

RICHMOND RIVER SAILING AND ROWING CLUB INCORPORATED

CONSTITUTION (Rules)

1. Name

The name of the Association shall be: RICHMOND RIVER SAILING AND ROWING CLUB INCORPORATED (referred to in this document as "the Association").

2. Objects

The objects of the Association shall be:-

- a. to encourage the sport of competitive and social sailing and rowing
- b. to promote social activities among members
- c. to be affiliated with Associations and other bodies as may be desirable to achieve the Associations objects.

3. Membership

- a) Membership is open to all individuals who accept the objects and rules of the Association.
- b) Individuals wishing to become members of the Association shall apply to the Committee for membership.
- c) The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.
- d) Members shall pay such fees as are determined by the Association at a General Meeting.
- e) A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting of cessation of membership shall also be contained in the register.
- f) Membership shall cease upon resignation, expulsion or failure to pay outstanding membership fees within three months of the due date.
- g) Membership fees shall fall due on the last day of September. The financial year of the Association shall run from July 1 to June 30.

4. Members' Liability

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

5. Disciplining of Members

- 1) Where the Committee is of the opinion that a member of the Association:-
 - i. has persistently refused or neglected to comply with a provision or provisions of these rules; or

- ii. has willfully acted in a manner prejudicial to the interest of the Association,

the Committee may, by resolution:-

- a. Expel the member from the Association; or
 - b. suspend the member from membership of the Association for a specified period.
- 2) A resolution of the Committee under clause (1) is of no effect unless a notice in writing has been served on the member:-
- i. stating the date, time and place of the meeting which must be held not earlier than 14 days and not later than 28 days after service of the notice on the member.
 - ii. setting out the resolution of the Committee and the grounds on which it is based.
 - iii. informing the member that the member may attend and speak at the meeting and make written representations relating to the resolution.
- 3)
- i. A member may appeal to the Association in general meeting against a resolution of the Committee confirmed under rule 5 (1) by lodging with the Secretary a notice to that effect within 7 days of the date of the meeting held under rule 5 (2) (i).
 - ii. Upon receipt of a notice from a member under clause 5 (3) (i) the Committee shall convene a general meeting of the Association to be held within 21 days of the date on which the Secretary received the notice.
 - iii. At a general meeting of the Association convened under Clause 5 (3) (ii):-
 - i. no business other than the question of the appeal shall be transacted;
 - ii. the Committee and the member shall be given the opportunity to state their respective cases orally, or in writing, or both; and
 - iii. the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - iv. If at the general meeting the Association passes a resolution by a three - quarter majority in favour of the confirmation of the resolution, the resolution is confirmed.

5a. Internal Disputes (Excluding those covered by the racing rules of sailing & rowing)

- a) Disputes between members are firstly to be referred to two or more of the Committee for mediation. Both parties to the dispute must be present, and allowed to present their cases. Other members may be called as witnesses by the members or Committee. A settlement to the dispute will be sought at this meeting or a further meeting may be arranged if further evidence is required to make a decision.
- b) If the dispute cannot be settled to the member's satisfaction by two of these meetings, then it is to be referred to a community justice center for mediation in accordance with the *Community Justice Centres Act 1983*.
- c) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

6. Management - by Committee

- a) The Association shall have its affairs controlled and managed by the office bearers and other members known as the Committee.
- b) The office bearers shall be a Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, Publicity Officer and Rowing Officer. There shall be up to three other members of the Committee.
- c) The office bearers and other members of the Committee shall be elected at each Annual Meeting. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.
- d) Each member of the Committee shall hold office from the date of their election or appointment until the next Annual General Meeting.
- e) Retiring Committee members are eligible for re-election.
- f) The Committee shall meet as often as necessary to conduct the business of the Association and not less than once every two months.
- g) The quorum for meetings of the Committee shall be one half the number of Committee members elected at the previous Annual General Meeting.
- h) Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon.
- i) A member of the Committee shall cease to hold office upon resignation in writing; removal as a member of the Association; or absence from three successive Committee meetings without approval by the Committee.
- j) The Committee may function validly provided its number is not reduced below the quorum. Should Committee members fall below the quorum the remaining Committee members may act only to appoint new Committee members.
- k) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present. In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- l) If within half an hour of the time appointed for a Committee meeting a quorum is not present the meeting shall be dissolved.
- m) Additional meetings of the Committee may be convened by the Commodore or any other two members of the Committee.

7. General Meetings

- a) An Annual General Meeting of the Association shall be held each year within three months from the end of the financial year of the Association.
- b) The Committee may, whenever it thinks fit, convene a special general meeting of the Association. A special general meeting must be convened by the Committee within three months of receiving a written request to do so from at least five per cent of the membership of the Association.

- c) At least 14 days' notice of all general meetings and notices of motion shall be given to members. In the case of general meeting where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting.
- d) In the case of the Annual General Meeting, the following business shall be transacted:-
 - i. Confirmation of the minutes of the last Annual General Meeting and any recent special general meeting.
 - ii. Receipt of the Committee's report upon the activities of the Association in the last financial year.
 - iii. Election of office bearers and other members of the Committee.
 - iv. Receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view for the last financial year of the Association's:-
 - Income and expenditure
 - Assets and liabilities
 - Mortgages, charges and other securities
 - Trust properties
- e) The quorum for a special general meeting shall be six members present in person. In the case of the Annual General Meeting the quorum shall be ten members present in person. If within half an hour of the time appointed for the general meeting a quorum is not present, the meeting shall be dissolved.
- f) Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by a special resolution where three quarters majority is required.
- g) Voting at general meetings shall be restricted to members 16 years of age or older.
- h) All votes shall be given personally and there shall be no voting by proxy.
- i) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.
- j) Nominations for candidates for election as office bearers or other members of the Committee may be made at the Annual General Meeting or in such other ways as may be determined by the Association at a general meeting.
- k) Written notice of all general meeting shall be given to members either personally or by electronic means (via email or the internet) or by post.

8. Office Bearers

- a) The Commodore or, in the Commodore's absence, the Vice Commodore, shall act as a chairperson at each general meeting and committee meetings of the Association.
- b) If the Commodore and Vice Commodore are absence from a meeting or unwilling to act, the members present at the meeting shall elect one of their members to act as chairperson.
- c) The Secretary shall ensure that records of the business of the Association including the rules, register of members, minutes of all general and committee meetings and a file of correspondence are kept. These records shall be available for inspection by any member and shall be held in the custody of the Secretary.

- d) The Treasurer shall ensure that all moneys received by the Association is paid into an account in the Association's name. Payments shall be made by cheque by two signatories or by direct debit authorised by the Committee. Major or unusual expenditure shall be authorised in advance by the Committee or a general meeting.
- e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.
- f) The Rowing Officer shall represent the rowing committee at General and committee meetings and shall act as the Rowing Chairman in each rowing committee meeting.
- g) The elected Rowing Officer shall conduct a meeting after the Annual General Meeting to appoint the rowing sub committee.
- h) The Rowing members may elect up to 4 additional rowing committee members to organise rowing activities. Meetings may be held when necessary for general rowing business. Minutes from these meetings shall be forwarded to the Commodore as general rowing information.

9. Special Resolutions

- a) A Special resolution must be passed by a general meeting of the Association to effect the following :-
 - i. a change of the Association's name ;
 - ii. a change of the Association's rules ;
 - iii. a change of the Association's objects ;
 - iv. an amalgamation with another Incorporated Association ;
 - v. to voluntarily wind-up the Association and distribute its property ;
 - vi. to apply for registration as a Company or Co-Operative.
- b) A special resolution shall be passed in the following manner :-
 - i. a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution ;
 - ii. the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting ;
 - iii. a quorum must be present at the meeting ;
 - iv. at least three quarters of the members present must vote in favour of the resolution
 - v. in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Corporate Affairs Commission for permission to pass the resolution in some other way.

10. Public Officer

- a) The Committee shall ensure that a person is appointed as Public Officer.
- b) The first Public Officer shall be the person who completed the application for incorporation of the Association.

- c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- d) The Public Officer shall be deemed to have vacated their position in the following circumstances :-
 - i. death
 - ii. resignation
 - iii. removal by the Committee or at a general meeting
 - iv. bankruptcy or financial insolvency
 - v. mental illness
 - vi. residency outside New South Wales.
- e) When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Corporate Affairs Commission by the prescribed form and appoint a new Public Officer.
- f) The Public Officer is required to notify the Department or Organization responsible for overseeing Associations (currently Office of Fair Trading) by the prescribed form in the following circumstances :-
 - i. appointment
 - ii. a change of residential address
 - iii. a change in the Association's objects or rules
 - v. of the Associations financial affairs
 - vii. a change in the Association's name.
- g) The Public Officer may be an office bearer, committee member, or any other person regarded as suitable for the position by the Committee.

11. Miscellaneous

- a) The Association shall effect and maintain insurance as is required under the Associations Incorporated Act together with any other insurance which may be required by law as necessary by the Association.
- b) The funds of the Association shall be derived from the fees of members, donations, grants and other such sources approved by the Association.
- c) The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of two members of the Committee.
- d) The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up. The

distribution of surplus property shall be in accordance with Section 53 of the Association Incorporation Act 1984.

- e) Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on two members of the Committee.
- f) Notices sent by post shall be deemed to have been received two days after the date of posting.
- g) The income and property of the Association shall be used only for the promotion of the objects of the Association and shall not be paid or transferred to members by way of a dividend, bonus or profit.

(last amended at General Meeting 6th September, 2009

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