

Surfers Paradise Rowing Club Inc. Constitution

Surfers Paradise Rowing Club Inc.

IA10158

159 Bundall Road

BUNDALL QLD 4217

PO Box 8781

GCMC BUNDALL QLD 9726

Email: rowing@gusprc.com.au

Website: www.gusprc.com.au



Rowing Queensland Limited Member Club

1. NAME

The name of the association is Surfers Paradise Rowing Club Incorporated (the **Association**).

2. DEFINITIONS AND INTERPRETATION

2.1. Definitions

In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Act 1981 (Qld)*.

AGM or **Annual General Meeting** means the Annual General Meeting of the Association required to be held by the Association in each calendar year under section 55 of the Act.

Association means Surfers Paradise Rowing Club Incorporated.

By Laws means any By-Laws made by the Management Committee under clause 33.

Chairperson of a general meeting or committee meeting, means the person chairing the meeting as required by clause 20.2.

Chief executive means the chief executive referred to in section 12 of the Act.

Committee Member means a member of the Management Committee appointed under this Constitution.

Constitution means this Constitution of the Association as amended from time to time.

Delegate means a person appointed by the Management Committee from time to time to act for and on behalf of the Association in its dealings with Rowing Queensland Limited.

Financial year means the year ending 30 June in each year.

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

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or registrable) relating to the Association or any championship, competition, series or event or rowing activity of or conducted, promoted or administered by the Association.

Management Committee means the body managing the Association and consisting of the Committee Members under clause 25.

Member means a registered member of the Association recognised under clause 9 from time to time in such categories as may be defined in this Constitution or the By-Laws.

Member Club means a legal entity representing a rowing club admitted as a member of Rowing Queensland Limited.

Member entitled to vote means a Member who under clause 21 is entitled to vote at a general meeting.

Membership Year means between 1 January in a year and 31 December that year.

Objects means the objects of the Association in clause 3.

Policies means the Rowing Queensland Governance Policies and Policy Documents as set from time to time.

President means the President for the time being of the Association.

Register means the register of Members in clause 11.

Rowing Queensland means Rowing Queensland Limited, the body responsible for the administration of rowing activities in Queensland.

Seal means the common seal of the Association and includes any official seal of the Association.

Special Resolution has the same meaning as defined in the Act.

State means and includes a State or Territory of Australia.

2.2. Interpretation

In this Constitution:

- (i) a reference to a function includes a reference to a power, authority and duty;
- (ii) 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;
- (iii) words importing the singular include the plural and vice versa;
- (iv) words importing any gender include the other genders;
- (v) references to persons include corporations and bodies politic and any legal personal representatives, successors and permitted assigns of that person;
- (vi) a reference to a statute, ordinance, code or other law includes regulations 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
- (vii) 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.

2.3. Severance

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.

2.4. Expressions in 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.

2.5. Sole Purpose

The Association is established solely for the Objects.

2.6. Model Rules

The provision at section 47(1) of the Act do not apply and the model rules do not apply.

3. OBJECTS

The objects of the Association are to:

- (a) participate as a Member Club of Rowing Queensland;
- (b) provide a high quality, well-regulated rowing club, providing opportunity for sports and fitness, friendship and a sense of worth to members and the community.
- (c) deliver a rowing club infrastructure incorporating participation in recreational, junior, senior, elite and commercial rowing, both individual and team.
- (d) provide a positive progressive environment, qualified up to date coaching techniques and a positive social culture.
- (e) promote and encourage rowing and sculling and any other form of sporting activity which may from time to time be determined upon by the Committee;
- (f) develop and train oarsmen and oarswomen;
- (g) use and protect the Intellectual Property in pursuit of these Objects;
- (h) apply the property and capacity of the Association towards the fulfilment of these Objects;
- (i) conduct such forms of social effort as the Committee may from time to time deem advisable;
- (j) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE ASSOCIATION

- (a) The Association has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001* (Cth).
- (b) The Association also has the powers and functions under the Act.
- (c) The Association may only exercise its powers and use its income or assets (including any surplus) for its Objects.
- (d) The Association has the power to do all such other things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Association.

5. LIABILITY

The liability of the Members of the Association is limited.

6. MEMBERS' CONTRIBUTIONS

Every Member of the Association undertakes to contribute to the assets of the Association if it is wound up while the Member is a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

7. STATUS AND COMPLIANCE OF ASSOCIATION

7.1. Membership of Rowing Queensland

The Association will maintain its membership of Rowing Queensland. Through this membership the Association will abide by the articles, rules, constitutions, regulations, By-laws and awards of Rowing Queensland.

7.2. Compliance of Association

The Members acknowledge and agree the Association shall:

- (a) be or remain incorporated in Queensland;
- (b) appoint through its Management Committee a Delegate to represent the Association at meetings of Rowing Queensland;
- (c) apply its property and capacity solely in pursuit of the Objects;
- (d) do all that is reasonably necessary to enable the Objects to be achieved;
- (e) act in good faith and loyalty to ensure the maintenance and enhancement of rowing, its standards, quality and reputation for the benefit of the Members; and
- (f) at all times act on behalf of and in the interests of the Members.

7.3. Operation of Constitution

The Association and the Members acknowledge and agree:

- (a) that they are bound by this Constitution and that this Constitution and the By-Laws, operate to create uniformity in the way in which the Objects and rowing are to be conducted, promoted, encouraged, advanced and administered;
- (b) to ensure the maintenance and enhancement of rowing, its standards, quality and reputation for the benefit of the Members and rowing;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of rowing and its maintenance and enhancement;
- (d) to act in the interests of rowing and the Members; and
- (e) where the Association considers or is advised that a Member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, or any resolution or determination of the Association; or

- (ii) acted in a manner prejudicial to the Objects and interests of the Association and/or rowing; or
- (iii) brought themselves, the Association, Rowing Queensland or rowing into disrepute;
- (iv) the Association may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary penalise the Member with such penalty as it thinks appropriate.

8. CLASSES OF MEMBERSHIP

- (a) The membership of the Association will include the following classes of Members:
 - (i) Life membership
Life membership may be awarded to any Member for outstanding service to the Association.
 - (ii) Honorary membership
Honorary membership may be awarded to any Member for outstanding service to the Association.
 - (iii) Senior membership – competitive
 - (iv) Senior membership – recreational
Senior member will be over the age of 18 years and not full-time secondary school students.
 - (v) Griffith Uni (Senior) membership – competitive
 - (vi) Griffith Uni (Junior) membership – competitive
 - (vii) Griffith Uni membership – recreational
Griffith Uni member will be affiliated with Griffith University.
 - (viii) Junior membership – competitive
 - (ix) Junior membership – school
Junior members will be under the age of 18 years at the commencement of the financial year, or full-time secondary school students at that date.
 - (x) Learn to row membership
Learn to row members will be beginner rowers.
 - (xi) Coach
 - (xii) Coach – TLC
Coach members will be coaches or coaching staff.
 - (xiii) Ex-officio membership
Ex-officio membership may be awarded to a person based on the position they hold elsewhere.
 - (xiv) Administration/Volunteer/Committee only membership
Administration/Volunteer/Committee members will be person/s involved in the Associations affairs, excluding the use of rowing equipment.
 - (xv) Temporary/Short term membership

Temporary/Short term members will be persons interested in participating in the Associations affairs and granted for a period of up to one (1) month.

- (b) The number of members in each class shall be unlimited.
- (c) The Management Committee will define the conditions of entry and the rights of each class of membership in the By-Laws and which will be reviewed annually.
- (d) The Management Committee may in its discretion create additional classes or sub-classes of membership.

9. MEMBERSHIP FEES

- (a) The Management Committee will determine the annual membership fee (if any) and any other fees or levies payable by Members or categories of Members to the Association and the time for and manner of payment.
- (b) The Management Committee may suspend the rights or privileges of any Member who is in arrears of payment of membership fees, or any other fee or charge owing to the Association, including the right to vote at General Meetings.

10. APPLICATION

10.1. Application for Membership

An application for membership by an individual (**applicant**) will be:

- (a) made in such form as the Management Committee in its discretion may prescribe;
- (b) the Management Committee may require applications to be in writing on the form prescribed from time to time by the Association and lodged with the Association;
- (c) the Management Committee may require application to be submitted online via an authorised online membership portal and/or in accordance with the process (if any) as prescribed by the Management Committee from time to time; and
- (d) accompanied by the appropriate fee, if any.

10.2. Admission and rejection of members

The Management Committee must consider an application for membership at its next meeting after it receives:

- (a) the application; and
- (b) the appropriate membership fee for the application.

10.3. Public Liability Insurance

The Management Committee will advise an applicant for membership of the amount of public liability insurance held by the Association.

10.4. Discretion to Accept or Reject Application

- (a) At the Management Committee's next meeting referred to in clause 10.2 the committee must decide by resolution whether to accept or reject the application.

- (b) The Management Committee will act reasonably and in good faith in considering whether to accept or reject an application.
- (c) The Management Committee will notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (d) Membership is deemed to commence upon acceptance of the application by the Association. The Register shall be updated accordingly as soon as practicable.
- (e) If the Management Committee reject the application, there is no requirement to give any reason for the rejection.
- (f) If the Association rejects the application, it will refund any application fees paid by the applicant.
- (g) In the event the Management Committee rejects the application an applicant does not have a right of appeal.

10.5. Re-Application

- (a) Members must re-apply for renewal of their membership of the Association each year in accordance with the procedures outlined in Clause 10.1 – 10.4 inclusive.
- (b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Association.

10.6. Deemed Membership

- (a) All individuals who are, prior to the approval of this Constitution, members of the Association shall be deemed Members of the Association from the time of approval of this Constitution under the Act.
- (b) The Members shall provide the Association with such details as may be required by the Association under this Constitution within one month of the approval of this Constitution under the Act.
- (c) Any Members of the Association prior to approval of this Constitution under the Act, who are not deemed Members under clause 10.6(a), shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

11. REGISTER OF MEMBERS

11.1. Register

The secretary must keep and maintain a Register of members that includes:

- (a) for each current member:
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) the current membership category;
 - (v) any other information determined by the Committee; and

- (b) for each former member, the date of ceasing to be a member.
- (c) Members shall provide notice of any change and required details to the Association within one (1) month of such change.

11.2. Inspection of Register

- (a) A Member is able to inspect the Register of members at all reasonable times.
- (b) A Member must contact the secretary to arrange an inspection of the Register and advise the purpose of the inspection.
- (c) Inspection of Association records will only be made available where the purpose of the inspection is for a proper purpose and is requested in good faith.
- (d) The Management Committee will determine a Member's information access request in its sole discretion taking into account confidentiality considerations and privacy laws.
- (e) The Management Committee may in its discretion allow limited access to information in the Register taking into account confidentiality considerations and privacy laws.
- (f) The Management Committee may in its discretion allow access to an extract of the Register, restricting access to all personal information of Members.

11.3. Use of Register

The Management Committee may in its discretion utilise the Register to further the Objects of the Association, subject to confidentiality considerations and privacy laws.

12. EFFECT OF MEMBERSHIP

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws and the Associations rules as varied from time to time;
 - (ii) they shall comply with and observe this Constitution and the By-Laws and the Associations rules as varied from time to time, and any determination, resolution or policy which may be made or passed by the Management Committee or any other entity with delegated authority;
 - (iii) the Constitution and By-Laws and the Associations rules as varied from time to time are necessary and reasonable for promoting the Objects and particularly the advancement of rowing;
 - (iv) neither membership of the Association nor this Constitution gives rise to:
 - (A) any proprietary right of Members in, to or over the Association or its property or assets;
 - (B) any automatic right of a Member to renewal of their membership of the Association;

- (C) subject to the Act and the Association acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and
- (v) they are entitled to all benefits, advantages, privileges and services of Association membership.
- (b) A right, privilege or obligation of a person by reason of their membership of the Association:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, refusal, resignation or otherwise.

13. DISCONTINUANCE OF MEMBERSHIP

13.1. Notice of Resignation

A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving notice in writing to the Association of resignation or withdrawal.

13.2. Termination for Breach

- (a) Membership of the Association may be terminated by the Management Committee if the member:
 - (i) is convicted of a serious offence rendering the Member ineligible from holding or applying for a blue card in Queensland;
 - (ii) is in breach of any clause of this Constitution, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the By-Laws and the Associations rules as varied from time to time, or any resolution or determination made or passed by the Management Committee or any duly authorised committee; or
 - (iii) conducts him or herself in a way considered to be injurious or prejudicial to the Objects, character or interests of the Association.
- (b) Subject to this Constitution, membership shall not be terminated by the Management Committee under clause 13.2(a) without the Management Committee first giving the accused Member a reasonable opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Management Committee's view to adequately explain or remedy the breach, that Member's membership shall be terminated under clause 13.2(a) by the Association giving written notice of the termination.

13.3. Failure to Re-Apply

If a Member has not:

- (a) re-applied for membership of the Association; and/or
- (b) paid their annual subscription owing the Association;

within one month of reapplication falling due, that Member's membership will be deemed to have ceased from that time. The Register shall be amended to reflect any lapse of membership under this clause 13.3 as soon as practicable.

13.4. *Member to Re-Apply*

A Member whose membership has been terminated under clause 13.2 or has ceased under clause 13.3 may only be readmitted as a Member:

- (a) by seeking renewal or re-applying for membership in accordance with this Constitution; and
- (b) at the discretion of the Management Committee, upon such conditions as it deems appropriate.

13.5. *Forfeiture of Rights*

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any rowing equipment or other property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

14. GRIEVANCES, JUDICIAL AND DISCIPLINE

The Association adopts the grievances, judicial and discipline processes and principles in the Rowing Queensland Complaints Procedures and other policies as amended from time to time.

15. ANNUAL GENERAL MEETING

The Annual General Meeting of the Association shall be held within six (6) months of the end of the financial year and on a date and at a venue to be determined by the Management Committee.

16. NOTICES OF MOTION

- (a) At least 28 days advance notice of an AGM shall be given to those Members entitled to receive notice calling for notices of motion.
- (b) Members may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the secretary not less than 14 days (excluding receiving date and meeting date) prior to the General Meeting. Notices of motion must include a mover and seconder, who must both be Members entitled to vote at the meeting.

17. NOTICE OF GENERAL MEETING

- (a) At least 14 days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting; and
 - (ii) any notice of motion received from Members.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.

18. BUSINESS

- (a) The business to be transacted at the Annual General Meeting must include:
 - (i) details to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (ii) details to receive and consider:
 - (A) the annual report of the Management Committee on the activities of the Association during the preceding financial year; and
 - (B) the financial statements of the Association and the audit report for the last financial year;
 - (iii) the election of Committee Members under this Constitution; and
 - (iv) the appointment of the auditors for the present financial year.
- (b) The AGM may also conduct any other business of which notice has been given in accordance with the Constitution.
- (c) No business other than that provided on the notice given under clause 17(b) shall be transacted at that meeting.

19. SPECIAL GENERAL MEETINGS

- (a) The Management Committee may convene a special general meeting whenever it thinks fit.
- (b) The secretary must convene a special general meeting on the requisition in writing of one-third of current voting Members, in accordance with clause 19(c).
- (c) The requisition for a special general meeting shall:
 - (i) be in writing;
 - (ii) state the business to be considered at the meeting and any resolutions to be proposed;
 - (iii) include the names and signatures of the Members requesting the meeting; and
 - (iv) be given to the Association.
- (d) If the secretary does not convene a special general meeting within one (1) month after the requisition in writing is given to the Association, the Members making the request, or any of them, may convene the special general meeting.
- (e) A special general meeting convened by Members under clause 19(d):

- (i) must be held within three (3) months after that date on which the original request was made; and
- (ii) may only consider the business stated in the request.

20. PROCEEDINGS AT GENERAL MEETINGS

20.1. Quorum

- (a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- (b) A quorum for General Meetings is at least the number of Members over the age of 18 years of age that equate to the number of Members elected to the Management Committee plus one (1).

20.2. President as Chairperson

The President shall preside as Chairperson at every General Meeting except:

- (a) in relation to any election for which the President is a nominee; or
- (b) where a conflict of interest exists.

If the President is not present, or is unwilling or unable to preside the Members shall appoint one of the Committee Members to preside as Chairperson for that meeting only.

20.3. Adjournment of Meeting

- (a) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (i) in the case of a meeting convened by, or at the request of Members under clause 19(b) the meeting must be dissolved;
 - (ii) in any other case the meeting will stand adjourned to the same day in the next week at the same time and place, or to such other day and such other time and place as the Chairperson may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, those Members present and entitled to vote will constitute a quorum for that meeting only.
- (b) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Otherwise, it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

20.4. Voting Procedure

- (a) On any question arising at a general meeting:
 - (i) subject to clause 20.3(c), each member who is entitled to vote has one vote; and
 - (ii) members may vote personally or by proxy; and
 - (iii) except in the case of a special resolution, the question must be decided on a majority of votes.
- (b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (c) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

20.5. Recording of Determinations

Unless a poll is demanded under clause 20.7(b), a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

20.6. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

20.7. Determining whether resolution carried

- (a) Subject to clause 20.7(b), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (i) carried: or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lostand an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (b) If a poll (where votes are cast in writing) is demanded by a simple majority of Members present and entitled to vote at the General Meeting on any question:
 - (i) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (ii) the Chairperson must declare the result of the resolution on the basis of the poll.

- (c) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (d) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

20.8. Minutes of general meeting

- (a) The secretary must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each Annual General Meeting must include:
 - (i) the names of the Members attending the meeting; and
 - (ii) proxy forms given to the Chairperson of the meeting under clause 22(d); and
 - (iii) the financial statements submitted to the Members in accordance with clause 34.3(b)(ii); and
 - (iv) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) The minutes of every Management Committee meeting will be signed by the Chairperson of that meeting, or the Chairperson of the next Management Committee meeting verifying their accuracy.

21. VOTING AT GENERAL MEETINGS

Each Member over the age of 18 years and entitled to vote as set out in the By-Laws shall have one (1) vote at General Meetings which, subject to this Constitution, shall be exercised by that Member.

22. USE OF PROXIES

- (a) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (b) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (c) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- (d) If the Management Committee has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- (e) Notice of a General Meeting given to a member under clause 17 must:
 - (i) state that the Member may appoint another Member as a proxy for the meeting; and
 - (ii) include a copy of any form that the Management Committee has approved for

the appointment of a proxy.

- (f) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (g) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

23. EXISTING COMMITTEE MEMBERS

The members of the Management Committee in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next AGM following such approval, when the positions on the Management Committee will be filled, vacated and otherwise dealt with in accordance with this Constitution.

24. POWERS OF THE MANAGEMENT COMMITTEE

Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Management Committee.

25. COMPOSITION OF THE MANAGEMENT COMMITTEE

25.1. Composition of the Management Committee

The Management Committee will comprise:

- (a) President;
- (b) Vice President;
- (c) Secretary;
- (d) Treasurer; and
- (e) other Committee Members as may be elected or appointed.

25.2. Portfolios

If the Management Committee considers it appropriate, in order to further the Objects, it may allocate Committee Members to specific portfolios, with specific responsibilities, as determined in the discretion of the Management Committee.

25.3. Right to Co-Opt

The Management Committee may co-opt any person with appropriate experience or expertise to assist the Management Committee in respect of such matters and on such terms as the Management Committee thinks fit. Any person so co-opted shall not be a Committee Member and shall not exercise the rights of a Committee Member, but shall act in an advisory role only.

25.4. Appointment of Delegate

- (a) The Management Committee shall appoint a Delegate to attend meetings with Rowing Queensland for such term as the Management Committee determines.
- (b) The Association must advise Rowing Queensland in writing of its Delegate.

26. ELECTION OF COMMITTEE MEMBERS

26.1. Who is eligible to be a Committee Member

A Member is eligible to be elected or appointed as a Committee Member if the Member

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

26.2. Positions to be declared vacant

- (a) This clause applies to annual general meetings of the Association, after the annual report and financial statements of the Association have been received.
- (b) The Chairperson of the meeting must declare all positions on the Management Committee vacant and hold elections for those positions in accordance with clauses 26.3 to 26.4.

26.3. Nominations of Candidates

- (a) Nominations of candidates for election to a position on the Management Committee will be called for by the Association 14 days prior to the Annual General Meeting.
- (b) The Association must provide details of any qualifications and experience required, as well as a job description for the positions (if any). Qualifications and job descriptions will be determined by the Management Committee from time to time.
- (c) Nominations of candidates for election as Committee Members (including the President) must be:
 - (i) made in writing, signed by two (2) Members entitled to vote at the relevant meeting and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting, and the Association shall send the nominations to the Members entitled to receive notice under this Constitution together with the agenda for that General Meeting.
- (d) The voting Members have the right to reject any nomination regardless of its validity by a simple majority vote.

26.4. Election of Committee Members

- (a) If only one (1) Member is nominated for a position as an office-holder on the Management Committee, the Chairperson of the meeting must declare the Member elected to the position.
- (b) If more than one (1) Member is nominated for a position as an office-holder on the Management Committee, an election will be conducted by such means as is prescribed by the Chairperson, which may include the conduct of a secret ballot.

- (c) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated shall be deemed to be elected and if necessary further nominations shall be received at the Annual General Meeting.
- (d) A member who is nominated for a position and fails to be elected to that position may be elected for any other position for which an election is yet to be held.
- (e) A single election may be held to fill all the positions for ordinary Committee Members.
- (f) The election of ordinary Committee Members will be conducted by such means as is prescribed by the Chairperson, which may include the conduct of a secret ballot.

26.5. Term of Office of Committee Members

- (a) A Committee Member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (b) A Committee Member may be re-elected.
- (c) A General Meeting of the Association may:
 - (i) by special resolution remove a Committee Member from office; and
 - (ii) elect an eligible Member of the Association to fill the vacant position.

26.6. Vacancies of office

- (a) A Committee Member may resign from the Committee by written notice addressed to the Committee.
- (b) A person ceases to be a Committee Member if he or she:
 - (i) ceases to be a Member of the Association;
 - (ii) fails to attend three (3) consecutive committee meetings (other than special or urgent committee meetings) without leave of absence; or
 - (iii) otherwise ceases to be a Committee Member by operation of section 64 of the Act.

26.7. Remaining Committee Members may act

- (a) The Committee may appoint an eligible Member of the Association to fill a position on the Committee that:
 - (i) has become vacant under clause 26.2; or
 - (ii) was not filled by election at the last Annual General Meeting.
- (b) If the position of Secretary becomes vacant, the Management Committee must appoint an eligible member of the Association to the position within 14 days after the vacancy arises.
- (c) The Management Committee may continue to act despite any vacancy in its membership.

26.8. *No right of appeal*

In the event that a Member of the Management Committee is removed from office under clause 26.6 the Member has no right of appeal.

27. MEETINGS OF THE MANAGEMENT COMMITTEE

27.1. *Meetings of Management Committee*

- (a) The Management Committee must meet at least four (4) times in each year at the dates, times and places determined by the Management Committee.
- (b) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the Annual General Meeting of the Association at which the members of the Committee were elected.
- (c) Special committee meetings may be convened by the President or by any four (4) members of the Committee.

27.2. *Notice of meetings*

- (a) Notice of each committee meeting must be given to each Committee Member no later than seven (7) days before the date of the meeting.
- (b) Committee Members may agree to hold a meeting at shorter notice.

27.3. *Procedure and order of business*

The procedure to be followed at a meeting of the Management Committee must be determined from time to time by the Management Committee.

27.4. *Quorum*

At meetings of the Management Committee the number of Committee Members whose presence is required to constitute a quorum is a majority of the Committee Members.

27.5. *Voting*

- (a) Each Committee Member present at the meeting has one vote on any question arising at a Committee Meeting.
- (b) A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.
- (c) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (d) Voting by proxy is not permitted.

27.6. *Voting outside a Management Committee meeting*

- (a) The Management Committee can make decisions without holding a committee meeting.
- (b) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

- (c) A resolution mentioned in clause 27.6(b) may consist of several documents in like form, each signed by one (1) or more members of the Management Committee.

28. CONFLICT OF INTEREST

- (a) A Committee Member who has a material personal interest in a matter being considered at a Management Committee meeting must disclose the nature and extent of that interest to the Management Committee.
- (b) A Committee Member with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting;
 - (ii) speak on the matter; or
 - (iii) vote on the matter.
- (c) Notice that a Committee Member is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Committee Member and the said matter. After such general notice it is not necessary for such Committee Member to give a special notice relating to the said matter.
- (d) Any declaration made or any notice given by a Committee Member under this clause 28 must be recorded in the minutes of the relevant meeting.
- (e) A Committee Member is disqualified from:
 - (i) holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested; or
 - (ii) contracting with the Association either as vendor, purchaser or otherwise;except with express resolution of approval of the Management Committee.
- (f) Any contract or arrangement in which any Committee Member is in any way interested which is entered into by or on behalf of the Association without the approval of the Management Committee, will be voided for such reason.
- (g) The nature of the financial interest of such Committee Member must be declared by the Committee Member at the meeting of the Management Committee at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Management Committee after the acquisition of the interest.
- (h) A general notice that a Committee Member is a Member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under clause 28(g) for such Committee Member and the said transactions. After such general notice it is not necessary for such Committee Member to give a special notice relating to any particular transaction with that firm or company.
- (i) A Committee Member, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Committee Member is interested. If the Committee Member votes, the vote shall not be counted.

29. MINUTES OF MEETING

- (a) The secretary must ensure that minutes are taken and kept of each meeting of the Management Committee.
- (b) The minutes must record the following:
 - (i) the names of the members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote;
 - (iv) any material personal interest disclosed under clause 28.
- (c) The minutes of every Management Committee meeting will be signed by the Chairperson of that meeting, or the Chairperson of the next Management Committee meeting verifying their accuracy.

30. LEAVE OF ABSENCE

- (a) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding three (3) months.
- (b) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

31. APPOINTMENT OF SUBCOMMITTEES

- (a) The Management Committee may appoint a subcommittee consisting of members of the Association considered appropriate by the committee to help with the conduct of the Association's operations.
- (b) A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (c) A subcommittee may elect a chairperson of its meetings.
- (d) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- (e) A subcommittee may meet and adjourn as it considers appropriate.
- (f) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

32. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (a) An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (b) Clause 32(a) applies even if the act was performed when:

- (i) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
- (ii) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member

33. BY-LAWS

33.1. Management Committee to Formulate By-Laws

- (a) The Management Committee may make, amend or repeal by-laws for the internal management of the Association, provided they are not inconsistent with these rules.
- (b) However, an amendment, repeal or addition is valid only if it is registered by the chief executive.

33.2. By-Laws continue to have full force and effect

All By-laws of the Association in force at the date of the approval of this Constitution, shall continue to have full force and effect.

33.3. Notices binding on Members

Interpretation statements and amendments, or other changes to By-Laws or the Associations rules, will be advised to Members by notice issued by the Management Committee and Members will be bound by those notices.

34. FUNDS, RECORDS AND ACCOUNTS

34.1. Source of Funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Management Committee.

34.2. Management of funds

- (a) All monies shall be banked as soon as practicable after receipt thereof.
- (b) All amounts of one hundred dollars or over shall be paid by electronic transfer or by cheque signed or authorised by any two (2) of the President, Secretary, Treasurer or other Member authorised from time to time by the Management Committee.
- (c) Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- (d) The Management Committee shall determine the amount of petty cash, which shall be kept on hand.
- (e) All the expenditure shall be approved or ratified at a Management Committee meeting.

34.3. Financial records

- (a) The Association must keep financial records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable financial statements to be prepared as required by the Act.
- (b) The Association must retain the financial records for seven (7) years after the transactions covered by the records are completed.
- (c) The Treasurer must keep in his or her custody, or under his or her control:
 - (i) the financial records for the current financial year; and
 - (ii) any other financial records as authorised by the Management Committee.

34.4. Financial statements

- (a) For each financial year, the Management Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (b) Without limiting subclause (1), those requirements include:
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the Management Committee;
 - (iv) the submission of the financial statements to the Annual General Meeting of the Association;
 - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

34.5. Accounts conclusive

The financial statements when approved or adopted by an AGM shall be conclusive except for any error discovered in them within three (3) months after such approval or adoption.

34.6. Accounts to be provided to Members

The Management Committee shall cause to be provided to all persons entitled to receive notice of Annual General Meetings, a copy of the financial statements, the Management Committee's report, the auditor's report (if any) and every other document required under the Act (if any).

35. GENERAL MATTERS

35.1. Common seal

- (a) The Association may have a common seal.

- (b) If the Association has a common seal:
 - (i) the name of the Association must appear in legible characters on the common seal;
 - (ii) a document may only be sealed with the common seal by the authority of the Management Committee and the sealing must be witnessed by the signatures of two (2) Committee Members;
 - (iii) the common seal must be kept in the custody of the Secretary.

35.2. Registered address

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Management Committee; or
- (b) if the Management Committee has not determined an address to be the registered address the postal address of the Secretary.

35.3. Notice requirements

- (a) Any notice required to be given to a Member or a Management Committee Member under these rules may be given:
 - (i) by handing the notice to the Member personally; or
 - (ii) by sending it by post to the Member at the address recorded for the member on the register of members; or
 - (iii) by email transmission.
- (b) Any notice required to be given to the Association or the Management Committee may be given:
 - (i) by handing the notice to a member of the Management Committee; or
 - (ii) by sending the notice by post to the registered address; or
 - (iii) by leaving the notice at the registered address; or
 - (iv) by email transmission to the email address of the Association or the Secretary.

35.4. Documents

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

35.5. Custody and inspection of books and records

- (a) Members may on request inspect free of charge:
 - (i) the register of members;
 - (ii) the minutes of general meetings;

- (iii) subject to clause 35.5(b), the financial records, books, securities and any other relevant document of the Association, including minutes of Management Committee meetings.
- (b) The Management Committee may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (c) The Management Committee must on request make copies of the Constitution available to Members and applicants for membership free of charge.
- (d) Subject to clause 35.5(b), a Member may make a copy of any of the other records of the Association referred to in this clause and the Association may charge a reasonable fee for provision of a copy of such a record.
- (e) For purposes of this clause:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- (i) its membership records;
- (ii) its financial statements;
- (iii) its financial records;
- (iv) records and documents relating to transactions, dealings, business or property of the Association.

35.6. Auditor

- (a) A certified accountant or registered auditor shall be appointed by the Association at the Annual General Meeting. The auditor's duties shall be regulated in accordance with the Act. The auditor may be removed by the Association at a Special General Meeting.
- (b) The accounts of the Association shall be examined and the correctness of the three key financial statements, being the statement of profit or loss and other income, the statement of financial position and the statement of cash flows, ascertained by an auditor or auditors at the conclusion of each financial year.

35.7. Alteration of constitution

- (a) The Constitution of the Association may be altered by Special Resolution in accordance with the Act, and in compliance with all other procedures under the Act (if any).
- (b) An amendment, repeal or addition is valid only if it is registered by the chief executive.

35.8. Committee members to be indemnified

- (a) Every Committee Member, auditor, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability properly incurred by him in his capacity as Committee Member, auditor or agent in

defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.

- (b) The Association shall indemnify its Committee Members and employees against all damages and costs (including legal costs) for which any such Committee Member, or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Committee Member, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

35.9. *Dissolution*

Subject to clauses 5 and 6, the Association may be wound up in accordance with the provisions of the Act.

APPENDIX

SURFERS PARADISE ROWING CLUB INC.

APPOINTMENT OF PROXY

ASSOCIATION:

I, of, being a member of the abovenamed Association, hereby appoint, as my proxy to vote for me on my behalf at the annual general meeting of the Association, to be held on the day of (year), and at any adjournment thereof.

Signed this day of (year)

Signature

This form is to be used * in favour of the
* against
resolution.

* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit.);