



Canberra Ice Dragons Dragon Boat Club Inc.

**Constitution
August 2020**



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Preface

The Canberra Ice Dragons Dragon Boat Club Inc. is a diverse club which welcomes all paddlers, new or experienced, male or female, and from any age group. Regardless of what your reason is for joining the club, be it friendships, fitness or your drive to compete, there is something to suit everyone within the Canberra Ice Dragons Dragon Boat Club Inc.

The Club was formed in Canberra in 2003, and was founded on the success of a social Canberra dragon boat team. The Club made its debut on the international stage at the 2012 World Club Crew Dragon Boat Championships in Hong Kong.

The Dragon Boat is deeply imbedded in China's 'Dragon' Culture, with each boat having an ornately carved dragon's head at the bow and a tail in the stern. The boat is painted with scales. The paddles symbolically represent the dragon's claws. A dragon boat team consists of 20 paddlers sitting two abreast, plus a Sweep who steers the dragon boat from the rear and plus a drummer who sits at the front. The team of paddlers work in unison to propel the boat forwards from a standing start, the aim being to reach the finish line in the fastest time.

Dragon Boating is an exciting, fantastic team sport with a rich history.



Part I Definitions, powers and interpretations

1. Definitions

- (1) In this Constitution unless the contrary intention appears, these words shall have the following meaning:
- (a) **"The Act"** means the Associations Incorporation Act 1991 (Australian Capital Territory).
 - (b) **"Active Life Member"** is an Ice Dragon Life Member who has had their fees paid by the Club for the current year and is an active member within the Club in paddling, sweeping, coaching and/or administrative and/or other supportive roles. To participate in any padding activity (training or racing) they must still individually pay for their DBACT membership.
 - (c) **"Affiliate"** means an organisation affiliated with the Club under these rules.
 - (d) **"AusDBF"** means the Australian Dragon Boat Federation
 - (e) **"Chairperson"** means a member delegated to preside over meetings of the Board and/or Committee.
 - (f) **"The Club"** means Canberra Ice Dragons Dragon Boat Club Inc.
 - (g) **"Committee"** means Office Bearers and Ordinary Committee Members appointed to exercise the functions as specified in Clause 43.
 - (h) **"Constitution"** means this Constitution of the Club as amended from time to time which forms the Rules for the Club.
 - (i) **"Director"** means a member of the Committee.
 - (j) **"DBACT"** means Dragon Boating ACT, formerly known as the Canberra Dragon Boat Association (CDBA).
 - (k) **"Dragon Boating"** means the traditional activity, cultural practice, recreational pursuit and sport of dragon boating as determined by the International Dragon Boat Federation, the Asian Dragon Boat Federation, the Oceania Dragon Boat Federation, AusDBF, DBACT and Asian cultural practice with such variations as may be recognised by the Club or internationally from time to time.
 - (l) **"Email list"** means the list maintained by the Club of all members' email addresses to which emails may be sent by the Committee.
 - (m) **"Financial Year"** means the calendar year from 1 July to 30 June.
 - (n) **"IDBF"** means International Dragon Boat Federation.
 - (o) **"Intellectual Property"** means all rights or goodwill subsisting in copyright, business names, names, trademarks, (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Club or any event, competition or activity of or conducted, promoted or administered by the Club.
 - (p) **"Majority"** means no less than half plus one.
 - (q) **"Member"** means Ordinary, Life, Temporary and Volunteer Members under Part 3 of this Constitution
 - (r) **"Membership Fees"** are fees charged by the Club and payable to the Club Treasurer and may include any or all combinations of Club fee and/or DBACT fee as determined by the Board, payable to the Club Treasurer or directly into the Club bank account.
 - (s) **"Office Bearer"** means a Director appointed to the position of President, Vice President, Secretary or Treasurer.



- (t) "Official Website" means the website maintained by the Club and, until otherwise determined by the Committee, is <http://www.icedragons.com.au>.
- (u) "Objects" means the objects of the Club as set out in Clause 7.
- (v) "Ordinary Committee Member" means a member of the Committee who is not an Office Bearer under subsection 27(1)(a).
- (w) "Public Officer" means the Director appointed by the Board to be the point of contact for the Registrar –General.
- (x) "Racing Season" means the calendar year from 1 September – 31 August
- (y) "Register of Members" means the register maintained by the Public Officer in accordance with the Act.
- (z) "Registrar-General" means the Registrar-General in the Australian Capital Territory for the purposes of the Act.
- (aa) "Returning Officer" means the Member who has been appointed by the Board to conduct the nomination and voting process for the election of a new Board at the Annual General Meeting
- (bb) "Rules" means this Constitution.
- (cc) "State Act" means the ACT Incorporated Associations Act 1991, or any other superseding legislation.
- (dd) "The Regulation" means the *Associations Incorporation Regulation 1991* (Australian Capital Territory).

2. Inconsistencies within the Constitution and legislation

- (1) In the event that any provision in this Constitution is inconsistent with the *Incorporated Associations Act 1991* (ACT), the Act will prevail to the extent of that inconsistency.
- (2) In the event that any provision in this Constitution is inconsistent with the DBACT and / or AusDBF constitutions, the DBACT constitution will prevail to the extent of that inconsistency; in the event that any provision in the DBACT constitution is inconsistent with the AusDBF constitution, the AusDBF will prevail to the extent of that inconsistency – with regards to dragon boat racing.

3. Interpretation

- (1) The provisions of the *Legislation Act 2001* (Australian Capital Territory) apply to these Rules in the same manner as those provisions would apply if these Rules were an instrument made under that Act.
- (2) In this Constitution:
 - (ee) A reference to a function includes a reference to a power, authority or duty
 - (ff) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty
 - (gg) Words importing the singular include the plural and vice versa
 - (hh) Words importing any gender include the other genders
 - (ii) Words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time
 - (jj) References to persons include corporations and bodies politic



- (kk) References to a person include the legal representatives, successors and permitted assigns of that person
- (ll) A reference to a statute or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction)
- (mm) A reference to “writing” shall, unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail
- (nn) Where an issue arises that is not covered by the Constitution, the ACT *Model Rules* of the Associations Incorporation Regulations 1991 shall apply.

4. Severance

- (1) If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.



Part II The Club

5. Club name

- (1) Canberra Ice Dragons Dragon Boat Club Inc. (here after “the Club”).

6. Mission statement

- (1) To strive towards the highest levels of performance and ensure the ongoing sustainability and growth of the Club.

7. Objectives

- (1) To abide by and accept the rules of DBACT, AusDBF and IDBF.
- (2) To race competitively and strive to achieve the best possible results.
- (3) To maintain and develop a good relationship with other dragon boating and water sport clubs and stakeholders within the Australian Capital Territory, Australia and worldwide where possible, and with relevant governing bodies including DBACT, the AusDBF and the IDBF where possible.
- (5) To have an active voice in the Canberra dragon boating community by promoting open communication, fostering good ideas and good fellowship within the Club, between other clubs and with relevant governing bodies.
- (6) In accordance with the Club’s Strategy and Selection Policy, actively recruit, develop and retain quality members who are enthusiastic about the sports, who are committed to the Club achieving its mission, and who abide by the Club’s Code of Conduct.
- (7) To actively seek ongoing sponsorship and support to ensure the life of the Club.
- (8) To acquire, purchase, lease or exchange goods and property as needed for the growth and improvement of the Club.
- (9) To promote dragon boating and related activities, including the development, promotion and maintenance the Chinese traditions, cultural values and recreational aspects of dragon boat racing in the ACT.
- (10) To communicate issues of interest to members.
- (11) To develop and implement the Club’s Selection Policy to coordinate participation of teams at dragon boat events, including (but not limited to) DBACT, DBNSW and AusDBF events.
- (12) To ensure no political, racial, gender or religious discrimination occurs towards any paddler or official while participating in dragon boat racing.



8. Affiliations

- (1) The Club shall maintain membership in DBACT and by extension AusDBF. Members shall maintain individual membership in DBACT.
- (2) The Club may determine at a General Meeting that the Club will develop an affiliation with other watercraft organisations.

9. Code of conduct

- (1) Members shall abide by the Club's Code of Conduct which will be available on the Club's website.



Part III Membership

10. Membership

- (1) Members are those who have been approved for registration by the Club's Membership Director and have paid their appropriate fees in full.
- (2) Fees will be determined by the Board and may include a combination of all and/or any of the following:
 - (a) Club fee
 - (b) DBACT fee, and/or
 - (c) Other fees as required.
3. Members who wish to race must also be a member of DBACT as a minimum, and abide by the requirements for DBACT membership included in the DBACT Membership Policy:

11. Acceptance of membership

- (1) Individuals who wish to become a Member of the Club must have their membership application considered and accepted by the Club's Membership Director. Application for membership must be made in writing using the electronic form available on the Club's website, and be accompanied by the payment in full of any fees at time of application.
2. A decision to accept or reject an application for membership based upon the characteristics identified below as being responsibilities assumed once membership is conferred, and behaviour necessary to obtain and retain membership, including but not limited to:
 - (a) Interested in engaging in or supporting the sport of dragon boat racing
 - (b) Being of good repute and character and compatible with other members
 - (c) Eligible for membership under the DBACT and AusDBF rules
 - (d) Accepting the objectives and aims of the Club, and
 - (e) Agreeing to and having demonstrated ability to abide with the Club's Code of Conduct.
- (3) A decision made by the Club's Membership Director to accept or reject an application for membership is reviewable at any time by the Committee. After reviewing the decision, the Committee must make a decision confirming the decision or setting aside the decision and substituting a new decision. A decision of the Committee has precedence over a decision of the Membership Director.
- (4) Membership is conferred in full when the application and fees are accepted by the Membership Director, or the Committee if the application for membership is the subject of a review. If an application for membership is rejected the fees must not be accepted, or if accepted automatically via electronic means, the fees must be returned to the individual within seven calendar days after the membership has been rejected.
- (5) All forms of membership may be suspended or cancelled by the Committee if the Committee believes the person has failed to comply with the Club's Code of Conduct.



- (6) In applying to become a Member, a person agrees to abide by this Constitution and decisions made by the Committee under this Constitution.

12. Ordinary membership

- (1) A person must complete a membership form and pay the annual fee.
- (2) Subject to Subsection 12(1), Club membership is open to any person who reads this Constitution, accepts and will uphold during their membership the Objectives of the Club, and agrees to and has a demonstrated ability to comply with the Code of Conduct.
- (3) The person must also be a member of DBACT.
- (4) The members voting rights shall commence once the Member has been entered onto the Register of Members.
- (5) Membership shall be based on the seasonal membership cycle of DBACT. Members will be invited to renew their membership annually before their expiration date. The Committee will set annual membership fees before the first of September.

13. Temporary membership

- (1) Individual persons who are provided with temporary membership under DBACT's Membership Policy by completing the DBACT's temporary membership form.
- (3) A temporary member has no voting rights under this Constitution.

14. Life membership

- (1) The Committee may award Life Membership to a person who has given outstanding service to the Club, and fulfils the requirements of the Club's Life Membership Policy.
- (2) The Board will keep a record of all Life Members in the Club's By-Laws, including name and date awarded Life Membership, and whether they are classified as active or inactive for the current racing season.
- (3) Active Life Members have full voting rights and may serve as a member of the Committee.
- (4) Life Members who are not Active Life Members have no voting rights and are not eligible to serve on the Committee. However, they will retain their Life Membership status.

15. Volunteer membership

- (1) The Committee may confer a Volunteer Membership to a person who regularly performs the role of a Volunteer as defined in the DBACT Membership Policy. Volunteer Membership does not incur a fee recognising the contribution of volunteers to the Club.



- (3) A Volunteer Member is not eligible to participate in training or racing unless they move into another membership category and pay the appropriate fees.
- (4) A Volunteer Member has full voting rights.

16. Membership entitlement not transferable

- (1) A right, privilege or obligation that a person has by reason of being a Member:
 - (a) Is not capable of being transferred or transmitted to another person
 - (b) Terminates upon cessation of the person's membership.

17. Cessation of membership

- (1) A person ceases to be a Member of the Club if the person:
 - a) Resigns from membership of the Club
 - b) Is expelled from the Club and/or has their membership cancelled for not complying with the Club's Code of Conduct
 - c) Fails to renew their membership of the Club upon expiration
 - d) Dies
- (2) Life members have perpetual Club membership, but will be classified as Active or Non-Active Life members for the purpose of member entitlements.
- (3) If a person ceases to be a Member of the Club they shall lose and forfeit to the Club all interest and benefit in the funds and property of the Club and all rights attached to membership.

18. Resignation of membership

- (1) A member is not entitled to resign from membership of the Club except in accordance with this section.
- (2) Members who have paid all monies due and payable to the Club and have no other liability (contingent or otherwise) to the Club may resign from the Club by giving notice (of not less than 1 month or, if the Committee has determined a shorter period, that shorter period) in writing to the Secretary or the Membership Director of the member's intention to resign and at the end of that period of notice, the Member shall cease to be a Member.
- (3) If a person ceases to be a member, the Membership Director must make an appropriate entry in the register of members recording the date the member ceased to be a member.

19. Transfer of individual members

- (1) A Member may only transfer their Club and DBACT membership from the Club to another DBACT-affiliated club upon satisfying the following requirements:
 - (a) The member shall have no indebtedness of whatever nature to the Club or DBACT, and



- (b) The member shall not be under any current suspension, restriction or expulsion from membership from a DBACT-affiliated Club or DBACT.
- (2) The requirements of subsection 19(1) to allow a member to transfer to another DBACT-affiliated club may be waived by resolution of the Committee.

20. Fees, subscriptions etc.

- (1) The annual membership fees of the Club are determined by resolution of the Committee and published on the Club's website. All Ordinary Members shall pay fees annually in accordance with the Club's and DBACT's seasonal membership cycle.
- (2) Life and Volunteer Members are exempt from paying fees apart from those deemed necessary by DBACT.
- (3) The annual membership fee is payable on application for Club membership or at the time of expiration for renewals.
- (4) Subject to the Club's financial position, Members may be required to pay additional costs for uniforms, travel, competition entry fees and any other necessary costs.

21. Members' liabilities

- (1) The liability of a member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount (if any) unpaid by the member in relation to membership of the Club as required by section 20.

22. Consequence of non-payment

- (1) A Member who has not paid all monies due and payable by that Member to the Club shall (subject to the Committee's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise at the Committee's discretion. This rule does not apply where the monies allegedly due and payable are the subject of a legitimate dispute or investigation.

23. Discipline of members

- 1. If the Committee is of the opinion that a Member:
 - a) has persistently refused or neglected to comply with a provision of these rules or the Club's By-laws;
 - b) has persistently and wilfully acted in a manner prejudicial to the interests of the Club; or
 - c) failed to comply with the Code of Conduct.the Committee may, by resolution:
 - d) expel the member from the Club; or



- e) suspend the member from the rights and privileges of membership of the Club for a period specified by the Committee.
- (2) A resolution of the Committee under subsection 23(1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection 23(3), confirms the resolution in accordance with this section.
- (3) If the Committee passes a resolution under subsection 23(1), the Secretary must, as soon as practicable, serve a written notice on the member:
 - a) setting out the resolution of the Committee and the grounds on which it is based; and
 - b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - c) stating the date, place and time of that meeting; and
 - d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the Committee mentioned in subsection 23(2), the Committee must:
 - a) give to the member mentioned in subsection 23(1) an opportunity to make oral representations; and
 - b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
 - c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection 23(1).
- (5) If the Committee confirms a resolution under subsection 23(4), the Secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 24.
- (6) A resolution confirmed by the Committee under subsection 23(4) does not take effect:
 - a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - b) if within that period the member exercises the right of appeal—unless and until the association confirms the resolution in accordance with subsection 24(4).

24. Right of appeal of disciplined member

- (1) A member may appeal to the Club in General Meeting against a resolution of the Committee that is confirmed under subsection 23(4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.



- (2) On receipt of a notice under subsection 24(1), the Secretary must notify the Committee which must call a General Meeting of the Club to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act, section 50, at a General Meeting of the Club called under subsection 24(2):
 - a) no business other than the question of the appeal may be transacted; and
 - b) the Committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - c) the members present must vote by secret ballot on the question of whether the resolution made under subsection 23(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subsection 23(4), that resolution is confirmed.

25. Non application of Section 23

- 1. Subsection 23(1) shall not apply to any incident or matter to which the member protection regulation of the Club, DBACT and/or AusDBF applies. Any member protection related matters should be dealt with in accordance with the disciplinary procedure set out in the member protection regulations.



Part IV The Committee

26. Powers of the Committee

- (1) The Committee, subject to the Act, the Regulations, these Rules, and to any resolution passed by the Club in a General Meeting:
 - (a) Shall control and manage the affairs of the Club
 - (b) May exercise all functions that may be exercised by the Club, except those functions that are only exercisable by the Club in a General Meeting
 - (c) Has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the Club, and

27. Constitution and membership

- (1) The committee consists of:
 - (a) the Office-Bearers of the association;
 - (b) 3 Ordinary Committee Members who shall assume portfolio responsibilities that best reflect the management needs of the Club, as specified in the By-Laws; and
 - (c) no more than three other Ordinary Committee Members who the Committee may appoint as additional Directors of the Club for the purposes of ensuring the Committee has an appropriate mix of skills to best promote the Objectives each of whom must be elected under section 28 or appointed in accordance with subsection 27(4).
- (2) The Office-Bearers of the Club are:
 - (a) the President; and
 - (b) the Vice-President; and
 - (c) the Treasurer; and
 - (d) the Secretary.
- (3) Each member of the committee holds office, subject to these rules, until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (4) If there is a vacancy in the membership of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next Annual General Meeting after the date of the appointment.
- (2) The duties of the Committee are set out in the By-Laws, in addition to those shown in this Constitution.

28. Election of Committee members

- (1) Nominations of candidates for election as Office-Bearers of the Club or as Ordinary Committee Members:



- (a) must be made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) must be given to the Secretary of the Club not less than 7 days before the date fixed for 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 may 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 vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of Office-Bearers and Ordinary Committee Members must be conducted at the annual general meeting in the way the Committee may direct.
- (7) A person is not eligible to simultaneously hold more than 1 position on the Committee.

29. Secretary

- (1) The Secretary of the Club must, as soon as practicable after being appointed as Secretary, notify the Club of his or her address.
- (2) The Secretary must keep minutes of:
 - (a) all elections and appointments of Office-Bearers and Ordinary Committee Members; 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 approved by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

30. Treasurer

- (1) The Treasurer of the association must:
 - (a) collect and receive all amounts owing to the Club and make all payments authorised by the Club; and
 - (b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.



31. Liability of Committee Members

- (1) Committee Members shall have no liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of dissolving the Club.

32. Non-executive Committee Members

- (1) The Committee by resolution may appoint a Dragon Boat Head Coach as a Non-executive Committee Member. The person may hold the position if qualified and accredited as per AusDBF rules.
- (2) The duties of this position is set out in the Club's By-Laws.
- (3) The Committee may by resolution appoint as many other Non-executive Committee Members as it sees fit to assist with administration and running of the Club. Non-executive Committee Members include but are not limited to:
 - (a) IT Officer
 - (b) Safety Officer
 - (c) Equipment Officer
- (4) The Non-executive Committee Members will hold the position until the conclusion of the next Annual General Meeting, or such other lesser period of time as determined by the Committee.
- (5) Non-executive Committee Members may participate in Committee Meetings and Committee activities on request to the Committee. However, Non-executive Committee Members shall not have Committee voting rights.
- (6) A Non-executive Committee Member may resign by serving notice of their intention to resign (no less than one month or any lesser period determined by the Committee) in writing to the Secretary. At the end of the period of notice, the Member ceases to be a Non-executive Committee Member.
- (7) The appointment of a Non-executive Committee Member may be terminated by resolution of the Committee.

33. Resignation of Committee Member

- (1) A Committee Member may only resign in accordance with this section.
- (2) A Committee Member shall serve notice of intention to resign (no less than one month or any other period determined by the Committee) in writing to the Secretary. At the end of the period of notice, the Member ceases to be a Committee Member.
- (3) Where a Committee Member resigns and is an Office Bearer, the Public Officer shall advise the Registrar-General within 14 days.



34. Vacancies

- (1) For these rules, a vacancy in the office of a member of the Committee happens if the member:
 - (a) dies; or
 - (b) ceases to be a member of the association; or
 - (c) resigns the office; or
 - (d) is removed from office under section 35 (Removal of committee members); or
 - (e) becomes bankrupt or personally insolvent; or
 - (f) suffers from mental or physical incapacity; or
 - (g) is disqualified from office under the Act, section 63 (1); or
 - (h) is absent without the consent of the Committee from all meetings of the committee held during a period of 6 months.

35. Removal of Committee members

- (1) The Club in General Meeting may by resolution, subject to section 50 of the Act, remove any member of the Committee from the office of member of the Committee before the end of the member's term of office.

36. Casual vacancies

- (1) In the event of a vacancy in the Committee, the Committee may appoint a Member to fill the vacancy. The appointed Member shall hold office, if the Committee so chooses, subject to these Rules for the remainder of the Committee Member's term.
- (2) The Public Officer shall lodge the details of the appointed Committee Member if he or she is an Office Bearer with the Registrar-General within 14 days.

37. Committee meetings and quorum

- (1) The Committee shall meet at least eight times in each calendar year at the place and time that the Committee may decide.
- (2) Additional meetings of the Committee may be called by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee, including a draft agenda, shall be given by the Secretary to each Committee Member at least 48 hours (or any other period all Committee Members agree to) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subsection 39(3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) A majority of members of the Committee constitute a quorum for the transaction of the business of a Committee meeting.



- (6) No business may be transacted by the Committee unless a quorum is present (including proxies). If, within half an hour after the time appointed for the meeting, a quorum is not present, the meeting stands 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 after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At Committee meetings:
 - (a) The President or, in the absence of the President, the Vice President shall preside, or
 - (b) In the absence of the President and the Vice-President, 1 of the remaining Committee Members may be chosen by the majority of Committee Members present to preside.

38. Delegation by Committee to subcommittee

- (1) The Committee may, in writing, delegate to one or more subcommittees (consisting of the Member or Members of the Club that the Committee considers appropriate) the exercise of the functions of the Committee that are specified in the instrument, other than:
 - (a) This power of delegation, and
 - (b) A function that is a function imposed on the Committee by the Act, by any other Territory law, or by resolution of the Club in General Meeting.
- (2) A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this section, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, in writing, revoke wholly or in part any delegation under this section.
- (7) A subcommittee may meet and adjourn as it considers appropriate.

39. Committee Member conflicts of interest

- (1) The nature of the interest of any Committee Member must be declared by the Member at the meeting of the Committee at which any decision on the matter is discussed or taken.



This interest must be noted in the minutes of the meeting. If a Committee Member becomes interested in a contract or other matter after it is made or entered into, the declaration of the interest must be made and minuted at the first meeting of the Committee held after the Committee Member becomes interested.

- (2) A general notice that a Committee Member is a member of a specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under subsection 39(1) as regards such Committee Member and the said transactions. After such general notice it is not necessary for such Committee Member to give a special notice relating to any particular transaction with that firm or company.
- (3) Any Committee Member who has declared an interest in a specific discussion should abstain from discussion and voting on that matter.

40. Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee are decided by a majority of the votes of members of the Committee or subcommittee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any subcommittee appointed by the Committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.



Part V General Meetings

41. Annual General Meeting – holding of

- (1) With the exception of the first annual general meeting of the Club, the Club must, at least once in each calendar year and within 5 months after the end of each financial year of the Club, call an annual general meeting of its members.
- (2) The Club must hold its first annual general meeting:
 - (a) within 18 months after its incorporation under the Act; and
 - (b) within 5 months after the end of the first financial year of the Club.
- (3) Subsections 41(1) and 41(2) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

42. Annual General Meetings – calling of and business at

- (1) The annual general meeting of the Club must, subject to the Act, be called on the date and at the place and time that the Committee considers appropriate.
- (2) In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meetings held since that meeting
 - (b) to receive from the Committee reports on the activities of the Club during the last preceding Club Financial Year
 - (c) to elect Members of the Committee, including Office Bearers; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to Members under the Act, subsection 73(1).
- (3) An Annual General Meeting must be specified as such in the notice calling it in accordance with section 44 (Notice).
- (4) An Annual General Meeting must be conducted in accordance with the provisions of this part.

43. General meetings – calling of

- (1) The Committee may, whenever it considers appropriate, call a general meeting of the Club.
- (2) The Committee must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the Club.
- (3) A requisition of members for a general meeting:
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the Secretary; and



- (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the Committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the Secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a member or members mentioned in subsection 43(4) must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Club for any reasonable expense so incurred.

44. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, send email to each member at the member's email address appearing in the register of members, a notice 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 Club, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in subsection 44(1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an Annual General Meeting, business that may be transacted under section 42(2).
- (4) A member desiring to bring any business before a general meeting may give written notice 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.

45. General meetings—procedure and quorum

- (1) No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and



(unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

46. Presiding member

- (1) The President, or in the absence of the President, the Vice President, presides at each general meeting of the Club.
- (2) If the President and the Vice President are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

47. Adjournment

- (1) The person presiding at 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 may 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 or oral notice of the adjourned meeting to each member of the Club 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 subsections 47(1) and 47(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.

48. Making of decisions

- (1) A question arising at a general meeting of the association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding 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 Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Club, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken:
 - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or



- (b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

49. Voting

- (1) Subject to subsection 49(3), on any question arising at a general meeting of the association a member has 1 vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) If the votes on a question at a general meeting are equal, the person presiding 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 Club unless all money due and payable by the member or proxy to the Club has been paid, other than the amount of the annual subscription payable for the then current year.

50. Appointment of proxies

- (1) Each member is entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in Appendix 1.



Part VI Miscellaneous

51. Funds—source

- (1) The funds of the Club must be derived from annual fees and subscriptions of members, sponsorships, donations and, subject to any resolution passed by the Club in general meeting and subject to the Act, section 114, any other sources that the Committee decides.
- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

52. Funds—management

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club must be used for the objects of the Club in the way that the Committee decides.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Club, being members of the Committee or employees authorised to do so by the Committee.

53. Alteration of objects and rules

- (1) Neither the objects of the Club mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

54. Common seal

- (1) The common seal of the Club must be kept in the custody of the Secretary.
- (2) The common seal must not be attached to any instrument except by the authority of the Committee and the attaching of the common seal must be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the Secretary.

55. Custody of books

- (1) Subject to the Act, the regulation and these rules, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Club.



56. Inspection of books

- (1) The records, books and other documents of the Club must be open to inspection at a place in the ACT, free of charge, by a member of the Club at any reasonable hour.

57. Service of notice

- (1) For these rules, the Club may serve a notice on a member by sending it by email to the member at the member's email address shown in the register of members.

Note: For how documents may be served, see the Legislation Act, pt 19.5.

58. Surplus property

- (1) At the first general meeting of the Club, the Club must pass a special resolution nominating:
 - (a) another association for the Act, section 92 (1) (a); or
 - (b) a fund, authority or institution for the Act, section 92 (1) (b);in which it is to vest its surplus property in the event of the dissolution or winding up of the Club.
- (2) An association nominated under subsection 58(1)(a) must fulfil the requirements specified in the Act, section 92 (2).

65. Dispute resolution/mediation

- (1) The President shall mediate any dispute between Members. If the President is a party to the dispute, any other Committee Member who is not a party to the dispute shall mediate the dispute.
2. Subject to section 50 of the Act, the Committee Member mediating the dispute shall receive oral or written submissions from all disputing parties about the dispute and shall develop options for resolving the dispute. Upon consideration to the views of the parties to the dispute regarding each option, the Committee Member mediating the dispute shall implement one of the options to resolve the dispute.
3. The Club's objectives shall be used as guiding principles when making decisions for the resolution of disputes.

66. By-laws

1. The Committee may make, amend or repeal By-Laws, not inconsistent with these rules as they may deem necessary, expedient or convenient, for the proper internal conduct and management of the Club.
2. The Committee shall bring to the notice of Members the Clubs By-Laws, Rules and Regulations together with any amendments and/or repeals.
 - a) All By-laws, Rules and Regulations shall be binding upon all Members of the Club so long as they are in force



- b) No By-Law, Rule or Regulation shall be inconsistent with or shall affect or repeal anything contained in this Constitution
- c) Any By-Law, Rule or Regulation shall be binding by the Club and Members, but may be set aside by a Special Resolution of a General Meeting of the Club, and
- d) All By-Laws, Regulations and Policies of the Club in force at the date of approval of this Constitution under the Act insofar as such By-laws, Regulations and Policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this Section.

67. Amendment

- 1. These Rules shall not be altered except in accordance with the Act.
- 2. Subject to the Act, these rules may be amended, repealed or added to by a Special Resolution carried at a General Meeting.
- 3. However, an amendment, repeal or addition is valid only if it is registered by the Public Officer to the Registrar-General.
- 4. As per Section 33 of the Act, the Public Officer, no later than 14 days after the resolution was passed, will lodge with the Registrar-General a notice setting out the particulars of the alteration, and including a declaration by at least 2 members of the Committee to the effect that a Special Resolution referred to in Subsection 67(2) was duly passed by the Club.

68. Dissolution

- 1. The Club may, by special resolution at a General Meeting, resolve that it be wound up.
- 2. If upon winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of the Club but shall be given or transferred to somebody or bodies having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Club by this Constitution and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies to be determined by the Members of the Club at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.



Appendix 1

Form of appointment of proxy – Canberra Ice Dragons Dragon Boat Club Inc. meeting

I, *(full name of Member)*

of *(address)*

being a Member of Canberra Ice Dragons Dragon Boat Club Inc, appoint

..... *(full name of proxy)*

being a Member of Canberra Ice Dragons Dragon Boat Club Inc, as my proxy* to vote for me on my behalf at:

- the general meeting of the Club (Annual General Meeting or other general meeting, as the case may be)
- a Committee meeting *(strike out as appropriate)*

to be held on *(date)* 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 Canberra Ice Dragons Dragon Boat Club Inc.