

**CONSTITUTION
OF THE
ESSENDON BUSHWALKING CLUB
INCORPORATED**



**Incorporation No. A0005559B
(Adopted 12th June, 1985)**

Amended April, 1988
Amended 12th June, 1991
Amended 10th June, 1992
Amended 9th June 1999
Amended 14th June 2003
Amended 11th February 2004
Amended 12th May 2004
Amended 8th September 2004
Amended 9th February 2005

Amended 10th June 2009

TABLE OF PROVISIONS

Section

1. NAME.
2. DEFINITIONS - INTERPRETATION.
3. CONSTITUTION.
4. STATEMENT OF PURPOSES.
5. MEMBERSHIP.
6. SUBSCRIPTIONS.
7. REGISTER OF MEMBERS.
8. RESIGNATION OF A MEMBER.
- 9A. DISPUTES AND MEDIATION
- 9B. EXPULSION, SUSPENSION OR FINING OF MEMBERS.
10. ANNUAL GENERAL MEETING.
11. GENERAL MEETING.
12. SPECIAL GENERAL MEETING.
13. PROCEDURES - MEETINGS.
14. CHAIRMAN.
15. VOTING.
16. MANAGEMENT.
17. COMMITTEE - CONSTITUTION.
18. DUTIES OF OFFICE BEARERS.
19. QUORUM AND PROCEDURES AT MEETINGS.
20. MINUTES.

Table of Provisions Contents continued....

21. SIGNING OF NEGOTIABLE INSTRUMENTS.
22. REMOVAL OF COMMITTEE MEMBERS.
23. COMMON SEAL.
24. SERVICE OF NOTICES.
25. WINDING UP.
 - 25a. WINDING UP - NON PROFIT CLAUSE.
 - 25b. WINDING UP - DISSOLUTION CLAUSE
26. CUSTODY OF BOOKS AND OTHER DOCUMENTS.
27. SOURCES OF REVENUE.
28. VISITORS.
29. AUDITOR.
30. MEMORIAL EDUCATION FUND. (Removed in June 2003)



Amended April, 1988

Amended 12th June, 1991

Amended 10th June, 1992

Amended 9th June, 1999

Amended 14th June 2003

Amended 11th February 2004

Amended 12th May 2004

Amended 8th September 2004

Amended 9th February 2005

Amended 10 June 2009

Constitution of the Essendon Bushwalking Club Inc. 1985

[Adopted 12th June, 1985]

Name

1. The name of the incorporated association is the ESSENDON BUSHWALKING CLUB INCORPORATED, situated at ESSENDON, Victoria, and hereinafter known as the Club.

Definitions - Interpretation

2. (1) In this Constitution, unless contrary intention appears:-

‘**Committee**’ means the Committee of Management of the Club.

‘**Financial Year**’ means the year ending 31st May.

‘**Annual General Meeting**’ means a General Meeting of members convened in accordance with section 10.

‘General Meeting’ means general meeting of members convened in accordance with Section 11.

‘Special General Meeting’ means a general meeting of members convened in accordance with Section 12.

‘Member’ means a financial member of the Club in accordance with Section 5.

‘Child’ means a person less than 18 years of age. (Inserted 8/9/04)

‘Junior Member’ means a financial member of the club who is less than 18 years of age. (Inserted 8/9/04)

‘Ordinary Member of the Committee’ means a member of the Committee who is not an Office Bearer of the Club under Section 18.

‘The Act’ means the Associations Incorporation Act 1981.

‘The Regulations’ means regulations under the Act.

(2) In this Constitution the Secretary of the Club is also the Public Officer of the Club. (Amended 09/06/99).

(3) Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and The Act as in force from time to time.

(4) In this Constitution words importing the masculine shall include the feminine also.

Constitution

3. (1) This Constitution shall be binding on all members of the Club.

(2) All motions/resolutions relating to matters contained in this Constitution moved before the incorporation of the Club, are now null and void. All motions/resolutions passed at any Constituted Meeting of the Club shall be binding on all members, whether they were present or not.

(3) Any member contravening the Constitution, Rules and Regulations, Motions or Resolutions, shall be required to answer to the members of the Club at the next Constituted Meeting.

(4) No alterations or deletion of, or addition to this Constitution or statement of purposes of the Club shall be made except by a 3/4rd majority of the members present at an Annual General Meeting or a Special General Meeting called with no less than 21 days notice given to the members, for that purpose. (Amended 9th February 2005)

Statement of Purposes

4. The objects of the Club shall be:

(1) to encourage, promote and organise activities in the outdoor adventure recreational pursuits of lightweight camping, bushwalking, rock climbing, canoeing, caving orienteering, cross country skiing and outdoor activities generally.

(2) to educate club members in the safe and enjoyable participation of these activities.

(3) to encourage a wider appreciation of the flora and fauna and natural beauty of this country and to assist in its preservation.

(4) to foster social activity among our members.

(5) The Club may, when it is deemed advisable, affiliate, co-operate, or associate with any other body or organisation for the purpose of furthering the objects of the Club, provided that affiliation with any other body or organisation shall not be effected except by a decision of a majority of members present at a General Meeting. At least fourteen (14) days notice of the proposed affiliation shall be given in writing to each member.

Membership

5.(A) A Full Member (Amended 8/9/04) (1) A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Club on payment of the entrance fee and annual subscription payable under these rules.

(2) A person who is not a member of the Club at the time of the incorporation of the Club (or who was such a member at the time but has ceased to be a member) shall not be admitted to membership -

(a) unless he is nominated as provided in sub- clause (3); and

(b) his admission as a member is approved by the Committee.

(3) A nomination of a person for membership of the Club -

(a) shall be made in writing in the form set out in appendix c (i); and

(b) shall be proposed and seconded by two members, each of at least six months standing in the Club; and

(c) shall be lodged with the Club Secretary upon completion of qualifying walks consisting of:-

(i) three Club program day walks; or

(ii) two Club program weekend walks, necessitating overnight camping; or

(iii) two Club program day walks and one Club program weekend walk.

All Club program walks shall be deemed qualifying except those marked non-qualifying.

(4) A member must be at least 18 years of age. (Amended 8/9/04)

(5) As soon as is possible after the receipt of a nomination the Secretary shall refer the nomination to the Committee.

(6) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.

(7) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the Club, and request payment within the period of 28 days after receipt of the notification, of the sum payable under these rules as the entrance fee and the first year's annual subscription.

(8) The Secretary shall, upon payment of the amounts referred to in sub-clause (7) within the period referred to in that sub-clause, enter the nominee's name in the register of members kept by him and, upon the name being entered, the nominee becomes a member of the Club.

(9) The Committee shall have the right to refuse membership to any person provided that the proposer shall have the right of appeal to a General Meeting.

(10) Life membership may be conferred on any person as a mark of esteem and in appreciation of exceptional services, on notice of motion at an Annual General Meeting. No fees will be paid by a Life Member and he will have full voting rights.

(11) A right, privilege or obligation of a person by reason of his membership of the Club-

(a) is not capable of being transferred or transmitted to another person;

(b) terminates upon the cessation of his membership whether by death or resignation or otherwise.

5 (B). JUNIOR MEMBER (Inserted 8-9-04)

(a) A child of a member may be nominated for junior membership.

(b) The membership procedure shall be in accordance with sections 5A. [(1), (3){a b c}, (5), (6), (7), (8), (9), (11), {a b}]

(c) Junior members are ineligible for election to the committee, to vote at any meeting of the Club nor have any voice in the management of the club.

(d) Junior Members are entitled to the use of all facilities and privileges of the Essendon Bushwalking Club Inc, but not at the expense of full members.

Subscriptions

6. (1) The annual subscription and entrance fee for the ensuing 12 months, shall be determined by the Committee prior to the Annual General Meeting. Members shall be notified of the subscription and fees at the Annual General Meeting.

(2) Subscriptions for the ensuing year shall be due and payable at the Annual General Meeting, and any member whose fees are due and unpaid for two months, shall cease to be a member.

Register of Members

7. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member. (Amended June 2003)

This register to be kept in consultation with the Treasurer who shall verify the financial status of each member. (Amended 09/06/99).

Resignation of a member

8. (1) A member of the Club who has paid all moneys due and payable by him to the Club may resign from the Club, by first giving notice of one month in writing to the Secretary of his intention to resign, and upon the expiration of that period of notice, the member shall cease to be a member.

(2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

9A. Disputes and Mediation

(1) The grievance procedure rules apply to disputes between –
a member and another member; or
a member and the Club

The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be-

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement-

(i) in the case of a dispute between a member and another member, a person appointed by the committee of the Club; or

(ii) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

- (5) A member of the Club can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must--
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Associations Incorporation Act or otherwise at law.

9B. Expulsion, suspension or fining of members

- (1) Subject to these rules, Committee may by resolution
 - (a) expel a member from the Club.
 - (b) suspend a member from membership of the Club for a specified period; or
 - (c) fine a member in accordance with the regulations if the Committee is of the opinion that the member -
 - (i) has refused or neglected to comply with these rules; or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club.
- (2) A resolution of the Committee under sub-clause (1) -
 - (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Club under this clause does not take effect unless the Club confirms the resolution in accordance with this clause.

- (3) Where the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing -
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice; stating the date, place and time of that meeting; informing the member that he may do one or more of the following:
 - (i) attend that meeting.
 - (ii) give to the Committee before that date of that meeting, a written statement seeking the revocation of the resolution:
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Club in Special General Meeting against the resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee -
- (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under sub-clause (3), he shall notify the Committee and the Committee shall convene a Special General Meeting.
- (6) At a Special General Meeting of the Club convened under sub-clause (5)
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the Special General Meeting:-
- (a) two-thirds of the members vote in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

Annual general meeting

10. (1) The Club shall in June of each year convene an Annual General Meeting of its members.

(2) The ordinary business of the Annual General Meeting shall be -

- (a) to confirm the minutes of the last preceding Annual General Meeting.
- (b) to receive from the Committee reports upon the transactions of the Club during the last preceding financial year.
- (c) to elect Office Bearers of the Club and the ordinary members of the Committee; and

(d) to receive and consider the statement submitted by the Club in accordance with Section 30 (3) of the Act; and

(e) any other business brought forward on notice in accordance with the provisions Section 12 (1).

(f) consider nominations for Life Membership. (amended 10/6/2009)

(3) Members shall be advised in writing at least 14 days prior to the Annual General Meeting, of the time and venue of the Meeting.

General meeting

11. A Meeting of members shall be held on the second Wednesday of each month. The time and venue of such Meetings shall be determined by the Committee. These Meetings shall be called General Meetings. The ordinary business of the Club shall be conducted at General Meetings and may include acceptance of reports, correspondence and general business.

Special general meeting

12. All Meetings other than General Meetings and Annual General Meetings shall be deemed Special General Meetings.

(1) The Committee, in relation to any business, may also, whenever it thinks fit, and shall, upon receipt of a petition signed by a least ten members and stating the business of the meeting requested, call a Special General Meeting for the purpose of discussing such business. At least fourteen (14) days notice thereof shall be given in writing to each member, such notice to specify the nature of the business aforesaid. A Special General Meeting called pursuant to such a petition shall be held within thirty (30) days after the Committee Meeting following receipt of the petition.

Procedures - meetings

13. (1) All business that is transacted at a Special General Meeting and all business transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

(2) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

(3) Fifteen (15) members personally present (being members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

(4) The normal parliamentary procedure of debate shall be adopted at all meetings.

Chairman

14. (1) The President, or in his absence, the Vice-President shall preside as Chairman at each General Meeting of the Club.

(2) If the President and the Vice-President are absent from a General Meeting, the Committee shall elect one of their number to preside as Chairman at the Meeting.

Voting

15. A question arising at a General Meeting of the Club shall be determined on a show of hands and unless before or on the declaration of the show of hands, a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Club is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

(1) Upon any question arising at a General Meeting of the Club, a member has one vote only.

(2) All votes shall be given personally.

(3) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.

(4) If at a meeting a poll on any question is demanded by not less than five (5) members, it shall be taken at the meeting in the form of a secret ballot and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(5) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on other question shall be taken at such time before the close of the meeting as the Chairman may direct.

(6) A member is not entitled to vote at any General Meeting unless all moneys due and payable by him to the Club have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

Management

16. (1) The affairs of the Club shall be managed by a Committee of Management constituted as provided in Rule 17.

(2) The Committee -

(a) shall control and manage the business and affairs of the Club.

(b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Club, other than those powers and functions that are required by these rules to be exercised by General Meetings of the members of the Club; and

(c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.

Committee - constitution

17. (1) The Office Bearers of the Club shall be -

(a) A President.

(b) A Vice-President.

(c) A Secretary. (Amended 09/06/99).

(d) A Treasurer. (Inserted 09/06/99).

(2) The provisions of Rule 19 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).

(3) Each officer of the Club shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election, except that the President may not hold office for more than two (2) consecutive years.

(4) Vacancies in Office Bearers referred to in sub-clause (1) shall be filled at a Special General Meeting, of which fourteen (14) days notice has been given, such meeting to coincide with the first General Meeting after the expiry of the fourteen (14) days notice.

(5) Committee. Subject to Section 23 of the Act, the Committee shall consist of -

- (a) the officers of the Club; and five (5) ordinary members - each of whom shall be elected at the Annual General Meeting of the Club in each year. (Amended 09/06/99).
 - (b) each ordinary member of the Committee shall subject to these rules, hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.
 - (c) any vacancy occurring in the office of an ordinary member of the Committee shall be filled at the next General Meeting and the member, so elected, shall hold office, subject to these rules, up to and including the Annual General Meeting next following his election.
- (6) Election of Committee Members.
- (a) nominations of candidates for election as Office Bearers of the Club or as ordinary members of the Committee -
 - (i) shall be made by two members of the Club with the consent of the candidate.
 - (b) if the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - (c) if the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
 - (d) the ballot for the election of office bearers and ordinary members of the committee may be by secret ballot if demanded by 5 members, otherwise the election of all office bearers and ordinary members of the committee shall be by a show of hands.

(7) Grounds for termination of Office.

For the purposes of these rules, the office of an Office Bearer of the Club or of an ordinary member of the Committee becomes vacant if the officer or member-

- (a) ceases to be a member of the Club.
- (b) resigns his office by notice in writing to the Secretary.
- (c) is absent from three out of five consecutive Committee Meetings without reasonable excuse.

Duties of office bearers

18. (1) President.

It shall be the duty of the President to –

- (a) preside at meetings.

- (b) preserve order at all meetings.
- (c) give casting votes on all questions when required.
- (d) sign the minutes of the previous meeting when confirmed by votes.
- (e) have the power to call Special Meetings in conjunction with the Secretary.
- (f) As required sign cheques in conjunction with the Treasurer. (Amended 09/06/99).
(Amended 12-5-04)

(2) Vice-President.

(a) it shall be the duty of the Vice-President to render assistance to the President on all occasions.

(b) to perform the duties of the President when he is absent, and at such times he shall be vested with all the powers of the President.

- (c) As required sign cheques in conjunction with the or Treasurer. (Amended 09/06/99).
(Amended 12-5-04)

(3) Secretary. (Amended 09/06/99).

Duties are to be carried out in conjunction with the President and are to include -

- (a) convene and attend all meetings, except such as he may be excused by the meeting from attending.
- (b) keeping Minutes of all Annual General Meetings and Special General Meetings and record the motions/resolutions of all General Meetings.
- (c) conducting all correspondence.
- (d) As required sign cheques in conjunction with the Treasurer. (Amended 12-5-04)
- (e) perform any other duties as requested by the Committee.

Any or part of these duties may be delegated at the discretion of the Committee or the Secretary.

(4) Treasurer. (Inserted 09/06/99).

Duties shall be to:

- (a) collect and receive all moneys due the Club and make all payments authorised by the Club.

(b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.

(c) produce a financial statement when called upon by the Committee and to prepare an audited balance sheet for the Annual General Meeting.

(d) have the accounts and books referred to in sub-clause (b) available for inspection by members.

(e) sign and present cheques to either the President, Vice-President or Secretary to countersign. (Amended 12-5-04)

Quorum and procedure at meetings

19. (1) The Committee shall meet at least once every two (2) months at such place and such times as the Committee may determine.

(2) Special Meetings of the Committee may be convened by the President or by any five (5) of the members of the Committee.

(3) Notice shall be given to members of the Committee of any Special Meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

(4) Any five (5) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

(5) No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a Special Meeting in which case it lapses.

(6) At meeting of the Committee -

(a) the President or in his absence the Vice-President shall preside, or

(b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

(7) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

Minutes

20. The Secretary of the Club shall keep minutes of the resolutions and proceedings of each Annual General Meeting, General Meeting and Committee Meetings in books provided for that purpose, together with a record of names and persons present at each Committee Meeting. The Secretary shall maintain records of the texts of all resolutions considered and passed at General Meetings.

Signing of negotiable instruments

21. All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee who shall be either the President, Vice-President, Secretary or Treasurer. (Amended 09/06/99).

Removal of committee members

22. (1) The Club in General Meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first mentioned member.

(2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representation in writing to the Secretary or President of the Club (not exceeding a reasonable length) and requests that they be notified to the members of the Club, the Secretary or the President may send a copy of the representation to each member of the Club or, if they are not so sent, the member may require that they be read out at the meeting.

Common seal

23. (1) The Common Seal of the Club shall be kept in the custody of the Secretary.

(2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signature of two (2) members of the Committee or of one member of the Committee and of the Secretary of the Club.

Service of notices

24. (1) A notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.

(2) Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

Winding up

25. In the event of the winding up or cancellation of the incorporation of the Club, the assets of the Club shall be disposed of in accordance with the provisions of the Act.

Winding up - non profit clause (Inserted 12/06/91)

25a. The income and property of the Club shall be applied solely toward the promotion of the objectives of the Club, and no portion thereof shall be paid or transferred, directly or indirectly, to the

individual members of the club. Except for proper and reasonable remuneration to any member of the Club for services rendered or for out of pocket expenses.

Winding up - dissolution clause (Inserted 12/06/91)

25b. If upon the winding up or dissolution of the Club there remains any property, whatsoever, it shall not be paid to or distributed among the members of the club but shall be given or transferred to some other club or association which itself prohibits the distribution of its income and property amongst its members.

Custody of books and other documents

26. Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Club.

Sources of funds

27. The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

Visitors

28. Notwithstanding anything to the contrary in these Rules, a person participating in not more than three (3) qualifying walks in any Club year, may be classed as a visitor without any obligation to become a member. No non-member shall participate in more than the qualifying walks in any Club year until he has submitted an application for membership to the Committee. He may then participate in walks while the Committee is dealing with his application. The Committee may fix a scale of charges for visitors.

Auditor

29. (1) Prior to each Annual General Meeting or at any time the Committee may direct, an audit and examine all books, documents and balance sheets, and if correct, sign and certify the same accordingly.

(2) Shall have suitable accounting qualifications, and shall not be a member of the Committee.