

# **CONSTITUTION OF**

# **AMAZONS PERTH DRAGON BOAT CLUB INC**

**As at 31 August 2012**  
**(Original February 2006 / Revised 26 May 2012)**

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## **1. NAME**

The name of this organisation shall be Amazons Perth Dragon Boat Club Inc. (hereafter referred to as the "Association").

## **2. DEFINITIONS**

- 2.1. An Ordinary Member is an individual who has registered with the Association and paid the annual registration fee.
- 2.2. Board means the Board of Management as defined in section 13.
- 2.3. DAA means Dragons Abreast Australia.
- 2.4. Act means the Associations Incorporation Act 1987.

## **3. OBJECTS AND AIMS**

The objects and aims for which the Association is established are:

- 3.1. To promote and encourage the development of dragon boat clubs associated with breast cancer survivors in WA.
- 3.2. To raise awareness of breast cancer in the community and demonstrate that people can be actively involved in sport after breast cancer.
- 3.3. If and when the Association is a member club of DAA, to adhere to and assist with the development of the regulations for Dragons Abreast teams within Australia and internationally in conjunction with Dragons Abreast Australia ("DAA").
- 3.4. To represent the interests of breast cancer survivor dragon boat participants and their supporters with other sporting bodies.
- 3.5. To maintain contact and liaison with other organisations whose objectives are similar.
- 3.6. To provide the opportunity for breast cancer survivors and their supporters to develop supportive networks.
- 3.7. To develop public awareness of the dragon boat clubs associated with breast cancer.

- 3.8. To promote and encourage dragon boat racing in Western Australia, and maintain the cultural traditions of the sport.
- 3.9. To ensure Risk Management and Duty of Care policies exist for all members.
- 3.10. To adhere to the rules for dragon boat racing in Australia as advised by the Dragon Boating WA ("DBWA") and the Australian Dragon Boat Federation ("AusDBF");
- 3.11. To assist in the promotion of Western Australia as a venue for national and international dragon boat racing;
- 3.12. To hold funds derived from the fees of members, donations, grants, payments and other such sources as may be approved by the Association.
- 3.13. To donate and promote donations for registered charities or charitable organisations as deemed appropriate by the membership from time to time.
- 3.14. To disburse funds in order to settle debts, purchase equipment and/or property and in any other manner so as to further these objects. Provided that in case the Association shall take or hold any property which may be subject to trusts, the Association may only deal with the same in such manner as is allowed by law having regards to such trusts.
- 3.15. The Association shall be empowered to do all such acts and things necessary which are incidental to and necessary for the attainment of the above Objects and Aims of the Association.
- 3.16. The property and income of the Association shall be applied solely towards the promotion of the Objects and Aims of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those Objects and Aims.

#### **4. MEMBERSHIP**

Membership of the Association is open to all individuals in Western Australia who accept the Objects and Aims of the Association.

- 4.1. Membership to the Association will be in the following classes:-
  - a) Ordinary Members.
  - b) Affiliate Members.
  - c) Life and Honorary Members.
- 4.2. Ordinary Members are those individuals who are full members and are registered with the Association under Clause 5.7.
- 4.3. Affiliate Members are those members who have demonstrated interest or investment in the sport of dragon boat racing in Western Australia, either broadly or specifically and being in an area the Board considers appropriate and can be individuals, Corporations and Incorporated bodies interested in the work of the Association.
- 4.4. Life and Honorary Members are those members admitted under Clause 6 hereof.
- 4.5. Any application for membership shall be addressed to the Board in writing on the prescribed form, and shall state the class of membership sought and shall include an application fee to be determined by the Board, which shall be reviewed annually.
- 4.6. Such application shall be considered at the next Board meeting of the Association, which shall determine upon the admission or rejection of the applicant. The Board will not be required to give any reason for the rejection of the applicant.
- 4.7. All members, either Ordinary or Affiliate Members, must be registered annually with the Association and pay the annual membership fee as determined by the Board.
- 4.8. The voting rights of an Ordinary Member will commence after admission of the applicant.
- 4.9. A register of members shall be kept up to date by the Secretary of the Association, showing the name, postal or residential address, of each member where available. Such register to be available to each member for inspection in hard copy upon request.

- 4.10. Any individual who ceases to be a member will be deleted from the register of current members.

## **5. LIFE AND HONORARY MEMBERSHIP**

- 5.1. Life Membership may be bestowed upon any individual who in the opinion of the Association has given outstanding service to the Association.
- 5.2. A proposal for Life Membership shall be given by notice and shall include a resume of the proposed recipient's contribution of service and shall accompany the Notice of Annual General Meeting and be given to all Members.
- 5.3. Such a motion to confer Life Membership must be affirmed by a secret ballot at an Annual General Meeting by a three-fourths majority of those present and eligible to vote.
- 5.4. Honorary Membership may at the discretion of the Board be conferred for a limited period of time, for an outstanding contribution or for a distinguished visitor.

## **6. PATRON OF THE ASSOCIATION**

The Association may seek to appoint a suitable person as Patron of the Association.

## **7. MEMBERS LIABILITY**

The Members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of winding up the Association except to the amount of any unpaid membership or registration fee.

## **8. EXPULSION**

- 8.1. The Board may vote of at least three-fourths of their number to expel, suspend or reprimand any Member, should any Member not comply with the Rules of the Association, or is found guilty of conduct which is, in the opinion of the Board, is prejudicial to the interests of the Association or its Members.

- 8.2. Before any Member is expelled, suspended or otherwise reprimanded, an appointed Sub Committee shall inquire into the conduct in question, and the Member shall be given the opportunity to justify or explain their conduct before that Committee.
- 8.3. Providing that a quorum is established and the majority of the Sub Committee is present when the matter is enquired into, and that they are of the opinion that the Member has been guilty of such action as afore-said, then the Sub Committee may recommend to the Board that the Member in question be expelled or suspended from the membership to the Association, or otherwise recommend that the Board reprimand that Member as the case may be.
- 8.4. Should any member fail to appear at an inquiry conducted under Clause 9.2 and Clause 9.3 hereof, or any adjournment thereof, the Sub Committee may proceed in that Member's absence to conduct the said inquiry and to make its findings as herein before empowered.
- 8.5. Any Member expelled or suspended from membership of the Association shall lose and forfeit to the Association all interest and benefit in the funds and property of the Association and all rights attached to membership.

## **9. CESSATION OF MEMBERSHIP**

Membership to the Association and all membership entitlements shall cease 30 days after the issuing of Membership Renewal Notices containing the membership fees for the following year as affirmed at the Association's Annual General Meeting. Membership may also cease upon resignation, expulsion or failure to pay outstanding membership fees.

## **10. RESIGNATION**

- 10.1. A Member may at any time, by giving notice in writing to the Treasurer, resign their membership.

- 10.2. Any Member who resigns from the Association shall lose and forfeit to the Association all interest and benefit in the funds and property of the Association and all rights attaching to membership.

## **11. MEMBERS GRIEVANCES**

The Board sets the procedures that must be followed if a grievance is received relating to the Association's members or policies. For a grievance to be considered the complaints procedure, as determined by the Board must be followed.

## **12. MANAGEMENT BOARD**

- 12.1. The Management Board, 'The Board', shall be responsible for setting policy, planning and managing the usual business affairs of the Association in accordance with the Objects and Aims of the Association detailed in Clause 3.
- 12.2. The Board members shall comprise the Office Bearers of the Association as specified in Clause 13.12 plus three other elected Board members. Office Bearers and Board members must be financial Ordinary Members of the Association.
- 12.3. The Board may, by their own election, invite any Life Member to sit on the Board in an advisory capacity.
- 12.4. The Board may elect from among themselves, or appoint from ordinary members, in addition to the Board members, the following:-
- a) Public Relations / Marketing
  - b) Newsletter Editor
  - c) Coach and coaching team
  - d) Team Co-ordinator
  - e) Regatta Organiser
  - f) Travel Co-ordinator
  - g) Fundraising Co-ordinator
- such appointments to be for a specified term of up to twelve months, after which time the Board can re-elect these positions.

- 12.5. The Board shall meet as often as is deemed necessary, but will meet at least eight times per year.
- 12.6. A meeting of the Board may be called on the written or emailed request of at least three Board members addressed to the Secretary of the Association and upon receipt of such request, the Secretary shall convene a meeting on a date not later than 14 days following the receipt of such a request.
- 12.7. A Board member shall cease to hold office in any capacity with the Association upon any of the following:-
- a) Death;
  - b) Ceasing to be a financial registered Ordinary Member of the Association;
  - c) Giving notice of resignation in writing to the Secretary;
  - d) Becoming an insolvent under administration, within the meaning of the Corporations Law;
  - e) Becoming mentally incapacitated;
  - f) Being absent without apology from three consecutive Board meetings;
  - h) Upon membership or affiliation with a body or association with objectives and aims that are in conflict with the Objects and Aims of the Association;
  - i) Upon six continuous years of holding a Board Member position unless 95% of the eligible members in attendance at that Annual General Meeting vote otherwise; or
  - j) Suspension or expulsion of Association membership.
- 12.8. An individual who is required by Clause 13.7(i) to retire from the Board is not eligible to nominate for a Board position for one year immediately following their retirement.
- 12.9. The quorum of the Board shall be one half of the elected Board members plus one. Should a quorum not be present, a new meeting shall be convened after the expiration of 21 days but not later than 30 days and at such adjourned

meeting the delegates present shall form a quorum regardless of the number present.

- 12.10. Where a Board member has an interest in any dragon boat activity run for personal profit or advantage they will be required to complete a Pecuniary Interest Declaration stating the nature of their interest and the nature of the activity.
- 12.11. Where a Board member has an interest in any dragon boat activity run for personal profit or advantage they will disqualify themselves from taking part in any Board vote in relation to that activity.
- 12.12. Life, Honorary and Affiliate members shall have no voting entitlements at meetings of the Board, unless they hold a Board position.
- 12.13. The elected Office Bearers of the Association will be as follows:-
- a) President
  - b) Vice President
  - c) Secretary
  - d) Treasurer
- 12.14. A Board members term will be from their election at an Annual General Meeting (Clause 21) until the election of Board members at the second Annual General Meeting after their election, but such persons are eligible for re-election to membership of the Committee, subject to Clauses 13.7 and 13.8.
- 12.15. Retirement of Office Bearers and Board members shall be staggered such that 50% of the Board will retire each year as follows:-

ODD NUMBERED YEAR	EVEN NUMBERED YEAR
President	Vice President
Secretary	Treasurer
Board Member 1	Board Member 3
Board Member 2	

12.16. The Secretary will have custody of the records, books, documents and securities of the Association.

### **13. SUB-COMMITTEES**

13.1. Sub-Committees may be formed for the purpose of pursuing any of the Objects and Aims of the Association and for any other purpose as the Board may determine from time to time.

13.2. The Chair of any Sub-Committee shall be appointed by the Board.

13.3. The President and the Secretary shall be ex-officio members of all Sub-Committees.

### **14. AUDIT**

14.1. A financial audit must be conducted within three months after the financial year end.

14.2. If required to do so by the funding body, or if otherwise deemed appropriate, the Board shall appoint an auditor who shall report to the Members in accordance with the relevant standards and regulations.

### **15. FINANCIAL YEAR**

The financial year of the Association shall commence on the 1<sup>st</sup> day of July and end on the 30<sup>th</sup> day of June, of the following year.

### **16. SUBSCRIPTION AND REGISTRATION**

16.1. The annual membership fee to be paid by all Members and Affiliate Members of the Association shall be prescribed by the Board at the Annual General Meeting and shall be paid prior to the first day of September. (Note: that the membership fee establishes financial membership for the year 1<sup>st</sup> October and ends 30<sup>th</sup> September in the following year.)

16.2. No part of the membership fee shall be refunded to any member retiring or resigning from the Association.

## **17. DEFAULT OF MEMBERS**

17.1. While any monies payable by an Ordinary Member are overdue, that Member may not vote or be counted in a quorum for a meeting of the Board or exercise any powers as members of the Association unless the Board resolves otherwise.

## **18. VOTING**

18.1. All Members of the Board, present at a Board meeting (or involved in a poll of the Board members) shall be entitled to one (1) vote.

18.2. Each Board Member or Proxy will be entitled to one (1) vote on any one motion or matter at any Board meeting at which they are present or in any poll of a meeting of the Board, called for whatever purpose.

18.3. Voting shall be by simple majority, unless otherwise stated in the Rules.

18.4. Voting will be by a show of hands where Board Members are physically present and voting, or, by assent in a poll or other circumstances when Board Members are not physically present, except that:-

- a) Any contested election at the Annual General Meeting or otherwise shall be by secret ballot.
- b) Any meeting may, by show of hands, require any other vote to be by secret ballot.
- c) A special resolution will require seventy-five percent of the members (rounded up) voting to be resolved in the affirmatives.
- d) Where a resolution regarding an issue is required and the calling of a Board meeting (whether a general meeting or a meeting of the Board) is deemed by the President to be difficult or impossible to call within the time frame required for the resolution of the matter at hand, the Secretary may conduct a poll of Board members either by telephone or by any other means deemed appropriate in order to obtain a resolution. All members of the Board (or in the case of a general

resolution, all Members) must be contacted as part of the poll and no resolution will be declared unless this proviso is met. The results of such a poll will be declared in writing to all members of the Association within SEVEN (7) days of the taking such a poll.

- e) All elections and/or appointments to the Board will be voted upon regardless of the number of candidates standing for such positions.
- f) At any meeting of the Association, in the case of a tied vote on any matter, the President shall exercise a casting vote.

18.5. Any person(s) may be invited to attend any meeting but will speak only at the direction of the Chair (or any other Board member deemed to be presiding at the meeting in question).

## **19. BOARD MEETINGS**

- 19.1. At least 7 days notice of all general meetings and notices of motion shall be given to all Board members (except for the Annual General Meeting and for an Extraordinary General Meeting).
- 19.2. Written notice of all meetings shall be given to members either personally, by post, by email, by fax or by any other available telecommunications channels.
- 19.3. Notices sent by post shall be deemed to have been received two days after the date of posting.
- 19.4. Board meetings of the Association shall be held in the following manner:-
  - a) The President, or in their absence the Vice President shall take the chair.
  - b) In the event of the President and the Vice President being absent from a duly convened meeting, such a meeting may elect a Chair from its midst.
  - c) The Chair shall open and close the meeting and conduct it in accordance with the Rules ordinarily observed in the conduct of meetings.

- d) Only financial Board Members are eligible to vote. Each Board member is entitled to a single vote.
- e) All motions must be clearly formulated and must be proposed and seconded by Board Members eligible to vote.
- f) Voting is to be by a show of hands unless a secret ballot is demanded. A simple majority shall make decisions unless otherwise stated in these rules.
- g) In case of equality on voting on any question, the Chair of the meeting shall exercise a second or casting vote in favor of maintaining the status quo.
- h) The Chair will have the right at his/her absolute discretion and without assigning any reason for so doing, of adjourning the debate on any other matter of particular importance until the next ensuing meeting.

## **20. ANNUAL GENERAL MEETING**

- 20.1. There shall be an Annual General Meeting of the Association within four months of the end of the Association's financial year.
- 20.2. Members shall be given notice in writing at least 28 days before such meeting.
- 20.3. In addition to any other business which may be transacted at an Annual General Meeting, the business of the meeting shall include the following:-
  - a) To confirm the minutes of the last Annual General Meeting and of any Extraordinary General Meeting held since the meeting.
  - b) To receive the Board's report on the activities of the Association in the last financial year.
  - c) To elect Office Bearers and other Board members as specified in Clause 13.2 for the ensuing twenty-four months.
  - d) To receive and consider financial statements from the Board which are not misleading and gives a true and fair view of the last financial year of the Association's:-
    - i) income and expenditure

- ii) assets and liabilities
  - iii) mortgages, charges and other securities
  - iv) trust properties.
- 20.4. Any notices of motions to be lodged shall be in writing and received by the Secretary within no less than 14 days prior to the date of the Annual General Meeting.
- 20.5. The Secretary will cause the prescribed nomination forms for all 'elected' positions to be distributed to all members with the notice of the Annual General Meeting. The completed nomination forms shall be received by the Secretary within no less than 14 days prior to the date of the Annual General Meeting.
- 20.6. Any other business to be discussed may be raised at the meeting provided such business has already been included in the Notice of Meeting Agenda circulated to all members.
- 20.7. The President (or any other member deemed to be presiding at the Annual General Meeting) is not bound to accept any nominations for Board Member positions received after the start of the Annual General Meeting.
- 20.8. At the discretion of the President (or any other members deemed to be presiding at the Annual General Meeting), further nominations may be accepted from the floor of the Annual General Meeting.
- 20.9. Only financial members of the Association shall be entitled to vote at the Annual General Meeting.
- 20.10. The quorum of the Annual General Meeting shall be three fourths of the Board Members plus 10% financial members of the Association. Should a quorum not be present, a new meeting shall be convened after the expiration of 14 days but not later than 28 days, and at such adjourned meeting the members shall form a quorum regardless of the number present.

## **21. EXTRAORDINARY MEETING**

- 21.1. The Board in special circumstances, which in their opinion make it necessary, may convene an Extraordinary General Meeting. The date and agenda of such meeting shall be made known to all members at least 28 days in advance.
- 21.2. Such a meeting shall be convened if at least 6 Ordinary Members of the Association, eligible to vote, make an application in writing containing their signature and stating reasons for calling such a meeting.
- 21.3. The Rules relating to a quorum for an Extraordinary Meeting shall be the same as for the Annual General Meeting

## **22. CASUAL VACANCIES**

In the event of a casual vacancy on the Board, the Board shall replace the vacancy concerned until the next Annual General Meeting or Extra-ordinary Meeting called for that purpose.

## **23. PROXIES**

- 23.1. A vote may be by proxy.
- 23.2. Each Member eligible to vote is entitled to appoint a proxy provided a written notice (in the prescribed format) is given to the Secretary of the Association prior to the commencement of the meeting.
- 23.3. The President (or any other member deemed to be presiding at the meeting) is not bound to accept any proxy Forms received after the start of a meeting.
- 23.4. A duly appointed proxy must be an Ordinary Member.

## **24. FUNDS**

The funds of the Association shall be derived from the member's subscriptions, registration fees; donations, grants, bequests and such other sources as the Board may determine from time to time.

## **25. SEAL**

The Seal of the Association shall be kept in the custody of the Secretary of the Association or other person nominated by the Board from time to time, and shall only be affixed on the authority of a resolution of the Board and in the presence of the Secretary or other nominated person and any two Office Bearers of the Board.

## **26. ALTERATION TO THE RULES**

26.1. These rules shall not be altered, repealed or added to except by a special resolution carried by at least three fourths majority of those present at an Annual General Meeting or Extraordinary General Meeting, of which 28 days notice together with a copy of any proposed alteration, repeal or addition has been given.

## **27. DISSOLUTION**

27.1. The Association shall be deemed to have been dissolved if and when a resolution in favour of dissolution shall be carried by at least three fourths majority at a meeting of the Board specially called for the purpose of considering such dissolution and such special resolution shall be ratified by at least three fourths majority of members at a General Meeting specially called for the purpose.

27.2. Upon the dissolution of the Association a liquidator shall be appointed to wind up the affairs of the Association. All property of the Association shall be realised and sold and the monies obtained thereby together with any monies in hand shall be used and applied firstly in paying the expenses of such realisation and sale, secondly in paying and discharging all debts and liabilities for which the Association is responsible, and the surplus (if any) then remaining shall be distributed to another association incorporated under the

Act which has similar objects and aims and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

## **28. GENERAL REGULATIONS**

- 28.1. All matters not contained within this Constitution may be provided for in the General Regulations of the Association.
- 28.2. General Regulations as prescribed and affirmed by the Board from time to time shall have the same force as this Constitution.
- 28.3. The General Regulations are to include the job descriptions of the Board members.
- 28.4. No regulations shall be repugnant of this Constitution.
- 28.5. Any alteration or addition to the Regulations shall be affirmed by a simple majority of members eligible to vote at a Board Meeting.
- 28.6. All members shall be given 28 days notice of any proposed alteration or addition to the General Regulations.
- 28.7. Any matter not specifically covered by this Constitution or the General Regulations may be determined by resolution of a simple majority of those Members eligible to vote at a Board Meeting.

## **29. INSPECTION OF RECORDS**

A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

## **30. INTERPRETATION**

- 30.1. Contended items; words and definitions used within this Constitution shall be interpreted according to the popular usage. Where such usage is still contended, such contended items, words and definitions will be interpreted according to the Commonwealth Acts, Interpretation Acts as amended from time to time. Where such contended items, words or definitions are not

covered by the said Act, the item may be interpreted by a majority decision at a Board Meeting. Such an interpretation shall remain in force until the subsequent Annual General Meeting where if necessary it will be reviewed.

30.2. Rules means the Rules of the Dragon Boating WA Inc.

30.3. The Association will operate under relevant laws of the state of Western Australia as amended from time to time and any relevant Commonwealth laws as appropriate.