

KAI ’OPUA OUTRIGGER CANOE CLUB

06 July 2014

**CONSTITUTION**

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**CONSTITUTION**

**KAI ÓPUA OUTRIGGER CANOE CLUB INCORPORATED**

**INTERPRETATION**

1. The Rules of the Kai ‘Opua Outrigger Canoe Club Inc as required by the *Associations Incorporations Act 1981* (Qld) (“the Act”) shall mean this Constitution and all By-laws, Rules and Regulations as are from time to time adopted, repealed or amended by Kai Ópua Outrigger Canoe Club.

2. In this Constitution unless the context shall otherwise require, the singular includes the plural and vice versa, a reference to any gender is a reference to every gender and a reference to a person is a reference to a natural person, Body Corporate, corporation, partnership, club, firm, society, association or authority.

3. References:

a. In this Constitution, unless the contrary intention appears, any reference to:

(i) legislation or a legislative provision includes any statutory modification or re- enactment of, or legislative provisions substituted for, and any statutory instrument issued under, that legislation or legislative provision;

(ii) one gender is taken to be a reference to both genders; (iii) the singular can include the plural; and

(iv) a word or expression not defined in these rules, but defined in the Act has, if the context permits, the meaning given by the Act.

b. In this Constitution unless the contrary intention appears the following words shall mean:

**“Affiliated Club”** means another outrigger canoe club;

**“AOCRA”** means Australian Outrigging Canoe Racing Association;

**“Association"** means the Kai Ópua Outrigger Canoe Club Inc (KAI ÓPUA OCC) (see clause 5);

**“Constitution”** means the Constitution of the Association;

**"Individual Member"** means a person who has paid their membership (if payment is a requirement of that type of membership with the Association) of whatever type, category or capacity whether or not the Association Inc has paid to AOCRA that part of the members membership which is payable to AOCRA. An Individual Member shall also include a person who is recognised by the Association as a Member of the Association and who is not required by the Association to pay a membership fee.

**“Management Committee”** means the committee as elected in accordance with clause 53;

**“Member”** includes any Individual Member.

**NAME**

4. The name of the incorporated Association shall be: **Kai Ópua Outrigger Canoe Club Incorporated.** The acronym shall be **KAI ÓPUA OCC INC**.

**MISSION STATEMENT**

5. To promote and uphold a safe, family, fun, and competitive environment, guided by unity, honesty, dedication and respect

**OBJECTS**

6. The objects of the Association are to:

a. promote and encourage the sport of outrigger canoeing for people of all ages, race, ability or location;

b. encourage good fellowship among members;

c. act in the interests of the Members and the Association objectively, properly, fairly, reasonably and without discrimination;

d. pursue through itself or such other commercial arrangements, (including government grants), sponsorship and marketing opportunities as are appropriate to further the interests and objects of the Association and outrigger canoeing generally;

e. affiliate and/or otherwise liaise with international outrigger or other groups in furtherance of these objects; and

f. undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

g. abide by and accept the rules of AOCRA.

h. in the event that any provision in this constitution is inconsistent with the AOCRA

constitution, the AOCRA constitution will prevail to the extent of that inconsistency.

**POWERS**

7. The Association has the powers of an individual.

8. The powers of the Association are, without limitation to:

a. incorporate and to manage the funds, assets and liabilities of the Association;

b. enter into contracts;

c. acquire, purchase, hold, mortgage, encumber, lease, charge, secure, dispose of, exchange, gift, or deal in any way with any property whatsoever whether or not subject to any charge or encumbrance and whether directly or indirectly or in partnership or joint venture and whether that property is real or personal;

d. erect, replace, reconstruct, redevelop, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them to the fullest extent allowed by law;

e. borrow and raise money in such lawful manner as the Association deems fit whether with or without the giving of any security;

f. enter into any arrangements with any government, semi governmental body, authority or Association that are incidental to or conducive to the attainment of the Association’s objects;

g. appoint, employ, contract with, remove or suspend such assistants, managers, clerks, secretaries, servants, professionals, advisers, workmen or any other persons as may be necessary from time to time or convenient for the purposes and advancement of the Association’s objects and whether with the payment of remuneration or some other form of benefit or not;

h. invest and deal with the money or assets of the Association, in such manner as the

Association deems fit;

i. take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;

j. guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;

k. draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading and other negotiable or transferable instruments;

l. take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the Association's property of whatsoever kind sold by the Association, or to secure any money owed to the Association from any person;

m. take any gifts of property whether subject to any liability or special trust, for any one or more of the objects of the Associations;

n. take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, by way of grants, donations, annual subscriptions or otherwise;

o. advertise and market in any form and using any medium of whatever nature or kind, to promote and advance the sport of outrigger canoeing, including (without limitation) printing and/or publishing in any newspapers, periodicals, books, newsletter or leaflets, utilising radio, television or electronic mediums or the internet or any other medium that the Association may think desirable for the promotion of its objects;

p. transfer all or any part of the property, assets or liabilities of the Association to any one or more of the incorporated Associations with which the Association is authorised to amalgamate;

q. make donations for patriotic, charitable or community purposes;

r. promote any other person or company for any purpose for the benefit of the

Association;

s. purchase or otherwise acquire and deal with any undertaking or any part of the property, assets, liabilities of any company, institution, society or association whose

t. take and effect insurance or seek, obtain and in its discretion act on any professional advice necessary or appropriate;

u. do all such things as are incidental or conducive to the attainment of the objects of the

Association; and

v. amend this constitution as allowed for by the terms of this constitution.

**CLASSES OF MEMBERSHIP**

9. The membership of the Association shall consist of any of the following classes of members:

a. **Ordinary:**

(i) must be a fully paid member of the Association.

b. **Associate – (non voting):**

(i) must be over 18 years of age; (ii) are not eligible to vote; and

(iii) are not eligible for election to the Management Committee.

c. **Honorary: (Patron)**

(i) bestowed at the discretion of the Management Committee to selected individuals in recognition of current services to Association;

(ii) are not eligible to vote; and

(iii) are not eligible for election to the Management Committee.

d. **Life:**

(i) any annual general meeting of the Association may, by resolution, bestow Life

Membership upon any person for long and outstanding services to the

Association or to outrigger canoeing in general;

(ii) such election shall be by resolution of a two-thirds majority of Ordinary Members present and entitled to vote at any Annual General Meeting of the Association of which proper notice has been given by the Management Committee; and

(iii) Life Members shall be free to enjoy all Association privileges and exercise all rights, but shall be exempt from the payment of Annual Subscriptions.

10. The number of Ordinary, Associate, Life and Honorary Members shall be determined by the

Management Committee at an annual general meeting.

**MEMBERSHIP**

11. An applicant for membership of the Association must be proposed by 1 member of the

Association (the **proposer**) and seconded by another member (the **seconder**).

12. An application for membership must be:

a. in writing; and

b. signed by the applicant and the applicant's proposer and seconder; and c. in the form decided by the Management Committee.

**QUALIFICATIONS FOR MEMBERSHIP**

13. To be eligible for membership, a person must be:

a. interested in engaging in or supporting the sport of outrigger canoe racing;

b. of good repute and character and compatible with other members;

c. free of indebtedness to any outrigger canoe racing club or association, of which he or she is or may previously have been a member. No person shall be admitted or remain a member of the Association who is or has been a member of any club affiliated with AOCRA Inc or any other outrigger canoe racing club or association unless he or she satisfies the Management Committee by presentation of a clearance on the official form that he or she does not owe any money to any other club and further satisfies the Management Committee that he or she is not under order of suspension of expulsion from any other club or association.

**MEMBERSHIP FEES**

14. The membership fees for each class of membership shall be decided by the members from time to time at any general meeting.

15. The membership fees for each class of membership shall be payable at such time in such manner as the Management Committee shall from time to time determine.

**ADMISSION AND REJECTION OF MEMBERS**

16. At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine the admission or rejection of the applicant.

17. Any applicant who receives a majority of votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member of the class applied for in their application.

18. Upon the acceptance, rejection or proposed variation of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance, rejection or proposed variation.

**TERMINATION OF MEMBERSHIP**

19. A member may resign from the Association at any time by giving notice in writing to the secretary.

20. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

21. If a member:

a. is convicted of an indictable offence; or

b. fails to comply with any of the provisions of these rules; or by- laws of the club; or c. has membership fees in arrears for a period of 2 months or more; or

d. conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association; or

e. the Management Committee shall consider whether the member’s membership shall be terminated.

22. Before the Management Committee terminates a member’s membership, the Management Committee must give the member a full and fair opportunity to show why the membership should not be terminated.

23. If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

**APPEAL AGAINST REJECTION, VARIATION, TERMINATION OR SUSPENSION OF MEMBERSHIP**

24. A person whose application for membership has been rejected or varied or whose membership has been suspended or terminated, may give the secretary written notice, within

1 month of receiving notice, of the person's intention to appeal against the decision.

25. A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.

26. If the secretary receives a notice of intention to appeal, the secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.

27. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or varied or the membership should not be suspended or terminated.

28. Also, the Management Committee and the committee members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or varied or the membership should be suspended or terminated.

29. An appeal must be decided by a vote of the members present at the meeting.

30. If a person whose application has been rejected or varied does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the application fee (or portion thereof) paid by the person.

**REGISTER OF MEMBERS**

31. The Management Committee must keep a register of members.

32. The register of members must include the following particulars for each member:

a. the full name and residential address of the member;

b. the date of admission as a member;

c. the date of death or resignation of the member;

d. details about the termination or reinstatement of membership;

e. any other particulars the Management Committee or the members at a general meeting decide.

33. The register must be open for inspection at all reasonable times.

34. However, before the member may inspect the register, the member must apply to the secretary for an inspection.

**TRANSFER OF INDIVIDUAL MEMBERS**

35. A member may transfer their membership from one Affiliated Club to another Affiliated Club upon satisfying the following requirements:

a. before any member can transfer their membership from one Affiliated Club to another Affiliated Club that member shall have no indebtedness of whatever nature to any other Affiliated Club, the Association, AOCRA State Centre or AOCRA Zone; and

b. the member shall present to the AOCRA Zone on the prescribed form (or the Association if there is no AOCRA Zone) a clearance certificate signed by the member’s former Affiliated Club or any other Affiliated Club as requested by the AOCRA Zone or the Association (if there is any question or doubt as to the members financial status with any former Affiliated Club); and

c. the member shall not be under any current suspension, restriction or expulsion from membership from the Association or any AOCRA State Centre, AOCRA Zone or Affiliated Club.

**DISCIPLINING A MEMBER & SUSPENSION OR CANCELLATION OF A MEMBERSHIP**

36. The Association may discipline or impose a penalty upon a member or suspend or cancel the member’s membership upon a member doing any or a combination of the following:

a. breaching this Constitution;

b. breaching the rules, regulations, by-laws or any resolution or determination made or passed by the Management Committee of the Association or any duly authorised committee or board;

c. conducting themselves in a manner that is injurious, prejudicial or unbecoming to the character, reputation or interests of the Association, AOCRA, AOCRA State Centre, AOCRA Zone, Affiliated Clubs, other members or outrigger canoeing generally.

37. The Association may from time to time make Regulations as to the type of penalties and disciplinary action which may be taken by the Association which may include, but are not limited to the:-

a. payment or repayment of money to any person or group;

b. supply, return, repair or replacement of any item, asset or object to any person or group; or

c. rejection, cancellation or suspension (for either a fixed or indefinite period of time) of the Members' membership with the Association.

38. The Management Committee has absolute discretion to determine whether to suspend or cancel the members' membership or take disciplinary action or impose a penalty upon the member.

39. Prior to the imposition of a penalty or disciplinary action or the suspension or cancellation of a member’s membership the Management Committee shall give the member full and fair opportunity of presenting his or her case and if the Management Committee resolves to terminate or suspend his membership it shall instruct the secretary to advise the member in writing accordingly.

**APPEALING A DETERMINATION IMPOSING A PENALTY OR DISCIPLINARY ACTION**

40. A person upon whom the Management Committee has imposed a penalty or disciplinary action may, within 1 month of receiving written notification thereof, lodge with the secretary written notice of their intention to appeal against the decision together with any security deposit or bond as required. Such notice shall include all material that the person wishes to rely upon at the hearing of the appeal.

41. Upon receipt of a notification of intention to appeal against the imposition of a penalty or disciplinary action the Management Committee shall determine if the facts warrant a hearing and if it decides that they do:

a. the Management Committee shall appoint a Judiciary Committee to determine such appeal.

b. The decision of the Management Committee shall stay effective until a decision by the

Judiciary Committee has been determined.

42. Upon the Management Committee determining to hold such a hearing the secretary shall:

a. convene a hearing before the Judiciary Committee to determine the appeal;

b. convene the hearing within 2 months of the date of receipt by the secretary of the notice of appeal and any security deposit or bond required; and

c. notify the member of the date, time and place of the hearing.

43. At the hearing the:

a. applicant shall be given the opportunity to fully present their case; and

b. Management Committee shall have the opportunity of presenting their case.

44. The appeal shall be determined and an order made by the Judiciary Committee upon the hearing of the facts and the Judiciary Committee may call evidence from any party they consider can assist with their investigations and determination.

**THE JUDICIARY COMMITTEE**

45. A Judiciary Committee shall be appointed by the Management Committee and shall consist of no less than three representatives. It is a requirement that two representatives are members of the Association.

46. A Judiciary Committee shall operate under the principles expressed from time to time in accordance with the Regulations which shall give all relevant parties the opportunity to be heard and submit their own facts and submissions.

47. Any person who was a party to the determination under appeal shall be expressly excluded from the Judiciary Committee for that appeal.

48. A Judiciary Committee may make any order that it considers reasonable and appropriate in the circumstances including, but not limited to:-

a. upholding a decision; b. reversing a decision; c. amending a decision; d. imposing a penalty;

e. taking of disciplinary action;

f. rejecting an application for membership;

g. suspending a Member’s membership for a stated period of time or indefinitely;

h. cancelling the Member’s membership;

i. the payment or repayment of money to any person or group; and

j. the supply, return, repair or replacement of any item, asset or object to any person or group.

49. In the event that a member is unsatisfied with the determination of the judiciary committee, the member should refer to AOCRA constitution for their additional rights of appeal.

**MANAGEMENT COMMITTEE**

**Membership of the Management Committee**

50. The Association shall have a Management Committee.

51. All members of the Management Committee shall retire from office at the Association's annual general meeting but shall be eligible upon nomination for re-election.

52. The Management Committee shall consist of a President, Vice-President, Secretary, Treasurer and Registrar all of whom shall, at all times, be members of the Association, and such numbers but at least 3 of other members as the members of the Association at any general meeting may from time to time elect or appoint.

53. The election of officers and other members of the Management Committee shall take place in the following manner:-

a. any member of the Association is at liberty to nominate any other member to serve as an officer or member of the Management Committee;

b. the nomination, which shall be in writing and signed by the nominated member and his or her proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place;

c. the nominations may be made by facsimile or in any other format that from time to time is permitted by the Management Committee;

d. for at least 7 days immediately proceeding the annual general meeting and, if possible,

1 day prior to such meeting a list of the candidates' names in surname alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the office or usual place of meeting of the Association. The Association may also place such list on the Association's web site. Any failure to post any such notification shall not invalidate any nomination of subsequent voting;

e. balloting lists shall be prepared (if necessary) containing the names of the candidates in surname alphabetical order, and each member present at the annual general meeting and entitled to vote shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

f. voting shall be by secret ballot unless the meeting otherwise consents and agrees;

g. a proxy vote shall not be permitted for the election of members of the Management

Committee; and

h. should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting and must be seconded.

**Resignation and removal of Management Committee Members**

54. A Management Committee member may resign from the committee by giving written notice of resignation to the secretary.

55. The resignation takes effect on:

a. the day and at the time the notice is received by the secretary; or b. if a later day is stated in the notice - the later day.

56. A member may be removed from office at a general meeting of the Association if a majority of the members present at the meeting vote in favour of removing the member.

57. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

58. A member has no right of appeal against the member's removal from office under this section.

**Vacancies on the Management Committee**

59. If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.

60. The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.

61. However, if the number of committee members is less than the number fixed under this Constitution as a quorum of the Management Committee, the continuing members may act only to:

a. increase the number of Management Committee members to the number required for a quorum; or

b. call a general meeting of the Association.

**Secretary**

62. If a vacancy happens in the office of secretary, the members of the Management Committee must appoint or elect a secretary within 1 month after the vacancy happens.

63. The secretary must be an individual residing in Victoria or in another State but not more than 65 km from the Victorian Boarder, who is:

a. a member of the Association elected by the Association as secretary; or b. any of the following persons appointed by the Management Committee:

(i) a member of the Association's Management Committee; (ii) a member of the Association;

(iii) another person.

64. The Management Committee may appoint and remove the Association’s secretary at anytime.

**Powers of the Management Committee**

65. Except as otherwise provided by these rules and subject to resolutions of the members of the

Association carried at any general meeting the Management Committee:

a. shall have the general control and management of the administration of the affairs, property and funds of the Association; and

b. shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.

66. The Management Committee may exercise all the powers of the Association to:

a. borrow or raise or secure the payment of money in such manner as the members of the Association or Management Committee may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way an in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Association’s property, both present and future, and to purchase, redeem or pay off any such securities;

b. borrow money from members at a rate of interest not exceeding normal commercial rates or overdrawn accounts on money lent, whether the term of the loan be short or

long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities;

c. invest in such manner as the members of the Association or the Management

Committee may from time to time determine; and

d. pay accounts payable by and receive accounts payable to the Association and make and give receipts, releases and other discharges for monies payable to the Association and for the claim and demands of the Association.

**Meetings of the Management Committee**

67. The Management Committee shall meet at least 3 times a year to exercise its functions.

68. At any meeting of the Management Committee, half the number of the elected committee plus 1 shall constitute a quorum for the transaction of business.

69. Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit.

70. However, questions arising at any meeting of the Management Committee shall be decided by a majority of votes, and in the case of equality of votes, the question shall be deemed to be decided in the negative.

71. A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter associated with the member’s interest, and if the member does so vote the member’s vote shall not be counted.

72. The president shall preside as chairperson at every meeting of the Management Committee, or if there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for holding the meeting, the vice-president shall be chairperson or if the vice-president is not present at the meeting then the members may choose 1 of their number to be chairperson of the meeting.

73. If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse.

74. In any other case it shall stand adjoined to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine.

**Delegation of Powers of the Management Committee**

75. The Management Committee may delegate the whole or part of its powers to a subcommittee consisting of the Association members considered appropriate by the committee.

76. A subcommittee may only exercise delegated powers in the way the Management

Committee decides.

77. A subcommittee may elect a chairperson of its meetings.

78. 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 1 of their number to be chairperson of the meeting.

79. A subcommittee may meet and adjourn as it considers appropriate.

80. 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.

**Acts not Affected by Defects or Disqualifications**

81. 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.

82. Clause 81 applies even if the act was performed when:

a. 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

b. a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

**Resolutions of Management Committee without Meeting**

83. A written resolution signed by each member of the Management Committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

84. A resolution mentioned in clause 83 may consist of several documents in like form, each signed by 1 or more members of the committee.

**ANNUAL GENERAL MEETINGS**

85. The Annual General Meeting of the Association shall be at such time and at such place as the Management Committee may determine from time to time.

86. The Secretary shall convene such meetings by giving at least 21 days notice to all members of the Association, AOCRA State Centre and AOCRA Zone.

87. The Association shall determine in its' absolute discretion the method for the holding of such meeting.

88. The annual general meeting shall be held at least once every year and not more than six months after the end of the Associations previous financial year.

89. The business to be transacted at every annual general meeting shall be, the: -

a. receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and balance sheets, list of assets, and mortgages, charges and securities affecting the property of the Association for the preceding financial year;

b. receipt of any report from any sub-committee or any other report considered appropriate to keep the members fully informed of the activities of the Association during the year;

c. receiving of the auditor's report upon the books and accounts for the preceding financial year;

d. election of members of the Management Committee; and e. The appointment of an auditor.

**GENERAL AND SPECIAL MEETINGS**

90. The Association shall determine in it's absolute discretion the method for the holding of general and special meetings.

91. A general meeting of the Association shall be at such time and at such place as the

Management Committee may determine from time to time.

92. A special meeting must be called by the Secretary:

a. within 14 days after being directed to call a general or special meeting by the

Management Committee; or

b. after being given a written request signed by: (i) at least 5% of Members; or

(ii) at least 33% of the members of the Management Committee.

93. A notice to call a special meeting must clearly state the reasons why such a special meeting is being convened and the nature of the business to be conducted or transacted at the meeting and any motions proposed to be put to such meeting. The meeting may move motions for voting from the floor.

**QUORUM FOR, AND ADJOURNMENT OF GENERAL MEETINGS**

94. Double the elected committee plus 1 (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of business at a general meeting.

95. No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.

96. If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.

97. If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association, the meeting is to be adjourned to:

a. the same day, time and place in the next week; or

b. a day, time and place decided by the Management Committee.

98. If at an adjourned meeting, a quorum under clause 94 is not present within 30 minutes after the time fixed for the meeting, the members present being at least three form a quorum.

99. The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

100. If a meeting is adjourned under clause 99, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

101. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least

30 days.

102. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

103. In this rule **"member"** includes a person attending as a proxy or representing a corporation that is a member.

**PROCEDURE AT GENERAL MEETINGS**

104. Subject to these rules, at each general meeting:

a. the president or, if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-president is to preside as chairperson;

b. if the vice-president is absent or unwilling to act as chairperson, the members present must elect 1 of their number to be chairperson of the meeting;

c. the chairperson must conduct the meeting in a proper and orderly way;

d. each question, matter or resolution must be decided by a majority of votes of the members present;

e. each member present and entitled to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote;

f. a member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting;

g. voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot;

h. if a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides;

i. the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held;

j. a member may vote in person or by proxy or by attorney and:

(i) on a show of hands, each person present who is a member or a representative of a member has 1 vote; and

(ii) in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has 1 vote;

(Iii) no member can hold more than 5 proxy votes

k. an instrument appointing a proxy must be in writing; and if the appointor is:

(i) an individual - signed by the appointor or the appointor's attorney properly authorised in writing; or

(ii) a corporation - either under seal or signed by a properly authorised officer or attorney of the corporation;

l. a proxy must be a member of the Association ;

m. the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot;

n. if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form:

KAI ÓPUA OUTRIGGER CANOE CLUB (KAI ÓPUA OCC) PROXY FORM

I, (insert name) of,

being a member of the Association, hereby appoint, as my proxy to vote for me on my behalf at the (annual/special\*) general meeting of the Association to be held on

day of , 200 or at any adjournment of the meeting.

Signed this, day of 200 . SIGNATURE

Motion/s (as known):

1

in favour / against\*

2

in favour / against\*

\* Strike out whichever is not desired. Unless otherwise instructed the proxy may vote as the proxy considers appropriate.

NOTE: A PROXY VOTE MAY NOT BE GIVEN TO A PERSON WHO IS NOT A MEMBER OF THE ASSOCIATION.

o. each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote;

p. the Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting and general meeting are entered in a minute book; and

q. the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.

105. To ensure the accuracy of the minutes recorded under clause 104(p):

a. the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy;

b. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

c. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.

**BY-LAWS**

106. The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.

107. A by-law may be set aside by a vote of members at a general meeting of the Association.

**ALTERATION OF RULES**

108. Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

109. However an amendment, repeal or addition is valid only if it is registered by the chief executive.

**NOTICES**

110. A notice may be given by the Association to any member whether personally or by sending it by post, fax or e-mail addressed to them at the address shown on the membership register or the address given by them within Australia for the purpose of:

a. Committee Management Meetings;

b. General Meetings;

c. Annual General Meetings;

d. Special General Meetings; and e. the Association's business.

**NOTICES FOR MEETINGS**

111. In the case of:

a. an Annual General Meeting 21 days;

b. a Special Meetings 14 days; and c. a General Meeting 14 days notice must be given.

112. In respect of all other meetings, the Management Committee may decide the time and manner in which the notice of the meeting shall be given.

113. All notices of meetings must specify the date, time, place and business to be transacted at that meeting.

114. The accidental omission to give notice to or the non-receipt of notice by any member entitled to receive notice, shall not invalidate the proceedings of any general meetings.

**COMMON SEAL**

115. The Management Committee must ensure the Association has a common seal.

116. The common seal must be-

a. kept securely by the Management Committee; and

b. used only under the authority of the Management Committee.

117. Each instrument to which the seal is attached must be signed by a member of the

Management Committee and countersigned by:

a. the secretary; or

b. another member of the Management Committee; or c. someone appointed by the Management Committee.

**FUNDS AND ACCOUNTS**

118. The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.

119. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

120. All amounts must be deposited in the financial institution account as soon as practicable after receipt.

121. A payment by the association of $100 or more must be made by cheque or electronic funds transfer.

a. If a payment of $100 or more is made by cheque, the cheque must be signed by any

2 of the following—

the president; the secretary; the treasurer;

any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.

b. However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.

122. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed `not negotiable’.

123. A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.

124. All expenditure must be approved or ratified at a Management Committee meeting.

125. The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:

a. the income and expenditure for the financial year just ended;

b. the Association’s assets and liabilities at the close of the year; and

c. the mortgages, charges and securities affecting the property of the Association at the close of the year.

126. The auditor must examine the statement prepared under clause 125 and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.

127. The income and property of the Association must be used solely in promoting the

Association's objects and exercising the Association's powers.

**DOCUMENTS**

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

**FINANCIAL YEAR**

129. The financial year of the Association closes on 30 June in each year.

**DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

130. This section applies if the Association:

a. is wound-up

b. it has surplus assets.

131. The surplus assets must not be distributed among the Association members.

132. The surplus assets must be given to another entity:

a. having objects similar to the Association's objects; and

b. the rules of which prohibit the distribution of the entity's income and assets to its members.

133. In this section **"surplus assets"** has the meaning given by section 92(3)1 of the Act.

1 Section 92 (Distribution of surplus assets) of the Act.