

# Redcliffe Red Dragon Boat Club Inc



**Constitution  
June 2020**

<b>1. INTRODUCTORY PROVISIONS.....</b>	<b>4</b>
1.1. INTERPRETATION	4
1.2. NAME	4
<b>2. OBJECTS AND POWERS.....</b>	<b>5</b>
2.1. OBJECTS	5
2.2. POWERS	5
<b>3. MEMBERSHIP.....</b>	<b>5</b>
3.1. CLASSES OF MEMBERS	5
3.2. NEW MEMBERSHIP	7
3.3. MEMBERSHIP FEES	7
3.4. ADMISSION AND REJECTION OF NEW MEMBERS	7
3.5. WHEN MEMBERSHIP ENDS	7
3.6. APPEAL AGAINST REJECTION, TERMINATION OR SUSPENSION OF MEMBERSHIP	8
3.7. GENERAL MEETING TO DECIDE APPEAL	8
3.8. REGISTER OF MEMBERS	8
3.9. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS	9
3.10. PATRON	9
<b>4. SECRETARY.....</b>	<b>10</b>
4.1 APPOINTMENT OR ELECTION OF SECRETARY	10
4.2. REMOVAL OF SECRETARY	11
4.3. FUNCTIONS OF SECRETARY	11
<b>5. MEMBERSHIP OF MANAGEMENT COMMITTEE.....</b>	<b>11</b>
5.1. MEMBERSHIP OF MANAGEMENT COMMITTEE	11
5.2. ELECTING THE MANAGEMENT COMMITTEE	12
5.3. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER	13
5.4. VACANCIES ON MANAGEMENT COMMITTEE	13
5.5. FUNCTIONS OF MANAGEMENT COMMITTEE	14
5.6. MEETINGS OF MANAGEMENT COMMITTEE	15
5.7. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING	16
5.8. SPECIAL MEETING OF MANAGEMENT COMMITTEE	16
5.9. MINUTES OF MANAGEMENT COMMITTEE MEETINGS	16
5.10. DELEGATION	17
5.11. APPOINTMENT OF SUBCOMMITTEES	17
5.12. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS	18
5.13. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING	18
<b>6. MEETINGS OF MEMBERS.....</b>	<b>18</b>
6.1. ANNUAL GENERAL MEETINGS	18
6.2.. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING	18
6.3. NOTICE OF GENERAL MEETING	18
6.4. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING	19
6.5. PROCEDURE AT GENERAL MEETING	20
6.6. VOTING AT GENERAL MEETING	20
6.7. RESOLUTIONS OF MEMBERS WITHOUT MEETING	20
6.8. SPECIAL GENERAL MEETING	21
6.9. PROXIES	21
6.10. MINUTES OF GENERAL MEETINGS	22
<b>7. RULES AND BYLAWS.....</b>	<b>23</b>
7.1. ALTERATION OF RULES	23
7.2. BYLAWS, GUIDELINES AND POLICIES	23
7.3. COMMON SEAL	23

<b>8. FINANCE.....</b>	<b>24</b>
8.1. FUNDS AND ACCOUNTS	24
8.2. GENERAL FINANCIAL MATTERS	24
8.3. DOCUMENTS	25
8.4. FINANCIAL YEAR	25
8.5. DISTRIBUTION OF SUPLUS ASSETS TO ANOTHER ENTITY	25
<b>9. APPENDIX.....</b>	<b>25</b>
9.1. ASSOCIATION CODE OF CONDUCT	25
9.2. GENERAL BEHAVIOUR PROTOCOLS	26
9.3. GRIEVANCE PROCEDURE	27

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## 1. Introductory provisions

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### 1.1. Interpretation

- 1.1.1. In these rules:
- a. **act** means the *Associations Incorporation Act 1981*
  - b. **abbreviated** name of association means Redcliffe Red Dragons
  - c. **association** means Redcliffe Red Dragon Boat Club
  - d. **book** means unless the contrary intention appears, any written record, including printed, hard copy or digital formats
  - e. **bylaws** means the bylaws of the association
  - f. **by lot** means making a determination or choice by lottery. For example, this might include conducting a draw at random
  - g. **casual vacancy**, on the management committee, means a vacancy that occurs when an elected member of the management committee resigns, dies or otherwise stops holding office
  - h. **committee** means management committee, as defined in the Act.
  - i. **fee** means a payment of money due to the association by its members
  - j. **majority** means more than half of all eligible voting members present and voting at a management committee meeting or a general meeting
  - k. **member** means individuals, affiliated clubs and other organisations as defined in rule 3.1
  - l. **present** means:
    - i. at a management committee meeting, see rule 5.6.6, or
    - ii. at a general meeting, see rule 6.5.2
  - m. **signed** means agreed in writing
  - n. **special resolution** means a resolution that is passed at a general meeting (including the annual general meeting) by the votes of at least 75% of the members who are present and voting
  - o. **surplus assets** means the assets after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and expenses of the winding-up
  - p. **written / in writing** means unless the contrary intention appears, all forms of visible words, including printed, hard copy or digital formats
- 1.1.2. Words importing the singular include the plural where context requires or permits.
- 1.1.3. A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

### 1.2. Name

- 1.2.1. The name of the incorporated association is Redcliffe Red Dragon Boat Club Inc and the abbreviated name of Redcliffe Red Dragons.

## **2. Objects and powers**

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### **2.1. Objects**

- 2.1.1. The objects of the association are to:
- a. Foster, conduct, encourage, promote, advance, control and manage all aspects of dragon boating within the association's jurisdiction.
  - b. Encourage, develop and promote the sport to offer both fun and fitness and to cater for all categories participating in dragon boating.
  - c. Affiliate with the Dragon Boat Queensland Inc and Australian Dragon Boat Federation Ltd and such other bodies as the association deems fit.
  - d. Regulate accreditation of relevant personnel involved in dragon boating.
  - e. Foster skill development and progression of members through all aspects of the sport.
  - f. Maintain a healthy environment and encourage sportsmanship, good fellowship, community spirit and maintenance of the culture and traditions of dragon boating amongst all members.
  - g. To do such things as are incidental or conducive to the attainment of any or all of these objects.

### **2.2. Powers**

- 2.2.1. The association has the powers of an individual.
- 2.2.2. The association may, for example:
- a. enter into contracts
  - b. acquire, hold, deal with and dispose of property
  - c. make charges for services and facilities it supplies
  - d. do other things necessary or convenient to be done in carrying out its affairs.
- 2.2.3. The association may issue secured and unsecured notes, debentures and debenture stock for the association.

## **3. Membership**

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### **3.1. Classes of members**

- 3.1.1. The membership of the association consists of the following classes:
- a. Fully Affiliated Incorporated Club:
    - i Any separately incorporated club which has the same objects, by-laws and codes of conduct of the association, is eligible to be a fully affiliated club.

- ii Each fully affiliated club is entitled to nominate one club delegate to act as the representative of the full affiliated club, and report to the management committee of the association.
  - iii Other members of the fully affiliated clubs may attend general meetings of the association as silent observers.
  - iv Affiliation Fees payable by a fully affiliated club can be waived or discounted by the management committee.
- b. Sports Paddlers:
- i These members are ordinary members who must be at least 18 years of age and support the objects of the association and abide by the association's behavior protocols and codes of conduct.
  - ii Sports paddlers are fully paid members and approved pro rata paid who participate in training, representing and competing in dragon boating at all levels of the sport.
  - iii Sports paddlers members may also include participants, parents of junior members, volunteers, officials and other people who have paid the applicable full membership fee.
  - iv Sports paddlers members have full voting rights at general meetings of the association.
- c. Other Water Sports Paddlers:
- i Other water sports paddlers are members who must be at least 18 years of age and support the objects of the association and abide by the association's behavior protocols and codes of conduct.
  - ii Other water sports paddlers are members who are participants, parents of junior participants, volunteers, officials and other people who are members of all other water sports clubs and associations.
  - iii Other water sports paddler members are entitled to vote at general meetings.
- d. Junior Paddlers:
- i Junior paddle members must be below the age of 18 years of age and support the objects of the association and abide by the association's behavior protocols and codes of conduct.
  - ii Junior paddler members are not eligible for election to the management committee or entitled to vote at general meetings.

e. Life Members

- i Life members are members who have been granted this title by the management committee of the association for their service and dedication to the association.
- ii Life members are not entitled to vote at general meetings.

**3.2. New Membership**

3.2.1. An application for membership must be:

- a. in writing
- b. in the form decided by the management committee

**3.3. Membership Fees**

3.3.1. The membership fee for each class of membership is:

- a. the amount decided by the members from time to time at a general meeting
- b. payable when, and in the way, the management committee decides.

**3.4. Admission and rejection of new members**

3.4.1. The management committee must consider an application for membership at the next committee meeting held after it receives:

- a. the application for membership
- b. the appropriate membership fee for the application.

3.4.2. The management committee must ensure that, as soon as possible after the applicant applies to become a member of the association, and before the management committee considers the application, the applicant is advised:

- a. whether or not the association has public liability insurance
- b. if the association has public liability insurance, the amount of the insurance.

3.4.3. The management committee must decide at the meeting whether to accept or reject the application.

3.4.4. If a majority of the committee members present and voting at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

3.4.5. If the management committee decided to reject an application, the secretary of the association must, as soon as practicable, give the application notice of the decision in a manner determined by the management.

**3.5 When membership ends**

3.5.1. A member may resign from the association by giving a written notice of resignation to the secretary.

- 3.5.2. The resignation takes effect at:
  - a. the time the notice is received by the secretary, or
  - b. if a later time is stated in the notice, the later time.
- 3.5.3. The management committee may terminate or suspend a member's membership if the member:
  - a. in the case of an individual, is convicted of an indictable offence, or
  - b. does not comply with any of the provisions of these rules, or
  - c. has membership fees in arrears for at least two months, or
  - d. conducts himself, herself or itself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 3.5.4. If the management committee decides to terminate or suspend a member's membership, the secretary must, within seven days after the decision, give the member written notice:
  - a. setting out the decision of the committee and the grounds on which it is based
  - b. stating that the member, or the member's delegate in the case of organisations, may address the committee at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice
  - c. stating the date, place, and time of that meeting
  - d. informing the member that the member, or the member's delegate in the case of organisations, may do either or both of the following:
    - i attend and speak at that meeting
    - ii submit to the committee at or before the date of that meeting written representations relating to the resolution.
- 3.5.5. Before the management committee terminates or suspends a member's membership, the management committee must:
  - a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in rule 3.5.4.b
  - b. give due consideration to any written representations submitted to the committee by the member at or before the meeting mentioned in rule 3.5.4.b.
- 3.5.6. If, after considering all representations made by the member, the management committee decides by resolution to terminate or suspend the membership, the secretary of the management committee must, within seven days of the meeting mentioned in rule 3.5.4.b, give the member a written notice of the decision.

### **3.6. Appeal against rejection, termination, or suspension of membership**

- 3.6.1. An applicant whose application for membership has been rejected, or a member whose membership has been terminated or suspended, may give the secretary written notice of their intention to appeal against the decision.
- 3.6.2. A notice of intention to appeal must be given to the secretary within seven days after the applicant or member receives written notice of the decision.
- 3.6.3. If the secretary receives a notice of intention to appeal, the secretary must, within 14 days after receiving the notice, call a general meeting to decide the appeal.

### **3.7. General meeting to decide appeal**

- 3.7.1. The general meeting to decide an appeal must be held within 28 days after the secretary receives the notice of intention to appeal.
- 3.7.2. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated or suspended.
- 3.7.3. Also, the management committee and the members of the management committee who rejected the application or terminated or suspended the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated or suspended.
- 3.7.4. An appeal must be decided by a majority vote of the members present and voting at the meeting.
- 3.7.5. If an applicant whose application for membership has been rejected does not appeal against the decision within seven days after receiving written notice of the decision, or the applicant appeals but the appeal is unsuccessful, the secretary must, as soon as possible, refund in full any membership fees paid by the applicant.

### **3.8. Register of members**

- 3.8.1. The management committee must keep a register of members of the association.
- 3.8.2. The register must include the following particulars for each member:
  - a. the full name of the member
  - b. the postal or residential address of the member
  - c. the date of admission as a member
  - d. the date of death or time of resignation of the member
  - e. details about the termination or reinstatement of membership
  - f. any other particulars the management committee or the members at a general meeting decide.

### **3.9. Prohibition on use of information on register of members**

- 3.9.1. A member of the association must not:
- a. use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable, or commercial purposes, or
  - b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable, or commercial purposes.

### **3.10. Patron**

- 3.10.1. The eligible members of the association may, upon recommendation of the management committee, appoint one or more patron(s).
- 3.10.2. Patron(s) must be appointed by the passing of a special resolution at an annual general meeting.
- 3.10.3. At each annual general meeting of the association, patron(s) retire from their position, but are eligible, on recommendation by the management committee, for re-appointment.

## **4. Secretary**

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### **4.1. Appointment or election of secretary**

- 4.1.1. The secretary must be an individual residing in Queensland, or in another state but not more than 65km from the Queensland border, who is:
- a. A member of the association elected by the association as secretary, or
  - b. Any of the following people appointed by the management committee as secretary:
    - i a member of the association's management committee
    - ii another member of the association
    - iii another person.
- 4.1.2. If a vacancy occurs in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within one month after the vacancy occurs.
- 4.1.3. If the management committee appoints a person mentioned in rule 4.1.1 b.ii as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- 4.1.4. However, if the management committee appoints a person mentioned in rule 4.1.1.b.ii as secretary to fill a casual vacancy on the

management committee, the person becomes a member of the management committee.

- 4.1.5 If the management committee appoints a person mentioned in rule 4.1.1.b.iii as secretary, the person does not become a member of the management committee.

#### **4.2. Removal of secretary**

- 4.2.1. The management committee of the association may at any time remove a person appointed by the management committee as the secretary.
- 4.2.2. If the management committee removes a secretary who is a person mentioned in rule 4.1.1.b.i, the person remains a member of the management committee.
- 4.2.3. If the management committee removes a secretary who is a person mentioned in rule 4.1.1.b.ii and who has been appointed to a casual vacancy on the management committee under rule 4.1.4, the person remains a member of the management committee.

#### **4.3. Functions of secretary**

- 4.3.1. The secretary's functions include, but are not limited to:
- a. calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association
  - b. keeping minutes of each meeting
  - c. keeping copies of all correspondence and other documents relating to the association
  - d. maintaining the register of members of the association.

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### **5. Membership of Management Committee**

#### **5.1. Membership of management committee**

- 5.1.1. The management committee of the association consists of at least three members of whom one holds the position of president, another who holds the position of treasurer, another who holds the position of secretary and any other members that the association members elect at a general meeting.
- 5.1.2. A member of the management committee, other than a secretary appointed by the management committee under rule 4.1.1.b.iii, must be a member of the association.
- 5.1.3. Elected management committee members shall remain in office from the conclusion of the annual general meeting at which they were elected until the second annual general meeting following their election but are eligible on nomination for re-election.

- 5.1.4. A member of the association may be appointed to a casual vacancy on the management committee under rule 5.4.
- 5.1.5. A management committee member must exercise his or her powers and discharge his or her duties in good faith, in the best interests of the association for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.

## 5.2. Electing the management committee

- 5.2.1. A member of the management committee may only be elected as follows:
  - a. the secretary calls for nominations for positions with sufficient notice before the general meeting at which the election is to be held
  - b. any two members of the association may nominate another member (the ***candidate***) to serve as a member of the management committee
  - c. nominations must be:
    - i in writing
    - ii signed by the candidate and the members who nominated him or her
    - iii given to the secretary at least 14 days before the general meeting at which the election is to be held
  - d. each member present and entitled to vote at the general meeting may vote for one candidate for each vacant position on the management committee. Any equality in voting is resolved as follows:
    - i if there are two candidates and both candidates receive an equal number of votes, voting is determined by lot
    - ii if there are three or more candidates, and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot
  - e. if there is only one candidate for a position, the candidate is declared elected if approved by a majority of members present and voting. If the candidate is not approved, nominations for the position may be taken from the floor of the meeting
  - f. if, at the start of the general meeting, there are no candidates nominated for any position, nominations for that position may be taken from the floor of the meeting.

- 5.2.2. A person may be a candidate only if the person:
  - a. is at least 18 years of age
  - b. is not ineligible to be elected as a member under section 61A of the Act.
- 5.2.3. A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be open for inspection by members of the association for at least seven days immediately preceding the general meeting.
- 5.2.4. If required by the committee, balloting lists must be prepared containing the names of the candidates in order determined by lot.
- 5.2.5. The committee must ensure that, before a candidate is elected as a member of the committee, the candidate is advised:
  - a. whether or not the association has public liability insurance
  - b. if the association has public liability insurance, the amount of the insurance.

### **5.3. Resignation, removal or vacation of office of committee member**

- 5.3.1. A member of the committee may resign from the management committee by giving written notice of resignation to the secretary.
- 5.3.2. The resignation takes effect at:
  - a. the time the notice is received by the secretary, or
  - b. if a later time is stated in the notice, the later time.
- 5.3.3. A member of the management committee may be automatically removed from office if that member is absent from any three management committee meetings without leave of the management committee.
- 5.3.4. A member may be removed from office at a general meeting of the association if a majority of the members present and voting at the meeting vote in favor of removing the member.
- 5.3.5. Before a vote is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 5.3.6. A member has no right of appeal against the member's removal from office under this rule.
- 5.3.7. A member immediately vacates the office of committee in the circumstances mentioned in section 64(2) of the Act.

### **5.4. Vacancies on management committee**

- 5.4.1. If a casual vacancy occurs on the management committee, the continuing members of the management committee may appoint another member of the association to fill the vacancy until the next annual general meeting.

- 5.4.2.. With the exception of the positions of president and treasurer, the continuing members of the committee may act despite a casual vacancy on the management committee.
- 5.4.3. If the number of committee members is less than the number fixed under rule 5.7.1 as a quorum of the management committee, the continuing members of the management committee may act only to:
  - a. increase the number of management committee members to the number required for a quorum, or
  - b. call a general meeting of the association.
- 5.4.4. If a casual vacancy occurs in the position of president or treasurer, the continuing members of the management committee may act only to:
  - a. appoint another member of the association to fill the casual vacancy, or
  - b. call a general meeting of the association.

## **5.5. Functions of management committee**

- 5.5.1. The committee must take all reasonable steps to ensure that the association complies with its obligations under the Act and these rules.
- 5.5.2. Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- 5.5.3. The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

**Note:** The Act prevails if the association's rules are inconsistent with the Act; see section 1B of the Act.

- 5.5.4. The management committee may exercise the powers of the association:
  - a. to borrow, raise or secure the payment of amounts in a way the members of the association decide
  - b. to secure the amounts mentioned in rule 5.5.4.a, or the payment or performance of any debt, liability, contract, guarantee, or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future
  - c. to purchase, redeem or pay off any securities issued
  - d. to borrow amounts from members and pay interest on the amounts borrowed
  - e. to mortgage or charge the whole or part of its property

- f. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association
  - g. to provide and pay off any securities issued
  - h. to invest in a way the members of the association may decide.
- 5.5.5. For rule 5.5.4.d, the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- a. the financial institution of the association, or
  - b. if there is more than one financial institution of the association, the financial institution nominated by the management committee.

## **5.6. Meetings of management committee**

- 5.6.1. Subject to this rule, the management committee may meet and conduct its proceedings, as it considers appropriate.
- 5.6.2. The committee must meet at least once every four months to exercise its functions.
- 5.6.3. The management committee must decide how a meeting is to be called.
- 5.6.4. Notice of a meeting is to be given in the way decided by the management committee.
- 5.6.5. The committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 5.6.6. A committee member who participates in the meeting as mentioned in rule 5.6.5 is taken to be present at the meeting.
- 5.6.7. A question arising at a committee meeting is to be decided by a majority vote of members of the committee present and voting at the meeting and, if the votes are equal, the question is resolved so as to maintain the status quo.
- 5.6.8. If a committee member has a material personal interest in a matter that related to the affairs of the association:
  - a. the committee member must declare that interest
  - b. the committee member must not vote on matters that relate to the interest and, if the member does vote, the member's vote must not be counted
  - c. the association cannot avoid the transaction merely because of the existence of the interest.
- 5.6.9. The president is to preside as chairperson at a committee meeting.
- 5.6.10. If there is no president or if the president is not present within 30 minutes after the time fixed for a committee meeting, the members

may choose one of their number to preside as chairperson at the meeting.

#### **5.7. Quorum for, and adjournment of, committee meeting**

- 5.7.1. At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members, form a quorum.
- 5.7.2. If there is no quorum within 30 minutes after the time fixed for management committee meeting called on the request of members of the management committee, the meeting lapses.
- 5.7.3. If there is no quorum within 30 minutes after the time fixed for management committee meeting called other than on the request of the members of the management committee:
  - a. the meeting is to be adjourned for at least one day
  - b. the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 5.7.4. If, at an adjourned meeting mentioned in rule 5.7.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

#### **5.8. Special meeting of management committee**

- 5.8.1. If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the management committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 5.8.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 5.8.3. A request for a special meeting must state:
  - a. why the special meeting is called
  - b. the business to be conducted at the meeting.
- 5.8.4. A notice of a special meeting must state:
  - a. the day, time and place of the meeting
  - b. the business to be conducted at the meeting.
- 5.8.5. Only the business listed on the notice of a special meeting of the management committee may be conducted at a special meeting of the committee.
- 5.8.6. A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

#### **5.9. Minutes of management committee meetings**

- 5.9.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management

committee meeting are entered in a minute book.

- 5.9.2. To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

#### **5.10. Delegation**

- 5.10.1. The management committee may delegate all or any of its powers and authorities, duties and functions to any person or to any subcommittee except:
  - a. the power to delegate
  - b. a function that is a duty imposed on the management committee by the Act or by any other law.
- 5.10.2. Despite any delegation under this rule, the management committee may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

#### **5.11. Appointment of subcommittees**

- 5.11.1. The management committee may appoint one or more subcommittees consisting of members of the association considered appropriate by the committee to help with the conduct of the association's operations.
- 5.11.2. Subcommittees shall have such membership, powers and duties as the committee shall confer on them, or which the committee shall delegate to them.
- 5.11.3. Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under these rules has the same force and effect as it would have if it had been done or suffered by the management committee.
- 5.11.4. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the management committee.
- 5.11.5. A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 5.11.6. A subcommittee may elect a chairperson of its meetings.
- 5.11.7. If a chairperson is not elected, or if the chairperson is not present within 15 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 5.11.8. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.

## **5.12. Acts not affected by defects of disqualifications**

- 5.12.1. An act performed by the management committee, a subcommittee or a person acting as a member of the committee is taken to have been validly performed.
- 5.12.2. Rule 5.12.1 applies even if the act was performed when:
  - a. there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee, or
  - b. a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

## **5.13. Resolution of committee without meeting**

- 5.13.1. A written resolution agreed in writing by all members of the management committee is as valid and effectual as if it had been passed at a management committee meeting that was properly called and held.
- 5.13.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 5.13.3. A resolution mentioned in rule 5.13.1 may consist of several documents in like form, each agreed in writing by one or more members of the management committee.

## **6. Meetings of members**

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### **6.1. Annual general meetings**

- 6.1.1. The association's annual general meeting must be held:
  - a. at least once each year
  - b. within 6 months after the end date of the association's reportable financial year.

### **6.2. Business to be conducted at annual general meeting**

- 6.2.1. The following business must be conducted at each annual general meeting of the association:
  - a. receiving the association's financial statement, and audit report, for the last reportable financial year
  - b. presenting the financial statement and audit report to the meeting for adoption
  - c. electing members of the management committee
  - d. appointing an auditor or an accountant for the present financial year.

### **6.3. Notice of general meeting**

- 6.3.1. The secretary may call a general meeting of the association.
- 6.3.2. The secretary must give at least 14 days' notice of the meeting to

each member of the association.

- 6.3.3. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 6.3.4. The committee may decide the way in which the notice must be given.
- 6.3.5. However, notice of the following meetings must be given in writing:
  - a. a meeting called to hear and decide an appeal against the committee's decision:
    - i to reject an applicant's application for membership of the association, or
    - ii to terminate or suspend a member's membership of the association
  - b. a meeting called to hear and decide a proposed special resolution of the association.
- 6.3.6. A notice of a general meeting must state the business to be conducted at the meeting.

#### **6.4. Quorum for, and adjournment of, general meeting**

- 6.4.1. At a general meeting, more than double the number of management committee members plus 1 will form a quorum.
- 6.4.2. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 6.4.3. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the committee or the association, the meeting lapses.
- 6.4.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the committee or the association:
  - a. the meeting is to be adjourned for at least seven days
  - b. the committee is to decide the day, time and place of the adjourned meeting.
- 6.4.5. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 6.4.6. If a meeting is adjourned under rule 6.4.5 only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 6.4.7. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 6.4.8. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **6.5. Procedure at general meeting**

- 6.5.1. A member may take part and vote in a general meeting in person, by proxy or by attorney.
- 6.5.2. A member who participates in a meeting as mentioned in rule 6.5.1 is taken to be present at the meeting.
- 6.5.3. The committee may hold general meetings or permit a member to take part in general meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 6.5.4. At each general meeting:
  - a. the president is to preside as chairperson
  - b. if there is no president or if the president is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the members present may choose another committee member to be chairperson of the meeting
  - c. if there is no committee member present the members may choose one of their number to preside as chairperson at the meeting
  - d. the chairperson must conduct the meeting in a proper and orderly way.

## **6.6. Voting at general meeting**

- 6.6.1. At a general meeting, each question, matter, or resolution, other than a special resolution, must be decided by a majority vote of the members present and voting.
- 6.6.2. Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is resolved to maintain the status quo.
- 6.6.3. A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 6.6.4. The method of voting is to be decided by the committee.
- 6.6.5. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 6.6.6. If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 6.6.7. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

## **6.7. Resolutions of members without meeting**

- 6.7.1. A written resolution agreed in writing by all club members is as valid and effectual as if it had been passed at a general meeting that was properly called and held.

- 6.7.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 6.7.3. A resolution mentioned in rule 6.7.1 may consist of several documents in life form, each agreed in writing by one or more club delegates.

## **6.8. Special general meeting**

- 6.8.1. The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:
  - a. being directed to call the meeting by the committee, or
  - b. being given a written request signed by:
    - i at least 33% of the number of members of the management committee when the request is signed, or
    - ii at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus one, or
  - c. being given a written notice of an intention to appeal against the decision of the management committee:
    - i to reject an application for membership, or
    - ii to terminate or suspend a member's membership.
- 6.8.2. A request mentioned in rule 6.8.1.b must state:
  - a. why the special general meeting is being called
  - b. the business to be conducted at the meeting.
- 6.8.3. A special general meeting must be held within 28 days after the secretary:
  - a. is directed to call the meeting by the management committee, or
  - b. is given the written request mentioned in rule 6.8.1.b, or
  - c. is given the written notice of an intention to appeal mentioned in rule 6.8.1.c.
- 6.8.4. If the secretary is unable or unwilling to call the special general meeting, the president must call the meeting.

## **6.9. Proxies**

- 6.9.1. An instrument appointing a proxy must be in writing and be in the following or similar form:

Redcliffe Red Dragon Boat Club Inc.

I, \_\_\_\_\_ of \_\_\_\_\_ being  
 a member of the association, appoint \_\_\_\_\_ of \_\_\_\_\_  
 as my proxy to vote for me on my behalf at the (annual) general meeting of  
 the association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

and at any adjournment of the meeting.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_  
Signature \_\_\_\_\_

- 6.9.2. The instrument appointing a proxy must:
- a. if the appointor is an individual—be signed by the appointor or the appointor’s attorney properly authorised in writing, or
  - b. if the appointor is an organisation:
    - i. be under seal, or
    - ii. be signed by a properly authorised officer or attorney of the organisation.
- 6.9.3. A proxy may be a member of the association or another person.
- 6.9.4. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 6.9.5. Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 6.9.6. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 6.9.7. If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

Redcliffe Red Dragon Boat Club Inc.

I, \_\_\_\_\_ of, \_\_\_\_\_ being a member of the association, appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_  
and at any adjournment of the meeting.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_  
Signature \_\_\_\_\_

This form is to be used \*in favor of/\*against [*strike out whichever is not wanted*] the following resolutions:

[*List relevant resolutions*]

## 6.10. Minutes of general meetings

- 6.10.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 6.10.2. To ensure the accuracy of the minutes:
- a. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy

- b. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- 6.10.3. If asked by a member of the association, the secretary must, within 28 days after the request is made:
  - a. make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place
  - b. give the member copies of the minutes of the meeting.
- 6.10.4. The association may require the member to pay the reasonable costs of providing copies of the minutes.

## **7. Rules and bylaws**

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### **7.1. Alteration of rules**

- 7.1.1. Subject to the Act, these rules may be amended, repealed, or added to by a special resolution carried at a general meeting.
- 7.1.2. However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the Queensland Government Office of Fair Trading.

### **7.2. Bylaws, guidelines and policies**

- 7.2.1. The management committee may make, amend, or repeal by-laws, guidelines and policies, consistent with these rules, for the internal management of the association.
- 7.2.2. A bylaw, guideline or policy may be set aside by a vote of members at a general meeting of the association.

### **7.3. Common seal**

- 7.3.1. The committee must ensure the association has a common seal.
- 7.3.2. The common seal must be:
  - a. kept securely by the management committee
  - b. used only under the authority of the management committee.
- 7.3.3. Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
  - a. the secretary, or
  - b. another member of the management committee, or
  - c. someone authorized by the management committee.

## **8. Finance**

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### **8.1. Funds and accounts**

- 8.1.1. The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- 8.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 8.1.3. All amounts must be deposited in the financial institution account as soon as possible after receipt.
- 8.1.4. A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- 8.1.5. Any cheque or electronic funds transfer must be signed or approved by any two of the following:
  - a. the president
  - b. the secretary
  - c. the treasurer
  - d. any one of three other members of the association who have been authorised by the committee to sign cheques issued or approve electronic funds transfers by the association.
- 8.1.6. However, one person who signs the cheque or approves the electronic funds transfer must be the president, the secretary, or the treasurer.
- 8.1.7. Cheques, other than cheques for wages, allowances, or petty cash recoupment, must be crossed not negotiable.
- 8.1.8. A petty cash account may be kept on the impress system, and the management committee must decide the amount of petty cash to be kept in any such account.
- 8.1.9. All expenditure must be approved or ratified at a committee meeting.
- 8.1.10. The association precludes the payment to an officer or employee of the association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the association or the receipts of the association for such liquor.

### **8.2. General financial matters**

- 8.2.1. On behalf of the management committee, the treasurer must, as soon as possible after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 8.2.2. The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers 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.

### **8.3. Documents**

- 8.3.1. The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

### **8.4. Financial year**

- 8.4.1. The end date of the association's financial year is 30 June in each year.

### **8.5. Distribution of surplus assets to another entity**

- 8.5.1. This rule applies if the association:
- a. is wound-up under part 10 of the Act
  - b. has surplus assets.
- 8.5.2. The surplus assets must not be distributed among the members of the association.
- 8.5.3. The surplus assets must be given to another entity:
- a. having objects similar to the association's objects
  - b. the rules of which prohibit the distribution of the entity's income and assets to its members.

## **9. Appendix**

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### **9.1. Code of Conduct**

- 9.1.1. The Redcliffe Red Dragon Boat Club Inc (The Club) is committed to fairness, equity and good sportsmanship in dragon boat racing. The Club aims to provide the best possible environment in which its participants can excel, and its officials and administrators can discharge their responsibilities to ensure the participants are able to be and perform at their best. The Code of Conduct is designed to ensure the appropriate forms of behavior are adopted and is and remains the norm for all persons associated with dragon boat racing within the Club.
- 9.1.2. The code governs the conduct of all persons associated with the Club's events and those who may from time to time be a member of The Club representative teams.
- 9.1.3. The Code shall govern the conduct of all those who are participating in all Club sanctioned events and training activities, including local, national, and international championships and shall be read and applied accordingly.
- 9.1.4. In the Code unless otherwise stated in words 'person or persons' shall include but are not limited to:
- i. a delegate to The Club who represents a member state of The Club
  - ii. a person elected or appointed to or otherwise a member of The Club
  - iii. a person who is an employee of The Club

- iv. a person who is elected or appointed to any commission, committee or other body established by The Club for the promotion of its objects
- v. a person who holds The Club approved official's certification
- vi. a person who is a member of a dragon boat racing team as an athlete, captain, coach, equipment manager, manager, assistant manager, doctor, assistant doctor, physiotherapist, sports scientist, masseur, media representative, sports psychologist or any other persons who is appointed to a team position.

9.1.5. For the purposes of (d)(vi), a person is deemed to be a financial member of the Club for the current financial year.

## **9.2. General Behavior Protocols**

- (a) All persons who, from time to time, representing the Club in a team under the auspices of the Club shall act in accordance with the conduct outlined hereunder:
- (b) Be subject to the control, management and direction of the Management Committee or other person appointed by them.
- (c) Observe and comply with all directions and orders given by the Management Committee or any other person appointed by them.
- (d) Conduct themselves in a proper manner so as not to bring themselves, the Club or the team generally into public disrepute or censure and to the absolute satisfaction of the Management Committee.
- (e) Not to make, comment, issue, authorize, offer or endorse any public criticism or statement having or designed to have an effect prejudicial to the best interests of Club, or the sport of dragon boat racing generally.
- (f) Respect the law and customs at all times and in all places including foreign countries.
- (g) Treat all persons with respect, dignity and proper regard for their rights and obligations.
- (h) Perform all duties and responsibilities as a representative of the Club in a fair and professional manner.
- (i) Demonstrate and ensure a positive commitment to the Club programs and policies.
- (j) Not disclose to any unauthorized person or organization information which is of a confidential or privileged nature.
- (k) Not misuse funds or property of the Club.
- (j) Not use information obtained in the course of employment or appointment or selection or otherwise on official duties in a nominated role to gain directly or indirectly a financial advantage for themselves or for any other person.
- (m) Not promote, pass on, exchange or publish information whereby that information may be of a confidential, offensive, scandalous, unsubstantiated or derisive type.

- (n) Not to harass, ridicule or embarrass a fellow appointee or representative of the Club in such a way as would constitute an offence under Commonwealth or State legislation governing human rights and discrimination.
- (o) Not participate in nor promote any demonstration or propaganda of any kind or form including but not limited to political, religious or racial whilst in Club uniform.
- (p) Not defame or injure any person.
- (q) Not use, attempt to use, have in his/her possession, attempt to have in his/her possession, traffic or attempt to traffic any illegal drug or substance.
- (r) Neither to use or consume alcohol to excess nor to encourage other persons to use or consume alcohol to excess.
- (s) To ensure that all directions given by the Club and or its authorized representatives regarding the wearing of appropriate attire whilst representing the Club are adhered to.
- (t) Not to take liberties with the privacy of other persons.
- (u) To ensure that all persons avoid unaccompanied and unobserved activities with underage team members.
- (v) To act at all times in a manner beyond reproach and in such a way as to ensure good relations within and between teams and other Clubs.
- (w) When participating at sanctioned events, team members are to seek dispensation from the Management Committee or their delegated representative, before nominating to compete as a team member of another Club.

### **9.3. Grievance Procedure**

- 9.3.1. The rules of an incorporated association may set out a grievance procedure for dealing with any dispute under the rules between –
  - a. a member and another member
  - b. a member and the management committee; or
  - c. a member and the association.
- 9.3.2. The grievance procedure must include mediation and may provide for a person to decide the outcome of the dispute.
- 9.3.3. A member may appoint any person to act on behalf of the member in the grievance process.
- 9.3.4. In applying the grievance procedure, the association must ensure that –
  - a. each party to the dispute has been given an opportunity to be heard on the matter the subject of the dispute; and
  - b. the mediator, and any person engaged under the rules to decide the outcome of the dispute, is unbiased.
- 9.3.5. If a member has initiated a grievance procedure in relation to a dispute between the member and the association, the association must not

take disciplinary action against any of the following persons in relation to the matter the subject of the grievance procedure until the grievance procedure has been completed –

- a. the member who initiated the grievance procedure **(the complainant member)**
  - b. a member of the association appointed by the complainant member under subsection (9.3.3.) to act on behalf of the complainant in the grievance procedure.
- 9.3.6. If the rules of an incorporated association do not set out a grievance that is consistent with subsections 9.3.2, 9.3.3, 9.3.4 and 9.3.5, the rules of the association are taken to include the provisions of the model rules providing for the grievance procedure.
- 9.3.7. To remove any doubt, it is declared that subsection 9.3.6 applies even if the rules of an incorporated association provide, as permitted under section 47(3), that section 47(1) does not apply.