

Coffs Coast Dragon Boat Club Inc

Constitution



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Part 1 - Preliminary

1. Name, Definitions, Interpretation and Objects of Coffs Coast Dragon Boat Club Inc

1.1 Name

The name of the Club is Coffs Coast Dragon Boat Club Inc (CCDBC).

1.2 Definitions

In this constitution:

'Act' means the *Associations Incorporation Act 2009 (NSW)*.

'Administration officer' means:

- (a) the person holding office under this constitution as administration officer of the association, or
- (b) if no such person holds that office - the public officer of the association.

'Association' means CCDBC.

'By-Laws' means the By-Laws of CCDBC referred to in clause 42.

'Committee' means the body managing CCDBC.

'Constitution' means this Constitution of the Association.

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

'General Meeting' means the annual general meeting or any special general meeting of the Club.

'Junior Member' means a registered financial Member of CCDBC who is aged between 12 and 17 years in accordance with the rules and By-Laws of SSO.

'Local Area' means the geographical area for which CCDBC is responsible as recognised by the regional and/or state organisations for dragon boating of which CCDBC is a Member.

'Member' means a registered, financial Member of CCDBC who is at least 18 years of age.

'MPIO' means the Member Protection Information Officer who has the relevant training and has been duly elected by the Committee.

'NSO' means the National Sporting Organisation being Aus DBF.

'Objects' means the Objects of CCDBC in clause 1.6.

'Ordinary committee member' means a member of the committee who is not an office-bearer of the association.

'Public Officer' means the person appointed to be the public officer of the Association in accordance with the Act.

'Regulation' means the *Associations Incorporation Regulation 2010*.

'Register' means a register of Members kept and maintained in accordance with clause 7.

'Special Resolution' means a Special Resolution defined in the Act.

'SSO' means the State Sport Organisation being Dragon Boats NSW.

1.3 Interpretation

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) reference to a function includes a reference to a power, authority and duty;
- (d) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (e) words importing the singular include the plural and vice versa;
- (f) words importing any gender include the other genders;
- (g) references to persons include corporations and bodies politic;
- (h) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (i) a reference to a statute, ordinance, code or other law includes By-Laws and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (j) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

1.4 Severance

- (a) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.
- (b) 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.

1.5 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

1.6 Objects of CCDBC

CCDBC is established solely for the Objects. The Objects of CCDBC are established to:

- (a) To support, encourage & promote the development of dragon boating as a contribution to a healthy lifestyle for all members of the community in the Local Area;
- (b) To promote participation and inclusiveness for all members of the community in the Local Area, including but not limited to those with disabilities, current and past health challenges and people from cultural and linguistically diverse backgrounds;
- (c) To create opportunities to allow members to compete at all levels in the sport of dragon boating;
- (d) To educate, train, coach and encourage members of CCDBC.
- (e) Act, at all times, on behalf of and in the interest of the members and dragon boating in the Local Area;

- (f) Affiliate and otherwise liaise with SSO and/or NSO of which CCDBC is a member and adopt their rule and policy frameworks to further these Objects; and
- (g) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

Part 2 – Membership

2. Members

2.1 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 2.3.

2.2 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.

2.3 A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

3. Membership

3.1 Application for Membership

An application for membership must be:

- (a) In writing on the form prescribed from time to time by CCDBC;
- (b) accompanied by the appropriate fee (if any).

3.2 Discretion to Accept or Reject Application

- (a) CCDBC may accept or reject an application whether the applicant has complied with the requirements in clause 3.1 or not. CCDBC shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where CCDBC accepts an application, the applicant shall become a member. Membership shall be deemed to commence upon acceptance of the application by the Club. The Register shall be amended accordingly as soon as practicable.
- (c) Where CCDBC rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the CCDBC.

3.3 Renewal

Members must renew their membership annually in accordance with the procedures set down by CCDBC in By-Laws from time to time.

3.4 Deemed Membership

All persons who are, prior to the approval of this Constitution under the Act, members of CCDBC shall be deemed members from the time of approval of this Constitution under the Act.

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) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 3.1 within 3 months after the fee is due.

5. Membership entitlements not transferable

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

- (a) A member of the association may resign from membership of the association by first giving to the administration officer written notice of at least one 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.
- (b) If a member of the association ceases to be a member under subclause 6 (a), and in every other case where a member ceases to hold membership, the administration officer 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

- (a) The public officer 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.
- (b) The register of members must be kept in New South Wales:
 - (i) at the main premises of the association, or
 - (ii) if the association has no premises, at the association's official address.
- (c) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (d) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (e) If a member requests that any information contained on the register about another member (other than the member's name), that information must not be made available for inspection.
- (f) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Effect of Membership

Members acknowledge and agree that:

- (a) This Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the By-Laws.

- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) by submitting to this Constitution and By-Laws they are subject to the jurisdiction of the Club, SSO and NSO.
- (d) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of dragon boating; and they are entitled to all benefits, advantages, privileges and services of Club membership

9. Fees and subscriptions

- (a) A member of the association must, on admission to membership, pay to the association an annual membership fee of \$1 or, if some other amount is determined at the annual general meeting of CCDBC, that other amount.
 - (i) except as provided by paragraph (ii), before 1 July in each calendar year, or
 - (ii) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

10. Members' liabilities

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 9.

11. Resolution of disputes

- (a) If a dispute arises between a member and another member (in their capacity as members) of the association, the parties shall:
 - (i) Seek the guidance of the MPIO and/or a member of the committee as to the nature of the dispute.
 - (ii) Within 14 days of seeking the guidance as referred to in clause 11 (a) (i) the parties, together with the MPIO and/or committee member to meet, discuss the matter in dispute and, if possible, resolve the dispute.
 - (iii) If the dispute is not resolved within 21 days of the meeting referred to in clause 11 (a) (ii) then the parties shall attend a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
 - (iv) If the dispute is not resolved within 3 months of the mediation referred to in clause 11 (a) (iii) then the parties are to agree on an arbitrator and attend arbitration.
- (b) If a dispute arises between a member(s) and the association this dispute is to be reported to the MPIO and/or a member of the committee and then:
 - (i) A meeting for the parties is to be convened within 14 days of the initial report of the dispute to discuss the matter.
 - (ii) If, within 10 days, the parties are unable to resolve the dispute at the meeting referred to in clause 11 (b) (i) or if a party fails to attend that meeting, then the parties must, refer the dispute to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
 - (iii) If the dispute is not resolved within 3 months of the mediation referred to in clause 11 (b) (ii) then the parties are to agree on an arbitrator and attend arbitration.
- (c) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.
- (d) The Committee may prescribe additional grievance procedures in the Regulations consistent with this clause 11.

12. Disciplining of members

- (a) A complaint may be made to the committee by any person that is a member of the association:
 - (i) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (ii) has wilfully acted in a manner prejudicial to the interests of the association.
- (b) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the committee decides to deal with the complaint, the committee:
 - (i) must cause notice of the complaint to be served on the member concerned, and
 - (ii) 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
 - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (d) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (e) If the committee expels or suspends a member, the administration officer must, within 7 days after the action is taken, cause written 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 13.
- (f) The expulsion or suspension does not take effect:
 - (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (ii) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 13, whichever is the later.

13. Right of appeal of disciplined member

- (a) A member may appeal to the association in general meeting against a resolution of the committee under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the administration officer a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a member under subclause (a), the administration officer must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the administration officer received the notice.
- (d) At a general meeting of the association convened under subclause (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.
- (e) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 - The committee

The members of the administrative committee or governing body of CCDBC in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next annual general meeting following such adoption of this Constitution. After this General Meeting the committee positions shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

14. Powers of the committee

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.

15. Composition and membership of committee

- (a) The committee is to consist of:
 - (i) the office-bearers of the association, and
 - (ii) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 16.
- (b) The total number of committee members is to be at least 7 but not more than 9.
- (c) The office-bearers of the association are as follows:
 - (i) the president,
 - (ii) the vice-president,
 - (iii) the finance officer,
 - (iv) the administration officer.
- (d) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (e) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

16. Election of committee members

- (a) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (i) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (ii) must be delivered to the administration officer of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (g) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

17. Administration Officer

- (a) The administration officer of the association must, as soon as practicable after being appointed as administration officer, lodge notice with the association of his or her address.
- (b) It is the duty of the administration officer to keep minutes of:
 - (i) all appointments of office-bearers and members of the committee, and
 - (ii) the names of members of the committee present at a committee meeting or a general meeting, and
 - (iii) all proceedings at committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (d) Other duties as described in any By-Laws of CCDBC.

18. Finance Officer

It is the duty of the finance officer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

19. Casual vacancies

- (a) 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, until the conclusion of the annual general meeting next following the date of the appointment.
- (b) A casual vacancy in the office of a member of the committee occurs if the member:
 - (i) dies, or
 - (ii) ceases to be a member of the association, or
 - (iii) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (iv) resigns office by notice in writing given to the administration officer, or
 - (v) has acted in a manner unbecoming or prejudicial to the Objects and interests of CCDBC or has brought CCDBC into disrepute and is removed from office under clause 19, or
 - (vi) becomes a mentally incapacitated person, or
 - (vii) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (viii) 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
 - (ix) 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.

20. Removal of committee members

- (a) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) If a member of the committee to whom a proposed resolution referred to in subclause (a) relates makes representations in writing to the administration officer or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the administration officer or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled

to require that the representations be read out at the meeting at which the resolution is considered.

21. Committee meetings and quorum

- (a) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (b) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (c) Oral or written notice of a meeting of the committee must be given by the administration officer 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.
- (d) Notice of a meeting given under subclause (c) 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.
- (e) 51% of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (f) 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.
- (g) 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.
- (h) At a meeting of the committee:
 - (i) the president or, in the president's absence, the vice-president is to preside, or
 - (ii) 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.

22. Delegation by committee to sub-committee

- (a) 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:
 - (i) this power of delegation, and
 - (ii) a function which is a duty imposed on the committee by the Act or by any other law.
- (b) 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.
- (c) 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.
- (d) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (e) 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.
- (f) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (g) A sub-committee may meet and adjourn as it thinks proper.

23. Voting and decisions

- (a) 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.
- (b) 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.
- (c) A Junior Member is not entitled to vote at any General Meeting of the Association.
- (d) Subject to clause 21 (e), the committee may act despite any vacancy on the committee.
- (e) 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.
- (f) A member is not entitled to vote at any committee or sub-committee meeting of the association unless all money due and payable by the member to the association has been paid.

Part 4 - General meetings

24. Annual general meetings - holding of

- (a) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (b) The association must hold its annual general meetings:
 - (i) within 6 months after the close of the association's financial year, or
 - (ii) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

25. Annual general meetings - calling of and business at

- (a) The annual general meeting of the association is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the committee thinks fit.
- (b) 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:
 - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (ii) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (iii) to elect office-bearers of the association and ordinary committee members,
 - (iv) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (c) An annual general meeting must be specified as such in the notice convening it.

26. Special general meetings - calling of

- (a) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (b) The committee must, on the requisition in writing of at least 10 per cent of the total number of members, convene a special general meeting of the association.
- (c) A requisition of members for a special general meeting:
 - (i) must state the purpose or purposes of the meeting, and
 - (ii) must be signed by the members making the requisition, and
 - (iii) must be lodged with the administration officer, and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (d) 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 administration officer, 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.
- (e) A special general meeting convened by a member or members as referred to in subclause (d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

27. Notice

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the administration officer must, at least 14 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.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the administration officer 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 subclause (a), the intention to propose the resolution as a special resolution.
- (c) 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 25 (b).
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the administration officer who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28. Quorum for general meetings

- (a) 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.
- (b) At least 30% of members (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.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of members, is to be dissolved, and
 - (ii) 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.
- (d) 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 15% of Members of CCDBC) are to constitute a quorum.

29. Presiding member

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

30. Adjournment

- (a) 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.

- (b) If a general meeting is adjourned for 14 days or more, the administration officer 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.
- (c) Except as provided in subclauses (a) and (b), 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

- (a) A question arising at a general meeting of the association is to be determined by either:
 - (i) a show of hands, or
 - (ii) if on the motion of the chairperson or if 3 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (b) 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.
- (c) 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.

32. Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

33. Voting

- (a) On any question arising at a general meeting of the association a member has one vote only.
- (b) 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.
- (c) A Junior member is not entitled to vote at any General Meeting of the association.

34. Proxy voting

- (a) Each member is to be entitled to appoint another member as proxy by notice given to the Administration Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) Each member may only hold one proxy for any General Meeting of the Association.

35. Postal ballots

- (a) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 13).
- (b) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

36. Insurance

The association may effect and maintain insurance.

37. Funds - source

- (a) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (b) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (c) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Funds - management

- (a) 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.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.
- (c) no portion of any income or property of CCDBC shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member.

39. Winding up

- (a) Subject to this Constitution the Club may be wound up in accordance with the Act.
- (b) The liability of the members of the association is limited.
- (c) Every member undertakes to contribute to the assets of the Club in the event of it being wound up while a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the Club contracted before the time at which they ceased to be a member and towards the costs, charges and expenses of winding up the Club, such an amount not exceeding one dollar (\$1.00).

40. Distribution of Property on winding up

If upon winding up or dissolution of the association there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objects similar to those of the association. The organisation(s) must prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the association by this Constitution. The organisation(s) is to be determined by the members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

41. Change of name, objects and constitution

This Constitution shall not be altered except by Special Resolution. 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 the public officer or a committee member.

42. By-Laws

- (a) CCDBC may formulate, issue, adopt, interpret and amend By-Laws for the proper advancement, management and administration of the association, the advancement of the purposes of the association and dragon boating in the local area. Such By-Laws must be consistent with the Constitution and any policy directives of CCDBC.
- (b) All By-Laws are binding on the association and all members.
- (c) All clauses, rules, by-laws and By-Laws of the Club in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and By-Laws are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be By-Laws and shall continue to apply.

43. Indemnity

- (a) Every member of the association will be indemnified out of the property and assets of the association against any liability incurred by them in their capacity as a member in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The association shall indemnify its members against all damages and losses (including legal costs) for which any such member may be or become liable to any third party in consequence of any act or

omission where performed or made while acting on behalf of the association, except wilful misconduct:

44. Custody of books

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.

45. Inspection of books

- (a) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (i) records, books and other financial documents of the association,
 - (ii) this constitution,
 - (iii) minutes of all committee meetings and general meetings of the association.
- (b) A member of the association may obtain a copy of any of the documents referred to in subclause (a) on payment of a fee of not more than \$1 for each page copied.

46. Service of notices

- (a) For the purpose of this constitution, a notice may be served on or given to a person:
 - (i) by delivering it to the person personally, or
 - (ii) by sending it by pre-paid post to the address of the person, or
 - (iii) 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.
- (b) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (ii) 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
 - (iii) 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.

47. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

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