



DRAGONBOAT SA CONSTITUTION

24 July 2007

DragonBoat SA
CONSTITUTION

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1. NAME

The name of the incorporated Association is DragonBoat SA and referred to herein as "the Association".

2. DEFINITIONS

"Committee" means the committee of management of the Association.

"General Meeting" means a general meeting of members of the Association convened in accordance with these rules.

"Member" means a member of the Association as in 5.1.

"the Act" means the Associations Incorporation Act 1985.

"Special Resolution" means a special resolution as defined in the Act.

"month" shall mean a calendar month.

"Registered Participant" any person registered with the Association.

"Sports Participant" – refer Race Rules

"Social Participant" – refer Race Rules

"Trial Participant" a person who has never previously participated in the sport of Dragon Boat racing.

Expression referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form.

Words imparting the singular include the plural and vice versa, and words imparting the masculine gender shall include feminine or neutral gender as the case may require.

3. OBJECTS AND PURPOSES OF THE ASSOCIATION

The objectives of the Association shall be:

- a) to promote Dragon Boating in South Australia as a social, ceremonial as well as a racing sport.
- b) to foster public interest and participation in Dragon Boating under the banner of friendship and sporting endeavour.
- c) to organise and administer Dragon boating and related activities within South Australia.
- d) to liaise with interstate organisations to ensure South Australia's representation in Dragon boating at the national and international level.
- e) to do all such things as may be incidental to the attainment of these objectives.

4. POWERS OF THE ASSOCIATION

The Association shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

5.1 There are three (3) classes of membership

- (i) **FULL MEMBERSHIP**
Full Members are clubs (whose members are Registered Participants) formed to race or train. These clubs must be incorporated bodies and require a minimum of 12 Registered Participants to qualify for membership. Full Members are entitled to votes as noted in 8.5(i) at all General Meetings.
- (ii) **ASSOCIATE MEMBERSHIP**
Associate Members are individuals who have an interest in Dragon boating but are not members of a club. Associate Members are not entitled to a vote.
- (iii) **LIFE MEMBERSHIP**
Life Members are individuals who are granted life membership of the Association. Life Members are entitled to one vote each at all General Meetings.

5.2 PARTICIPANT REGISTRATION

- (i) Sports and Social participants shall register with the Association and pay the prescribed registration fee including insurance to enable them to access the Associations' equipment and to race in the Associations' fixtures or endorsed events.
- (ii) A Trial Participant shall register with the Association but is not required to pay the full participant fee until one month after registering as a Trial Participant.
- (iii) A registration form shall be completed by all participants acknowledging acceptance of this Constitution and DBSA Rules.

5.3 REGISTRATION FEES

- (i) The registration fee shall be such sum as the Members shall determine at the Annual General Meeting.
- (ii) The registration fee shall be payable annually immediately following the Annual General Meeting.
- (iii) Any participant whose registration fee is outstanding for more than three months after the due date for payment shall be ineligible to participate in any Association fixture or endorsed event.

5.4 APPLICATIONS FOR MEMBERSHIP

Any Club (full membership) or individual (associate membership) who supports the objects of the Association and agrees to be bound by its rules and who applies for membership of the Association shall be proposed by a current Member.

The application for membership shall be made in writing and signed by the applicant and the proposer. Upon acceptance of the application by the Committee and upon payment of the first annual subscription, the applicant shall be a Member of the Association.

5.5 SUBSCRIPTIONS

- (i) The subscription fees shall be such sum (if any) as the Members shall determine at the Annual General Meeting.
- (ii) The subscription fees shall be payable annually at such other time as the Committee shall determine.
- (iii) Any Member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such Members membership on such terms as it thinks fit.

5.6 LIFE MEMBERSHIP

- (i) Life membership may be bestowed on individuals in recognition of long term active service to the Association.
- (ii) The Committee may nominate eligible persons for Life membership. Nominations must be put to the membership at a General Meeting together with a written report supporting the nomination.
- (iii) Members may nominate eligible persons for life membership. Nominations must be put to the Committee together with a written report supporting the nomination. If the nominee is eligible in the opinion of the Committee the nomination will be put to the membership at a General Meeting with the supporting written report.
- (iv) The nominee shall be elected to the position of Life Member by a simple majority vote of those present and eligible to vote in accordance with clause (8.5(i), 5.1(i) & 5.1(iii) voting).
- (v) Life Members are exempt from the payment of subscription fees.

5.7 RESIGNATIONS

A Member may resign from membership of the Association by giving notice in writing thereof to the secretary of the Association. Any Member so resigning shall be liable for any outstanding subscription which may be recovered as a debt due to the Association.

5.8 EXPULSION OF A MEMBER

- (i) Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- (ii) Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Committee at which the matter will be determined.
- (iii) The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination the Member shall, (subject to 5.8 (iv) below), cease to be a Member 14 days after the Committee has communicated its determination to the Member.
- (iv) It shall be open to a Member to appeal to the Association in a General meeting against the expulsion. The intention to appeal shall be communicated to the secretary of the Association within 14 days after the determination of the Committee has been communicated to the Member.
- (v) In the event of an appeal under 5.8 (iv) above, the appellants membership of the Association shall not be terminated unless the determination of the Committee to expel the Member is upheld by the Members of the Association in General Meeting after the appellant has been heard by the Members of the Association, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

5.9 REGISTER OF MEMBERS

A register of Members shall be kept and will contain

- (i) the name and address of each Member.
- (ii) the date on which each Member was admitted to the Association; and
- (iii) if applicable, the date of, and reason(s) for, termination of membership.

6. THE COMMITTEE

6.1 POWERS AND DUTIES

- (i) The affairs of the Association shall be managed and controlled by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in General Meeting.
- (ii) The Committee has the management and control of the funds and other property of the Association.
- (iii) The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- (iv) The Committee shall appoint a Public Officer as required by the Act - Ref note 1.

Note 1 (Notice of appointment and any change in the identity or address of the Public Officer, is to be lodged within one month after the change (form 10).

6.2 APPOINTMENT

- (i) (a) The Committee shall be comprised of a President, Vice President Male, Vice President Female, Secretary, Treasurer, and two Committee Members.

- (b) The Committee may appoint up to two additional committee members. The initial appointment would be for a two year term for the first appointee and a one year term for the second appointee, thereafter the appointments would be for a two year period. Each appointee may only serve one term and would need to seek election in accordance with paragraph (V).
- (ii) A Committee member shall be a natural person and be a Registered Participant or a Member of the Association.
- (iii) No more than two (2) elected Committee members at any time shall be Members of any one Member except by resolution of the Association in General Meeting and only when there are insufficient nominations for a position.
- (iv) The term of office for each Committee person shall be two (2) years with the President, Vice President Female, Treasurer and one Committee Member elected in one year and the Vice President Male, Secretary and one member elected in the following year. In the first year the President, Vice President Female, Treasurer and one member shall be elected for two (2) years and the remaining positions for a one (1) year term.
- (v) A retiring Committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a Member of the Association has nominated that person at least 28 days before the AGM by delivering the nomination of that person to the secretary of the Association. The nomination shall be signed by the proposer and by the nominee.
- (vi) Notice of all persons seeking election to the Committee shall be given to all Members of the Association with the notice calling the Meeting at which the election is to take place.

- (vii) The Committee may appoint a person to fill a casual vacancy and such a Committee member shall hold office until the next AGM of the Association and shall be eligible for election to the Committee without nomination.
- (viii) The Committee shall be elected at the AGM.
- (ix) Balloting lists shall be prepared containing the names of candidates in alphabetical order and each Member present at the AGM shall be entitled to vote in accordance with section 8.5(i), 5.1(i) & 5.1(iii).
- (x) In the event that there is an insufficient number of candidates nominated for any position, nominations may be taken from the floor of the AGM. If the required number of candidates are not then nominated, the Committee may appoint persons to fill the remaining vacancy or vacancies.

6.3 PROCEEDINGS OF COMMITTEE

- (i) The Committee shall meet together for the despatch of business at least monthly.
- (ii) Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes, the Chairperson shall have a casting vote in addition to a deliberative vote.
- (iii) A quorum for a meeting of the Committee shall be one half of the Committee plus one.
- (iv) A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association, must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Committee must disclose the nature of his or her interest in the contract at the next AGM of the Association.

- (v) The President
 - a) The President shall keep the Common Seal which shall be affixed only by resolution of the Committee or of a General Meeting and in the presence of two Committee members.
 - b) The President shall chair Committee and General Meetings except that in the absence of the President or at the request of the President, a Vice President or another member may be elected as that meeting's chair.
 - c) The President together with the Secretary shall prepare the agenda for the Committee and General Meetings.
 - d) The President shall act as spokesperson for the association unless an alternative spokesperson has been appointed by a General Meeting.
- (vi) The Secretary
 - a) The Secretary shall call meetings in accordance with the provision of this Constitution.
 - b) The Secretary shall cause records to be kept of the Association including the Constitution, Policies, records of Members, a register of minutes of meetings and/or notices, a file of correspondence and records of submissions or reports made by or on behalf of the Association and other duties as directed by the Committee.
- (vii) Treasurer
 - a) The Treasurer shall cause monies received to be paid into an account authorised by the Committee in the name of the Association. Payments shall be as petty cash or by cheque signed by two authorised signatories of whom there shall be no more than three (3) appointed by the Committee. Major or unusual expenditures shall be authorised in advance by the Committee or a General Meeting.
 - b) The Treasurer shall cause records to be kept of all receipts and payments and other financial

transactions, of which records shall be available for inspection by any Member, by previous arrangement at a Committee meeting.

- c) The Treasurer shall cause financial budgets and statements to be prepared and shall submit a report on the finances to each Committee meeting.
- d) The Treasurer shall present audited accounts to the AGM.

6.4 DISQUALIFICATION OF COMMITTEE MEMBERS

The office of a Committee Member shall become vacant if a Committee member is:-

- Disqualified from being a Committee Member by the Act.
- Expelled from the Association under these rules
- Permanently incapacitated by ill health
- Absent without apology from more than four (4) meetings in a financial year
- No longer registered with or a Member of the Association

7. THE SEAL

- (i) The Association shall have a Common Seal upon which its corporate name shall appear in legible characters.
- (ii) The Common Seal shall not be used without the express authorisation of the committee or General Meeting and every use of the Common Seal shall be recorded in the minute book of the Association. The affixing of the Common Seal shall be witnessed by two (2) Committee members.

8. GENERAL MEETINGS

8.1 Annual General Meeting

- (i) The Committee shall call an Annual General Meeting in accordance with the Act and these rules.
- (ii) The Annual General Meeting shall be held within the five months after the end of the Association's financial year.
- (iii) The order of business at the AGM shall be:

- a) the confirmation of the minutes of the previous AGM and of any Special General Meeting held since that meeting.
- b) the consideration of the accounts and reports of the Committee and the auditor's report.
- c) election of Committee members
- d) the appointment of auditors.
- e) any other business requiring consideration by the Association in General Meeting.

8.2 Special General Meeting

- (i) The Committee may call a Special General Meeting of the Association at any time.
- (ii) Upon a requisition in writing of not less than 10% of the total number of Members of the Association, the Committee shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- (iii) Every requisition for a Special General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting.
- (iv) If a Special General Meeting is not convened within one month, as required by 8.2 (ii) above, the requisitionists, or at least 50% of their number may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

8.3 NOTICE OF GENERAL MEETINGS

- (i) Subject to 8.3 (ii) at least 14 days notice of any General Meeting shall be given to Members. The notice shall set

out where and when the meeting will be held, and particulars of the nature and order of business to be transacted at the meeting.

- (ii) Notice of a meeting at which a Special Resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (iii) A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by post to the address appearing in the register of Members.
- (iv) Where a notice is sent by post:
 - a) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - b) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 PROCEEDINGS AT GENERAL MEETINGS

- (i) Fifty percent 50% plus one (1) of the membership shall constitute a quorum for the transaction of business at any General Meeting.
- (ii) If 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.
- (iii) Subject to 8.4 (iv), the President shall preside as Chairperson at a General Meeting of the Association.

- (iv) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Committee Member or one of their own number to be the Chairperson of that meeting.

8.5 VOTING AT GENERAL MEETINGS

- (i) subject to these rules, every Member shall be entitled to one (1) vote for every twenty-six (26) participants or part thereof registered in that Members name with a maximum of two votes.
- (ii) subject to these rules, a question for decision at a General Meeting, other than a Special General Meeting, must be determined by a majority of Members who vote in person.
- (iii) Unless a poll is demanded by at least five Members, a question for decision at a General Meeting must be determined by a show of hands.
- (iv) Prior to any General Meeting, Members must register the person who will be responsible for that Member's vote, with the Secretary which will then be recorded in the minutes.

8.6 POLL AT GENERAL MEETINGS

- (i) If a poll is demanded by at least five Members, it must be conducted in a manner specified by the presiding person and the result of the poll is the resolution of the meeting on that question.
- (ii) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 SPECIAL AND ORDINARY RESOLUTIONS

- (i) A Special Resolution is a Special Resolution as defined in the Act.
- (ii) An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

8.8 PROXIES

There will be no proxy voting at any meetings of the Association.

9. MINUTES

- (i) Proper minutes of all proceedings of General Meetings of the Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (ii) The minutes kept pursuant to this rule must be confirmed by the Members of the Association or the Members of the Committee (as relevant) at a subsequent meeting.
- (iii) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (iv) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. DISPUTE RESOLUTION

- a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between –
 - (i) A Member and another Member
 - (ii) A Member and the Association
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

- d) In this rule "Member" includes any Member who was a Member not more than six months before the dispute occurred.

(Section 40 of the Act provides that where the Committee exercises any power of adjudication in relation to a dispute between the Members, or a dispute between itself and Members of the Association, the rules of natural justice must be observed).

(Section 61 of the Act provides that an application to the Court for an order under the section may be made by a Member of an incorporated Association or by a former Member expelled from the Association (provided that the application is made within six months of the expulsion), who believes that the affairs of the Association are being conducted in a manner that is oppressive or unreasonable.)

11. FINANCIAL REPORTING

11.1 FINANCIAL YEAR

The financial year shall be the 12 months period commencing on 1st July and ending on 30th June of each year.

11.2 ACCOUNTS TO BE KEPT

The Association shall keep and retain such accounting records as are necessary to correctly record and explain financial transactions and financial position of the Association in accordance with the Act.

11.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

The accounts, together with the auditors report on the accounts, the Committee's statement and the Committee's report, shall be laid before Members at the Annual General Meeting.

11.4 APPOINTMENT OF AUDITOR

- (i) At each Annual General Meeting, the Members shall appoint a person to be auditor of the Association.
- (ii) The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- (iii) If an appointment is not made at an Annual General Meeting the Committee shall appoint an auditor for the current financial year.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.

13. WINDING UP

The Association shall not be wound up except by approval of not less than three quarters of the Members present and voting at a meeting called for that purpose of which not less than one calendar month written notice, including notice of the proposed dissolution, has been given to all Members.

14. APPLICATION OF SURPLUS ASSETS

On dissolution, all property whether real or personal remaining after payment of all debts and legal liabilities, shall at the discretion of the Members present and voting at the meeting, either be:

- (i) Transferred to such other body formed for promoting similar objectives provided that such other body shall also prohibit the distribution of income and property to the Members to the extent stated herein.
- (ii) Donated to charity or charities in such proportion as the meeting may determine, provided the charity or charities are registered for the purpose of Section 78 (i) of the Income Tax Assessment Act.

15. RULES

These rules may be altered (including an alteration to the Associations name) by Special Resolution (ref 8.3 (ii)) of the Members of the Association. This includes rescission or replacement by substitute rules and requires a resolution of two thirds of the Members voting at the meeting.

Alterations shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch as required by the Act.

The registered rules shall bind the Association and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

16. INTERPRETATION

Contended items, words and definitions used within this constitution shall be interpreted according to popular usage. Where such usage is still contended, the item shall be interpreted by a majority decision at a General Meeting. Such an interpretation shall remain in force until the subsequent AGM at which time it will be reviewed.

17. INDEMNITY

The Members of the Association and Members of any Committee appointed in accordance with these rules shall be indemnified out of the assets of the Association against any liability and expenses arising out of the execution of their duties on behalf of the Association which are properly incurred in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the law in which relief is granted to him by the Court pursuant to the law in respect of any negligence, default, breach of duty or breach of trust.