

Newcastle Hunter Dragon Abreast Constitution

Under the Associations Incorporation Act 2009

INC C9883232

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Part 1 Preliminary

1 Definition (1) In this constitution:

- AusDBF** means: Australian Dragon Boat federation
- Coordinator** means: see Rule 18.3a
- Committee** means: see Rule 18.2
- DAA** means: Dragons Abreast Australia.
- DANSW** means: Dragon Boats New South Wales.
- Fee date** means: July 1st of the calendar year.
- Gift** means: a donation, gift, settlement, benefactions or other voluntary transfer or disposition of money, money's worth, property or benefits
- IDBF** means: International Dragon Boat federation.
- Life member** means: see Rule 3.c
- Liability** means: Includes any claim, action, suit, proceedings, investigations, inquiry, damage, lost cost and expense
- Members Present** means: Members present in person (whether or not at more than one venue when technology is used for the conduct of the meeting) at a general meeting of the association.
- Membership fees** means: a fee set by the committee in accordance with Rule 10
- NHDA** means: Newcastle Hunter Dragons Abreast Association
- NHDBC** means: Newcastle Hunter Dragon Boat Club
- Office Bearer** means: The executive committee including the coordinator, Assistant Coordinator, Secretary and Treasurer
- Ordinary Committee Member** means: a member of the committee who is not an office-bearer of the association.

Ordinary member means: an individual who is a breast cancer survivor and complies with rule 3.a

Seal means: the common seal of the association

Secretary means:

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

Special general meeting means: a general meeting of the association other than an annual **general meeting**.

Support member means: An individual without breast cancer and is a paddler. In accordance with Rule 3.b.

The Act means: the Associations Incorporation Act 2009.

The Regulation means: the Associations Incorporation Regulation 2016.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty.
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2 Mission Statement, Aims and Objectives

1. Mission statement of the Association

The Mission statement of the Association is:

To offer hope and inspiration to people faced with a diagnosis of breast cancer and promote the fact that there is “quality of life” after breast cancer, “keeping the Spirit Alive”

2. Principles of the Association

The Principles of the Association are:

- (a) Newcastle Hunter Dragons Abreast is based on participation and inclusiveness rather than on competition.
- (b) Our race is against breast cancer
- (c) Open communication and accountability are vital to the success of DAA teams.
- (d) Newcastle Hunter Dragon Boat Inc operate autonomously in the Newcastle Hunter region but always in conjunction with the objectives and principles of DAA as outlined in DAA's constituent document, The Terms and Conditions of Membership and DAA. policies are guidelines.

3. Aims of the Association

The Aims of the Association are:

- (a) to promote breast cancer awareness and education
- (b) to demonstrate people can still lead a full and active life despite breast cancer
- (c) to show breast cancer does not discriminate on the basis of age or race
- (d) to give a “face” to and personalize the statistics
- (e) to be inclusive of all breast cancer survivors who wish to participate
- (f) to always encourage the search for a cure
- (g) to promote wellness, fitness, fun and camaraderie for breast cancer survivors; and
- (h) to maintain links with other breast cancer survivor dragon boat teams internationally.

4. Objective statement of the Association

The objectives of the Association are:

- (a) to raise awareness of breast cancer in the Australian community, primarily but not exclusively through the sport of dragon boat racing;
- (b) to demonstrate that people can be actively involved in life after breast cancer;
- (c) to encourage the diversity, empowerment, personal safety and well-being of people who have lived with breast cancer or have a genetic predisposition to developing breast cancer (as recognized by the Royal Australasian College of Physicians);
- (d) to harness the resources of the community to make a positive difference in the lives of people who have lived with breast cancer or have a genetic predisposition to developing breast cancer (as recognized by the Royal Australasian College of Physicians);
- (e) to assist people who have lived with breast cancer and their families and carers and supporters voice their interests and concerns;
- (f) to seek or receive donations and legacies (whether subject to any special trust or not) to apply to these objectives
- (g) to promote the objects of the Association in any manner the executive committee considers appropriate, and to do things incidental or conducive to the attainment of the objectives
- (h) to raise funds to assist with the running of the company and the purchase and maintenance of equipment necessary for the sport of dragon boat paddling;
- (i) to organize designated fund raising events to assist members attending specific regattas with their expenses exclusion travel. Team registration, uniforms and accommodations per DAA guidelines may be covered.
- (j) to organize designated fund raising events to support the welfare needs of the association.

Part 2 Membership

- 1 A person is eligible to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person has applied and been approved for membership of the association in accordance with clause 3.
 - (c) the person is at least 18 years of age when applies for membership

- 2 A person is taken to be a member of the association if:
 - (a) The person is a natural person
 - (b) In the case of an association that is amalgamated to form the relevant association. A member of that other association immediately before the amalgamation.

- 3 A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

3 Types of membership

Membership of the association will be divided into the following classes:

- Ordinary Members;
- Supporter Members
- Life Members

a. Ordinary Membership is:

An individual who:

- (i) provides evidence (which is reasonably acceptable to the Executive) of having had breast cancer or a prophylactic mastectomy; and
- (ii) declares that he or she is supportive of the objectives of the association.
- (iii) is entitled to receive notice of and to attend and vote at special and general meeting of the association.
- (iv) if selects to be a paddling members must be a member of DAA and DBNSW
- (v). if selects to be a non paddling members must be a member of DAA

b. Supporter Membership is:

An individual who:

- (i) declares that he or she is supportive of the objectives of the association.
- (ii) a supporter member is entitled to receive notice of and to attend and vote at special and general meeting of the association.
- (iii) if selects to be a paddling members must be a member of DAA and DBNSW
- (iv). if selects to be a non paddling members must be a member of DAA

c Appointment of Life Membership

- (i) An individual may be nominated to the board at any time for Life Membership of the Association. The criteria for appointment to Life Membership and the conditions for and the rights and privileges of Life Membership shall at all times be at the absolute discretion of the board.
- (ii) Appointment to Life Membership shall be by Special Resolution of the Association.
- (iii) A Life Member is not entitled by virtue of his or her Membership to receive notice of or attend at or vote at a meeting of the Association.

4 Application for membership

An application by a person for membership of the association:

- (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee,
- (b) be signed by the applicant
- (c) state the class of membership the applicant nominates or is nominated for;
- (d) be accompanied by any other documents or evidence as to qualification for the class of Membership which the executive requires;
- (e) accompanied by the application fee and the membership fee (which would be payable for the first year of membership or part there of according to rule for the class of Membership applied for

- (f) must be lodged (including by electronic means, with the treasurer or the association)

5 Admission procedure to Membership

- (a) The committee may, in accordance with the law, accept or reject or defer the consideration of an application for Membership

- (b) As soon as practicable after receiving an application for membership, the treasurer must refer the application to the committee, which is to determine whether to approve or to reject the application

- (c) The Committee need give no reason for the rejection or deferral of consideration of an application;

- (d) If the application for Membership is rejected, the secretary must notify the applicant in writing and the fee and Membership fee must be refunded to the applicant as soon as reasonably possible.

- (e) If the application is accepted for Membership, the name and details of that person must be entered in the Register and the Secretary must notify the applicant in writing of such acceptance.

6 Cessation of membership

A person ceases to be a member of the association if the person:

- (a) dies,
- (b) resigns membership
- (c) is expelled from the association
- (d) are subject to an Insolvency event
- (e) becomes unsafe to others or becomes liable to be dealt with in any way under a law relating to mental health.

7 Membership entitlements not transferable

A right, privilege or obligation, which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) Terminates on cessation of the person's membership.

- (c) Members wishing to move to another dragon boat club need to consult with DAA (Policy no: 1/2007) and DBNSW guidelines regarding the rules and regulations.

8 Resignation of membership

- (a) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (b) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9 Register of members

- (a) The secretary must establish and maintain a register of members of the association (whether in written or electronic form)
- (b) The following details must be entered in the register in respect to each member
 - (i) full name and postal,
 - (ii) residential, facsimile number and electronic mail address (if any)
 - (iii) the class of membership and
 - (iv) date of admission to membership
- (c) Each member must notify the Secretary in writing of any change in the person's name, address, facsimile number or electronic mailing address within one month of any change.
- (d) The register of members must be kept in New South Wales at the associations official address.
- (e) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (f) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (g) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (h) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or

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

10 Membership Fees and subscriptions

A member of NHDA association must,

- (a) Pay two types of memberships, the NHDA fees to be decided on by the executive committee and the DAA annual membership fee.
 - (I), before the first day of the financial year of the association in each calendar year, or
 - (II) if the member becomes a member after the first day of the financial year of the association in any calendar year—the member must pay fees again on the first day of the financial year of the association in each succeeding calendar year

11 Unpaid Membership fees

If the Membership fees (including any fees or levies determined by the committee) of a Member remains unpaid for 2 months after the fees become payable, the member ceases to be entitled to any of the rights or privileges of Membership. The rights or privileges of membership may be reinstated at the absolute discretion of the committee, upon payment of all arrears (including for example any levy in the nature of a late payment fee).

12 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

13 Resolution of disputes

- (a) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.

- (b) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (c) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

14 Disciplining of members

- (a) A complaint may be made to the committee by any person that a member of the association:
 - (i) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (ii) has willfully acted in a manner prejudicial to the interests of the association.
- (b) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the committee decides to deal with the complaint, the committee:
 - (i) must cause notice of the complaint to be served on the member concerned, and
 - (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (d) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (e) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (f) The expulsion or suspension does not take effect:
 - (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (ii) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12,whichever is the later.

15 Right of appeal of disciplined member

- (a) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a member under sub clause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (d) At a general meeting of the association convened under sub clause (3):
 - (i) no business other than the question of the appeal is to be transacted, and
 - (ii) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 The committee

16 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

17 Composition and membership of committee

- (a) The committee is to consist of:
 - (i) the office-bearers of the association, and
 - (ii) at least 4 ordinary committee members,
 each of whom is to be elected at the annual general meeting of the association under clause 17

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- (b) The total number of committee members is to be up to 10.
- (c) The office-bearers of the association are as follows:

- (i) the coordinator
 - coordinator must be a breast cancer survivor
- (ii) the assistant coordinator
 - assistant coordinator must be a breast cancer survivor
- (iii) the treasurer,
 - if the treasurer is not a breast cancer survivor she/he must be supervised by a breast cancer survivor
- (iv) the secretary,
 - can be a breast cancer survivor or a supporter.
- (d) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (e) The term of office will be for one (1) year
- (f) An individual office bearer may be re-elect to hold a particular office as defined in the Definition Clause, for no more than four consecutive terms for any one position. For the avoidance of any doubt, this means that an office bearer as defined in the Definitions clause may hold any of the office bearer positions for a minimum of one (1) year and a maximum of four (4) years in each of those office bearing positions."

An individual may hold a maximum renewable of four years in any particular office

- (g) A major of the committee must be breast cancer survivor (50% plus 1)
- (h) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

18 Election of committee members

- (a) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (i) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (ii) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (g) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

19 Role of committee members and office bearers

1 Members

- (a) must promptly comply with all governance and policy document, procedures and guidelines determined from time to time by DAA.
- (b) Actively support the objectives, principles and aims of DAA
- (c) Acknowledge they have responsibilities to team mates and contribute to a positive environment in the boat
- (d) Be prepared to contribute to the operation of the association other than as a paddling member

2 Committee

- (a) Ensure that each individual member of the association is and remains a financial member of DAA
- (b) ensures that a NHDA team is identified as a member of DAA in all promotional activities and competitions
- (c) Provides written feedback of activities undertaken by providing DAA with a written quarterly report containing such information DAA may reasonably determine.
- (d) Conducts fundraising initiatives which benefit members of NHDA only within the member group local geographic area and ensure this fundraising is in accordance with the DAA national policy.

(e) Identify the proposed use of funds when conducting fundraising activities

(f) Ensure that Trade Mark User Agreement is implemented and followed

3 Office Bearers

a Coordinator

(i) Chairs full association and committee meetings

(ii) Monitors Association activities to ensure that the Association's rules, aims and objectives as specified in its constitution are uppermost in all decisions and Association activities with particular focus on the health and safety of the members of NHDA.

(iii) Encourages members to cooperate in facilitating the smooth working of Association activities

(iv) Represents the Association in public situations.

(v) Provides rational and fair leadership but always accepts and respects the democratic process when club decisions are made

b Assistant Coordinator

(i) If the coordinator is unable to perform the duties of her /his office for any reason, the Assistant Coordinator, next in rank shall occupy his/her position and perform his/her duties with the same authority as the Coordinators.

(ii) Provides rational and fair leadership but always accepts and respects the democratic process when Association decisions are made.

C Secretary

(i) It is the duty of the secretary to lodge notice with the association of his or her address as soon as practicable after being appointed.

(ii) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:

- all appointments of office-bearers and members of the committee.

- the names of members of the committee present at a committee meeting or a general meeting
- all proceedings at committee meetings and general meetings.

(iii) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

(iv) The signature of the chairperson may be transmitted by electronic means for the purposes of sub clause (3).

Treasurer

(i) It is the duty of the treasurer of the association to ensure:

(a) that all money due to the association is collected and received and that all payments authorised by the association are made, and

(b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

(c) books of account are to be checked at the end of financial year

(d) the provision of updates to the committee of the financial status of the club

20 Casual vacancies

(a) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

(b) A casual vacancy in the office of a member of the committee occurs if the member:

(i) dies

(ii) ceases to be a member of the association

(iii) becomes insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth

(iv) resigns office by notice in writing given to the secretary

(v) is removed from office under clause 19

(vi) becomes a mentally incapacitated person

(vii) is absent without the consent of the committee from 3 consecutive meetings of the committee

(viii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months

(ix) is prohibited from being a director of a company under Part 2D.6

(Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

21 Removal of committee members

- (a) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22 Committee meetings and quorum

- (a) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- (b) Additional meetings of the committee may be convened by the coordinator or by any member of the committee.
- (c) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (e) 50% plus 1 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (f) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (h) At a meeting of the committee:

- (i) the coordinator or, in the coordinator's absence, the assistant coordinator is to preside, or
- (ii) if the coordinator and the assistant coordinator are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

23 Appointment of association members as committee members to constitute quorum

- (a) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (b) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (c) This clause does not apply to the filling of a casual vacancy to which clause 20 applies.

24 Use of technology at committee meetings

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

25 Delegation by committee to sub-committee

- (a) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (b) A function is defined as; an implementation which has been delegated to a sub-committee member/members under this clause and may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in

- accordance with the terms of the delegation.
- (c) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
 - (d) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
 - (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
 - (f) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
 - (g) A sub-committee may meet and adjourn as it thinks proper.

26 Voting and decisions

- (a) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (b) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General meetings

27 Annual general meetings - holding of

- (a) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (b) The association must hold its annual general meetings:
 - (i) within 2 months after the close of the association's financial year, or

- (ii) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

28 Annual general meetings - calling of and business at

- (a) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee thinks fit.
- (b) In addition to any other business, which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (ii) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (iii) to elect office-bearers of the association and ordinary committee members,
 - (iv) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (c) An annual general meeting must be specified as that type of meeting in the notice convening it.

29 Special general meetings - calling of

- (a) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (b) The committee must, on the requisition of at least 50% of the total number of members, convene a special general meeting of the association.
- (c) A requisition of members for a special general meeting:
 - (i) must be in writing, and
 - (ii) must state the purpose or purposes of the meeting, and
 - (iii) must be signed by the members making the requisition, and
 - (iv) must be lodged with the secretary, and
 - (v) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (e) A special general meeting convened by a member or members as referred to in

sub clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

- (f) For the purposes of sub clause (3):
 - (i) a requisition may be in electronic form, and
 - (ii) a signature may be transmitted, and a requisition may be lodged, by electronic means.

30 Notice

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

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

- (c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (d) A member desiring to bring any business before a general meeting may give notice in writing 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.

31 Quorum for general meetings

- (a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (b) 25% plus 1 of the membership (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of members—is to be dissolved, and
 - (ii) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

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

32 Presiding member

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

33 Adjournment

- (a) The coordinator of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) 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 association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34 Making of decisions

- (a) A question arising at a general meeting of the association is to be determined by:
 - (i) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
 - (ii) if on the motion of the chairperson or if 50% + 1(one) or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (b) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (c) Sub clause (2) applies to a method determined by the committee under sub clause (1) (a) in the same way as it applies to a show of hands.
- (d) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

35 Special resolutions

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

36 Voting

- (a) On any question arising at a general meeting of the association a member has one vote only.
- (b) In the case of an equality of votes on a question at a general meeting, the coordinator of the meeting is entitled to exercise a second or casting vote.
- (c) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

37 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

38 Postal or electronic ballots

- (a) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (b) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

39 Use of technology at general meetings

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

Part 5 Miscellaneous

40 Insurance

Insurance Provided Dragonboats New South Wales

Individual members will be covered by insurance policies as provided by DBNSW

Insurance Provided by DAA

- (a) DAA provides all member groups with 20 million dollars Public Liability Insurance for officially organized events under the DAA banner.
- (b) For member groups to be covered by the DAA policy, it is vital that all events, including fundraisers etc. are notified to DAA and listed on the national DAA insurance register.
- (c) The responsibility to notify DAA lies with the individual member group committees and DAA has no responsibility for events not notified in accordance with this policy.

41 Funds Source and Fund Raising

- (a) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations, funding raising activities, and, subject to any resolution passed by the association in a general meeting, any other sources that the committee determines.
- (b) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (c) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (d) Fund raising activities must be in compliance with *The Charitable Fundraising Act 1991*.
 - (i) to obtain authority to fundraise, charitable fundraising application must be lodged by email or post.
- (e) Funds must be allocated per DAA guideline
- (f) When raising funds the intended use of the funds must be identified

42 Fund Management

- (a) The financial year of the association begins on 1st July and ends at 30th June in the following calendar year.
- (b) Proper books and financial records must be kept recording the financial affairs of the association. The Association must comply with the relevant accounting and auditing requirements of the Corporations ACT.
- (c) The committee must distribute to all members after the end of each financial year, copies of the financial report including a copy of the coordinators report and auditor's report and must also distribute any other documentation as required by the Corporations ACT and Treasure
- (d) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (e) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.
- (f) All money of the Association must be deposited in an account in the name of the Association at the Bank chosen by the committee
- (g) Identification cards are an excellent form of ID for fund raising and media as they prove who you are and lend credibility and show professionalism when you are representing DAA
- (h) Overseas regattas should be sanctioned DAA or IBSPC regattas to attract funding per DAA guidelines.

43 Appointment of Auditor

- (a) The Association should appoint a qualified auditor

- (b) Inspection of records of the Association

The committee must decide to what extent, to what time and place and under what conditions the financial records and other documents of the association can be open to inspection by an auditor or any of the members other than the coordinator.

44 Association is non-profit

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

(a) The income or property of the association must only be applied towards the promotion of the objectives of the association set out in this constitution.

(b) No income or property may be paid or transferred directly or indirectly to a member except for payment to a member:

(i) in return for services rendered by or goods supplied by the member to the association in the ordinary and usual course of business (including as an example, rent on premises let by a member to the association) or

(ii) as principle payment on money lent by the member, and interest payment is at a commercial rate.

(c) To remove any doubt, except in respect to remuneration:

(i) to the executive officer; or

(ii) which has been approved under legislation relating to charities and charity fundraising as required by that legislation.

45 Distribution of property on winding up of association

(a) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(b) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

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

(c) Subject to 4.3 property referred to in rule 4.2 (a) must be given to another fund, authority or institution with objectives similar to the objectives of the Association and a prohibition on distribution of its income and property among its members to an extent at least as great as is imposed on the Association under this Constitution.

(d) the fund, authority and institution is to receive property under rule

(e) Distribution of property must be decided by the members at or before the time of dissolution.

46 No distribution of profits to members on winding up a deductible gift recipient organization

- (a) If the Association is a deductible gift recipient and is either wound up or if the endorsement of the organisation as a deductible gift recipient is revoked, the following assets, remaining after the payment of the organisation's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts.

These gifts can be made:

- (i) as gifts of money or property for the principal purpose of the Association;
- (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association.
- (iii) money received by the Association because of such gifts and contributions

47 Limited liability on winding up

The liability of the Members is limited to;

(a) If the Association is wound up while a person is a Member, or within one year after expiration of membership, the person must contribute to the assets of the Association for:

- (i) the payment of the debts and liabilities of the Association contracted before the person ceased to be a Member;
- (ii) the cost of winding up.
- (iii) the adjustment of the rights of the contributors among themselves.

(b) The maximum liability of each Member under rule 4.4 (b) is \$10.00.

48 Winding up of the Association

In the event of the members deciding by a special resolution of the association to wind up the association, the assets of the association will be distributed to Dragons Abreast Australia Limited (ABN 33 104 261 029) or its successors or assigns, or if Dragons Abreast Australia Ltd. has ceased to exist to like organisations that are not for profit and that have an association with breast cancer.

OR

Dissolution

Newcastle/Hunter Dragons Abreast Inc. may only be dissolved at a properly constituted Annual General Meeting or Special General Meeting, provided that,

- (a) All members have been advised in writing of the proposed dissolution not less than 28 days before the meeting.
- (b) The proposed dissolution is assented to by not less than two thirds of the members present (quorum TBA on your membership)
- (c) In the event of the dissolution of Newcastle/Hunter Dragons Abreast Inc. any funds or property remaining shall be transferred to Dragons Abreast Australia provided that it has maintained its status as a Deductible Gift Recipient, as defined in the Income Tax assessment Act 1997, as amended or, if Dragons Abreast Australia ceases to exist at the time of this event or has not maintained its status as a Deductible Gift Recipient, to a similar organisation that has a Deductible Gift Status.

49 Change of name, objects and constitution

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

50 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

51 Inspection of books etc.

- (a) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (i) records, books and other financial documents of the association,
 - (ii) this constitution,
 - (iii) minutes of all committee meetings and general meetings of the association.
- (b) A member of the association may obtain a copy of any of the documents referred

- to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (c) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

52 Service of notices

- (a) For the purpose of this constitution, a notice may be served on or given to a person:
- (i) by delivering it to the person personally.
 - (ii) by sending it by pre-paid post to the address of the person.
 - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (b) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee.
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post.
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

53 Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30th June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1st July and ending on the following 30th June.

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.
2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.

54 The Seal

- a. Association Seal is optional

- b. The association may have a seal
- c. Affixing the Seal
 - (i) The seal must only be used with the authority of the executive committee
 - (ii) Every document to which the Seal is affixed must be signed by a Coordinator and countersigned by the Secretary or by the Assistant Coordinator or another person appointed by the committee
 - (iii) The committee may affix a signature by mechanical means.
- d. Execution of documents without a seal
 - (i) The Association may sign a document without a seal, including a deed, by having the document signed by the coordinator and secretary
- e. Other ways of executing documents
 - (i) Despite rules and any document, including a deed, may also be signed by the Association in any other manner permitted by law.

55 Safety and competition rules

All members must carefully adhere to current safety guidelines and competition rules as set down by NSW Transport Roads and Maritime Services, Dragon Boats NSW, AusDBF, IDBF and DAA as may be applicable to the association.

56 Flowers on the Water and Petals on the Water

Associations acknowledge that Flower on the Water and Petals on the Water are other registered trade mark of DAA and use of Flowers on the Water or Pedals on the Water, or use of any variations thereof, requires DAA approval. Any use of either of the Flowers on the Water or the Petals on the Water registered trade marks of DAA must be preapproved in writing by DAA and must follow the applicable protocol determined in writing by DAA.

57 Signing and Application of Trade Mark User Agreement

Association signs Trade Mark User Agreement and agrees to implement licenses agreement in the use of the words **DRAGONS ABREAST** and in the use of the **Dragons Abreast LOGO**.

58 Public Relations and Communications

(a) All public relations communication is to be vetted and organized by the Public Relations Coordinator.