided.
- (3) If the committee decides that proxy voting will be permitted at the general meeting, the notice must specify that proxy voting is permitted, and indicate for which business transactions it is permitted.
- (4) 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, send notice to each member in the way provided in subsection (1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- (5) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 25 (2).
- (6) A member desiring to bring any business before a general meeting may give written notice 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.

28 General meetings—procedure and quorum

- (1) No item of business may 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) 15 members (who are entitled under this constitution to vote at a general meeting) present in person or, if remote attendance is permitted, remotely, constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 5) constitute a quorum.

29 Presiding member

- (1) The president, or in the absence of the president, the vice-president, presides at each general meeting of the association.
- (2) If the president and the vice-president are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.
- (3) The returning officer presides during the period of the ballot for the election of committee members under section 15 (election of committee members) only for the purposes of conducting that ballot.

30 Adjournment

- (1) The person presiding at 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 may 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 subsections (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.

31 Making of decisions

- (1) A question arising at a general meeting of the association is to be decided on a show of hands of members present, or by secret ballot if:
 - (a) a secret ballot is demanded by a member present; or
 - (b) a ballot for the election of committee members is to be conducted.
- (2) If remote attendees or proxies are unable to indicate their vote by show of hands, they may indicate their vote by other means understood and accepted by the presiding member at the general meeting. If a secret ballot is conducted, a remote attendee will be

permitted to vote, however their vote may not be secret. The presiding member must reasonably attempt not to disclose the vote of a remote attendee – however failure to do so will not invalidate the vote or outcome of the vote.

- (3) If, before or on the declaration of the outcome of the vote, a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands or secret ballot (plus any other method accepted pursuant to this constitution for proxy or remote voting), been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes 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.
- (4) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person, remotely or by proxy (if remote or proxy voting is permitted in the notice calling the general meeting under section 27 (Notice) at the meeting.
- (5) If the poll is demanded at a general meeting, the poll must be taken—
 - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

32 Voting

- (1) Subject to subsection (3), on any question arising at a general meeting of the association an ordinary member, life member, and honorary member has 1 vote only. Associate members are not entitled to vote.
- (2) All votes must be given personally, or remotely or by proxy if permitted under the notice calling the general meeting section 27 (Notice) but no member may hold more than 5 proxies.
- (3) If the votes on a question at a general meeting are equal, the person presiding (other than the returning officer for the ballot for the election of committee members) is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.
- (5) A remote attendee may vote remotely where:
 - (a) the attendee is a member entitled to vote; and
 - (b) the notice calling the general meeting section 27 (Notice) permits the kind of remote access used by the remote attendee; and
 - (c) the attendee is able to, through that remote access, follow and understand the matter to be voted on; and
 - (d) the person presiding at the general meeting is able to understand the vote of the remote attendee.

33 Appointment of proxies

- (1) If the notice calling the general meeting under section 27 (Notice) permits proxy voting, each member is entitled to appoint another member as proxy by notice given to the secretary before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in writing.

Part F – Miscellaneous

34 Patronage

The Ambassador of Switzerland in office in Canberra shall be invited to be the Patron of the association.

35 Funds—source

- (1) The funds of the association must be derived from entrance fees and annual subscriptions of members, donations, and, subject to any resolution passed by the association in general meeting and subject to the Act, section 114, grants, interest, and any other sources that the committee decides.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

36 Funds—management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the committee decides.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee of the association.
- (3) All electronic payments and transfers must be approved by any 2 members of the committee of the association.

37 Alteration of objects and constitution

Neither the objects of the association mentioned in the Act, section 29 nor this Constitution may be altered except in accordance with the Act.

38 Common seal

There is no obligation to keep a common seal of the association.

39 Custody of books

Subject to the Act, the regulation and this constitution, the secretary 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

The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.

41 Service of notice

For this constitution, the association may serve a notice on a member by sending it by post or electronically (such as by email) to the member at the member's address shown in the register of members.

Note For how documents may be served, see the Legislation Act, pt 19.5.

42 Surplus property

In the event of the dissolution or winding up of the association, the association must, pursuant to the Act:

- (a) vest its surplus property in any of the following, provided they have substantially the same objects and are not carried on for the object of securing pecuniary gain for its members:
 - a. Swiss Community Care Society Inc;
 - b. Australian Swiss Cultural Society Inc; or
 - (b) pass a special resolution nominating:
 - a. another association; or
 - b. a fund, authority or institution;
- in which it is to vest its surplus property.

Historical Endnotes

This constitution was adopted by special resolution of the Annual General Meeting on 26 November 2021. It came into effect upon registration with the Registrar-General in December 2021.

This constitution replaced the constitution which came into force on 17 September 1990 after having been adopted by the Extraordinary General Meeting held on 5 April 1990.

That constitution replaced the constitution of 7 October 1978, as amended by the Annual General Meetings on 17 November 1979 and 6 November 1981.

That constitution replaced the constitution of the Canberra Swiss Society, which had been developed by the founders on 20 February 1967, and adopted by the first Annual General Meeting on 2 November 1968.