

Constitution of Murwillumbah Rowing Club Inc

33 Tumbulgum Road Murwillumbah NSW 2484

Registration Number: Y0033222 (1986)

Adopted at MRC Special General Meeting: 3 June 2017

Contents

| | | |
|---------------|--|-------------------------------|
| Part 1 | Preliminary | 4 |
| 1.1 | Definitions..... | 4 |
| 1.2 | Club Details | 4 |
| 1.3 | Object of the Club..... | 4 |
| 1.4 | Club Uniform | 4 |
| Part 2 | Membership | 5 |
| 2 | Membership generally | 5 |
| 3 | Nomination for membership | 5 |
| 3.1 | Classes of Membership..... | 5 |
| 4 | Cessation of membership | 6 |
| 5 | Membership entitlements not transferable..... | 7 |
| 6 | Resignation of membership | 7 |
| 7 | Register of members | 7 |
| 8 | Fees and subscriptions | 8 |
| 9 | Members' liabilities | 8 |
| 10 | Resolution of disputes | 8 |
| 11 | Disciplining of members | 9 |
| 12 | Right of appeal of disciplined member | 9 |
| Part 3 | The committee | 11 |
| 13 | Powers of the committee..... | 11 |
| 14 | Composition and membership of committee | 11 |
| 15 | Election of committee members..... | 11 |
| 16 | Secretary | 12 |
| 17 | Treasurer | 12 |
| 18 | Casual vacancies | 13 |
| 19 | Removal of committee members | 13 |
| 20 | Committee meetings and quorum | 13 |
| 21 | Appointment of association members as committee members to constitute quorum | excluded in this constitution |
| 22 | Use of technology at committee meetings | 14 |
| 23 | Delegation by committee to sub-committee | 15 |
| 24 | Voting and decisions | 15 |
| Part 4 | General meetings | 116 |
| 25 | Annual general meetings - holding of | 116 |
| 26 | Annual general meetings - calling of and business at | 116 |
| 27 | Special general meetings - calling of | 116 |
| 28 | Notice | 17 |
| 29 | Quorum for general meetings | 17 |
| 30 | Presiding member | 18 |
| 31 | Adjournment | 18 |
| 32 | Making of decisions..... | 18 |
| 33 | Special resolutions | 19 |
| 34 | Voting | 19 |
| 35 | Proxy voting..... | 19 |
| 36 | Postal or electronic ballots | 20 |
| 37 | Use of technology at general meetings..... | 20 |
| Part 5 | Miscellaneous | 21 |
| 38 | Insurance..... | 21 |

| | | |
|------|---|----|
| 38.1 | Property of the Association | 21 |
| 39 | Funds - source | 21 |
| 40 | Funds - management | 21 |
| 41 | Association is non-profit | 21 |
| 42 | Distribution of property on winding up of association | 22 |
| 43 | Change of name, objects and constitution..... | 22 |
| 44 | Custody of books etc..... | 22 |
| 45 | Inspection of books etc | 22 |
| 46 | Service of notices | 22 |
| 47 | Financial year | 23 |
| 48 | By-Laws..... | 23 |
| | Appendix 1 Application for membership..... | 24 |
| | Appendix 2 Appointment of proxy form | 25 |

Part 1 Preliminary

1.1 Definitions

(1) In this constitution:

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

secretary means:

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

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

(2) 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.

(3) 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.

1.2 Club Details Name and Address

The name of the club shall be "**MURWILLUMBAH ROWING CLUB Inc**".

The address of the club is **33 Tumbulgum Road, MURWILLUMBAH, NSW 2484**

1.3 Object of the Club

The object of the Club shall be to promote and encourage bona-fide amateur rowing.

1.4 Club Uniform

The uniform of the club shall be an approved zoot suit or matching shorts and shirt, in the club colours of aqua and black; and shall be worn when competing in races."

Part 2 Membership

2 Membership generally

- (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 applied and been approved for membership of the association in accordance with clause 3.

3 Application for membership

- (1) An application by a person for membership of the association:
 - (a) must be made in writing (hard copy or electronically) in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged (in hard copy or electronic form) with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the applicant in writing (in hard copy or electronic form) that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt of the application) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

3.1 Classes of Membership

- (1) The membership of the Association shall be unlimited and shall consist of:
 - (i) Ordinary members and
 - (ii) Junior Members and
 - (iii) Life members and
 - (iv) Social members and
 - (v) Honorary members
- (2) Ordinary members;
 - (i) have the right to attend, speak and vote at all general meetings of the Association, and

Murwillumbah Rowing Club Constitution 2017

- (ii) have the right to stand for election as a Committee Member or office bearer of the Association, and
 - (iii) have the right to compete in regattas of the Association subject to the terms and conditions for entry and boat racing.
- (3) Junior members;
- (i) are members who have not attained the age of 18 years at the date at which the annual subscription falls due, and
 - (ii) have the right to attend and speak at all general meetings of the Association, and
 - (iii) (with the exception of the Junior Club Captain) have no right to vote at all general meetings of the Association, and
 - (iv) have no right to stand for election as a Committee Member or office bearer of the Association, and
 - (v) have the right to compete in regattas of the Association subject to the terms and conditions for entry and boat racing, and
 - (vi) The Junior Club Captain shall have the right to attend, speak and vote at general meetings of the Association.
- (4) Life Members;
- (i) Life Members are members for life on the basis as stipulated by the association from time to time.
- (5) Social members;
- (i) have the right to attend and speak but not to vote, at general meetings of the Association, and
 - (ii) have no right to compete in regattas nor use rowing and exercise equipment of the Association .
- (6) Honorary Membership may be granted at the discretion of the committee, without payment of any subscription, to any person provided that he/she has one of the following qualifications, namely:
- (i) a prominent citizen
 - (ii) overseas country or interstate rowers or visiting members of another rowing club
 - (iii) a person who has given outstanding service to the club and to whom the committee wishes to express the club's appreciation
- (a) Honorary members shall be entitled to exercise all the privileges of the club but shall not be permitted to hold any office in the club nor to vote at any meeting of the club.
 - (b) The granting of Honorary Membership shall be for a maximum period of 3 months or such lesser period as the committee may decide.

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 8 (2) in full within 3 months after the fee is due and/or fails to submit an annual membership renewal form, unless other arrangements are made and accepted by the committee.

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

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice (in hard copy or electronic form) of at least 1 month (or any other period that 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.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (3) The resignation of a member shall not relieve that member from the payment of any subscription or any other money due or payable by him/her to the club at the time of his/her resignation. Any member resigning from the club can only be readmitted on election in accordance with the terms of the Constitution.

7 Register of members

- (1) The secretary must establish and maintain a register of members of the association (in hard copy or electronic form) 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. The register may include the email address of the association member.
- (2) The register of members must be kept:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) 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.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) 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
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8 Fees and subscriptions

- (1) A person must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the person under subclause (1), a person must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before 1 January in each calendar year, or
 - (b) if the person becomes a member on or after 1 January in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.
- (3) **Renewal of Membership.** A member renewing membership must submit a completed renewal form each year and pay to the association an annual membership fee of \$2 or, some other amount as determined by a General Meeting, that other amount before 1 January each year.

9 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 8.

10 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association should be referred to and resolved by the committee whose decision shall be binding.
- (2) if a disputing member does not accept the decision of the committee, or a dispute between a member or members and the association, such disputes are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) 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
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) 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.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice (in hard copy or electronic form) 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 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12,whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice (in hard copy or electronic form) to that effect.
- (2) 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.
- (3) On receipt of a notice from a member under subclause (1), the secretary 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 secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):

Murwillumbah Rowing Club Constitution 2017

- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing (in hard copy or electronic form), or all of these methods, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 The committee

13 Powers of the committee

Subject to the Act, the Regulation, this constitution and 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 the functions that 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 things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

14 Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) up to 3 ordinary committee members,
each of whom is to be elected at the annual general meeting of the association under clause 15.
- (2) The total number of committee members is to be no more than 7.
- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.
- (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

15 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing (in hard copy or electronic form), 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

- (b) must be delivered (including by email or other electronic means) to the secretary 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.
- (2) 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.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) 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 any usual and proper manner that the committee directs.
- (7) 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.

16 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in hard copy or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).
- (5) Maintain the register of Members.

17 Treasurer

It is the duty of the treasurer 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 receipts issued for all monies received by the treasurer, 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.

18 Casual vacancies

- (1) 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 annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing (including by email or other electronic means) given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) 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
 - (i) 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.

19 Removal of committee members

- (1) 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.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing (in hard copy or electronic form) to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send (including by email or other electronic means) 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.

20 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.

- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary (in hard copy or electronic form) to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) 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.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) 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.
- (7) 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.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

21 Appointment of association members as committee members to constitute quorum - excluded in this constitution

22 Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23 Delegation by committee to sub-committee

- (1) The committee may, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) 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.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) 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.
- (6) The committee may, by instrument in writing (in hard copy or electronic form), revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) All decisions made by the sub-committee shall only take effect after ratification by the committee.

24 Voting and decisions

- (1) 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.
- (2) 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 but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) 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.

Part 4 General meetings

25 Annual general meetings - holding of

- (1) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

26 Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee thinks fit.
- (2) 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:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27 Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing (including by email or other electronic means), and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) the member(s) making the requisition must be listed on the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each must list the member(s) making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, 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.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a requisition may be lodged, by electronic means.

28 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give 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.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) 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 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing (including by email or other electronic means) of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29 Quorum for general meetings

- (1) 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.
- (2) Five members present (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.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) 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 (in hard copy or electronic form) to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

30 Presiding member

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

31 Adjournment

- (1) 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.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written (in hard copy or electronic form) or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) 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.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) 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.

33 Special resolutions

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

ASSOCIATIONS INCORPORATION ACT 2009 - 39 Voting on special resolutions

- (1) *A resolution is passed by an association as a "special resolution" :*
- (a) *at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or*
 - (b) *in a postal or electronic ballot conducted by the association, or*
 - (c) *in such other manner as the Secretary may direct,*
- if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.*
- (2) *A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.*
- (3) *A postal or electronic ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal or electronic ballot and, if conducted, must be conducted in accordance with the regulations.*
- (4) *A direction under subsection (1) (c) may not be given unless the Secretary is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a) or (b).*

34 Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) 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.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

35 Proxy voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 1 proxy.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (5) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (6) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.
- (7) The association may use proxy votes to determine any issue or proposal (other than an appeal under clause 12)

36 Postal or electronic ballots

- (1) Postal ballots are excluded from this constitution.
- (2) The association may hold an electronic ballot to determine any issue or proposal (other than an appeal under clause 12).
- (3) An electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (3) Notification of intent to use technology at a general meeting needs to be lodged with the secretary 1 week or longer prior to the meeting.

Part 5 Miscellaneous

38 Insurance

The association may effect and maintain insurance.

38.1 Property of the Association

- (1) The property of the club shall belong to the members only, but no member shall by reason of their membership have any transmissible interest therein, and on any person ceasing to be a member, their interest shall accrue and belong to the other members for the time being. The income and property of the club whencesoever derived, shall be applied solely towards the promotion of the object of the club as set forth in the Constitution of the club and no portion thereof shall be paid or transferred directly by way of dividend, bonus, or otherwise howsoever by way of profits to members of the club. Provided that, nothing herein shall prevent the payment in good faith of payment to any officer or servants of the club or to any member of the club in return for services actually rendered to the club or any allowances and travelling expenses to a member of the club actually travelling on the business of the club.

39 Funds - source

- (1) 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, any other sources that the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) Power to borrow: No money shall be borrowed in the name of the club by loan, overdraft or otherwise without a Special Resolution at a General meeting called for that purpose.

40 Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

41 Association is non-profit

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

42 Distribution of property on winding up of association

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

43 Change of name, objects and constitution

An application 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.

44 Custody of books etc

Except as otherwise provided by this constitution, the secretary must keep in his or her custody or under his or her control, all records, books and other documents relating to the association. Records can be kept on hard copy or electronically.

45 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of 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.

46 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or

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

48 By-Laws

- (1) The club shall adopt by-laws, not inconsistent with the constitution, embodying additional provisions for the government of the club, such bylaws may be amended from time to time by an ordinary resolution passed at a General meeting of the members.
- (2) No addition or alteration to this Constitution shall be made except by a Special resolution passed at a General meeting of the members.
- (3) In the event of any doubt or difficulty arising as to the meaning of any rule or rules, the committee shall have the power to pronounce a decision thereon, such decision to be final.

Appendix 1 Application for membership

MURWILLUMBAH ROWING CLUB INC

Application for New Membership / Renewal of Membership. 1st January to 31st December 20xx

Mr. Mrs Ms. Miss. Given Names.....Surname.....

Postal AddressPost code.....

Phone home.....work.....mobile

Email..... Date of Birth.....

I am a student at.....school.

I have read and understand the MRC Handbook, especially day and night water safety..... *yes

I have read the RQI Membership Protection Policy, especially Code of Conduct & Child Protection.....*yes

(* find MRC Handbook on MRC website & RQI Protection Policy on RQI Website)

I am able to swim 100 metres.....yes.....no.

Do you suffer from any complaint that the club should be aware of that may inhibit your ability to participate in active sport or present a danger to yourself or to others.....yes.....no.

SCHEDULE OF CLUB FEES

These fees will be as determined by an MRC General Meeting.

Senior.....\$. Junior \$. Social \$. Boat racking fee \$.....

IN ADDITION TO CLUB FEES, ROWING MEMBERS ARE REQUIRED TO PAY FOR THE APPROPRIATE ROWING QUEENSLAND INSURANCE. (RQI)

SCHEDULE OF RQI INSURANCE FEES 1st January to 31st. December.

The RQI Insurance fee will be as noted on the RQI website as at the date of Membership Application

Amount Payable to Club

New Members: Payment for new members is not required until your membership has been confirmed, following the next committee meeting. You will be advised by the secretary as to the success of your application, confirming the amount due to the club. Membership then commences from when your funds are received. Note there is a 50% discount for the second, and subsequent, junior member.

Renewal of Membership : Renewal of Membership requires payment or proof of payment with this form.

Club Fee \$+, RQI Insurance \$..... ..+ Racking Fee \$..... .. (if applicable)
Total payable \$.....

Bank details: Murwillumbah Rowing Club (NAB) BSB 082-738. Account # 57-492-6259.

Postal Address: Murwillumbah Rowing Club P.O. Box 846 Murwillumbah NSW 2484.

Website: www.murwillumbahrowing.com.au

IF MEMBERSHIP IS GRANTED I AGREE TO ABIDE BY THE RULES OF M.R.C.AND R.Q.I.

Signature of applicant.....Date.....

If under the age of 18 Parent/Guardian to sign.....Date.....

Hand this form to the Secretary , or place in the drop box for the Secretary

| | Office Use | Officer initials |
|-----------------|------------|------------------|
| Receipt# | | |
| Date Issued | | |
| Membership# | | |
| Entered in ROMS | | |

Appendix 2 APPOINTMENT OF PROXY FORM

Clause 35.(6)

I,.....of
(full name) *(address)*

being a member ofMURWILLUMBAH ROWING CLUB INC.....
(name of incorporated association)

hereby appoint of
(full name of proxy) *(address)*

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....
(month and year)

and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

* to be inserted if desired.

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.