

# The Australian Outrigger Canoe Racing Association Incorporated Constitution

## INTERPRETATION

1. The Rules of the Australian Outrigger Canoe Racing Association as required by the *Associations Incorporation Act 1981 (Qld)* ("the Act") shall mean this Constitution and all By-laws, Rules and Regulations as are from time to time adopted, repealed or amended by the Australian Outrigger Canoe Racing Association.
2. The headings used in this Constitution are inserted for convenience only and shall not affect the meaning, interpretation or construction hereof or any part hereof.
3. In this Constitution unless the context shall otherwise require, the singular includes the plural and vice versa, a reference to any gender is a reference to every gender and a reference to a person is a reference to a natural person, Body Corporate, corporation, partnership, club, firm, society, association or authority.
4. Where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning.
5. References:
  - a. A reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provisions substituted for, and any statutory instrument issued under, that legislation or legislative provision.
  - b. A reference to a recital, clause, schedule or annexure is to a recital, clause or annexure to this Constitution.
  - c. A reference to any document is to that document (and, where applicable any of its provisions) as amended, notated, supplemented or replaced from time to time.
  - d. In this Constitution unless the contrary intention appears the following words shall mean:
    - i. A word or expression not defined in these rules, but defined in the *Associations Incorporations Act 1981* (hereinafter called "The Act") has, if the context permits, the meaning given by the Act.
    - ii "Affiliated Club " means a club or group who is recognised by the Association as a Member of the Association and is recognised under this Constitution and formed for the purpose of conducting outrigger canoe training, participation, competition and enjoyment of the heritage and cultural experience of the outrigger canoe and outrigger paddling generally. The club shall be an incorporated body.
    - iii "Association" shall mean the Australian Outrigger Canoe Racing Association (AOCRA) ARB 082 921 784.
    - iv "Australia" shall mean its states, territories, islands and near environs.
    - v "Constitution" means this Constitution of the Australian Outrigger Canoe Racing Association Incorporated.

- vi "Individual Member" shall mean a person who has paid (if payment is a requirement of that type of membership with that Affiliated Club) their membership of whatever type, category or capacity with an Affiliated Club whether or not such Affiliated Club has paid to AOCRA that part of the members membership which is payable to AOCRA. An Individual Member shall also include a person who is recognised by an Affiliated Club as a Member of that Affiliated Club and who is not required by that Affiliated Club to pay a membership fee.
- vii "Member" shall be taken to include any Individual Member or Affiliated Club.
- viii "State" shall be deemed to mean a State of Australia and include the Northern Territory and Australian Capital Territory and any distinct territory or Islands forming part of or in the region or environs of Australia.
- ix "State Centre" shall mean a group or division which has been created by the Association for the purpose of bringing together a group of Zones or Affiliated Clubs within a State for the purpose of promoting, controlling, administering and running outrigger canoeing in a state, territory or region.
- x "Zone" shall extend to include the expression "Branch" (as referred to and defined in the Act) and shall mean a group or division which has been created by the Association for the purpose of bringing together a group of Affiliated Clubs for the purpose of promoting, controlling, administering and running outrigger canoeing in a local region or geographical area.

## **NAME**

6. The name of the incorporated Association shall be: –

**Australian Outrigger Canoe Racing Association Incorporated**

The acronym shall be **AOCRA INC.**

## **OBJECTS**

7. The objects for which the Association is established are: -

- a. To create a uniform entity through and by which the sport of outriggering in Australia can be controlled, conducted, encouraged, promoted, marketed, advanced and administered.
- b. To administer and control all and any aspect of outrigger canoeing in Australia and, without limitation, to develop, implement and amend where deemed appropriate such policies, rules, regulations, and by-laws as are necessary to secure uniformity in outrigger canoeing in Australia for the purposes of competition, conduct, promotion, control, marketing, advancement, administration and management of outrigger canoeing generally through the Association and by the operations of various State Centres, Zones and Affiliated Clubs.
- c. To control outrigger canoe racing (in competition or otherwise) it's standards, safety, quality and reputation.

- d. To control all and any aspect of outrigger canoeing including (but not limited to) the materials and methods used in the construction, maintenance or repair of any craft or vessel, the type, design, safety, registration and approval of any craft or vessel used in outrigger canoeing by any person or body associated with the Association, the signage, colours, clothing and uniforms used by State Centres, Zones, Affiliated Clubs, Members and any other person under the control or influence of the Association whether in competition or not.
- e. To form State Centres, Zones or any other group as the Association may deem appropriate to control, conduct, encourage, promote, market, advance and administer the sport of outrigger canoeing on behalf of the Association and to report to the Association as required and directed from time to time.
- f. To act in the interests of the Members and the Association objectively, properly, fairly, reasonably and without discrimination.
- g. To oversee and promote an annual National Titles outrigger regatta to which every Affiliated Club shall be entitled to participate within the rules and regulations laid down by the Association for such event.
- h. To conduct or commission research and development for improvements in all aspects of outrigger canoeing.
- i. To apply the property, assets and capacity of the Association towards the fulfilling and achieving of these objects.
- j. To strive for Governmental recognition at all levels of Government and for commercial, corporate and public recognition of the Association, State Centres, and Zones as the leading authority on outrigger canoeing, it's safety, administration and management.
- k. To review and/or determine any matter relating in any way whatsoever to outrigger canoeing which may arise within Australia or which are referred to the Association by any State Centre, Zone, Affiliated Club or Member and to review, amend, determine, uphold or enforce any penalty imposed by a State Centre, Zone or Affiliated Club.
- l. To pursue through itself or such other commercial arrangements, (including government grants), sponsorship and marketing opportunities as are appropriate to further the interests and objects of the Association and outrigger canoeing generally.
- m. To affiliate and/or otherwise liaise with international outrigger or other groups in furtherance of these objects.
- n. To undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

## **POWERS**

- 8. In furtherance of its objections and in its absolute discretion the Association has, in the exercise of its affairs, all the rights, powers, and privileges of a natural person.

9. The powers of the Association are, without limitation:-
- a. To incorporate and to manage the funds, assets and liabilities of the Association.
  - b. To form State Centres and/or Zones to assist the Association with the management and control of Affiliated Clubs and outrigger canoeing in Australia generally.
  - c. To make rules, by-laws and regulations from time to time and as required to control and regulate the conduct, promotion, control, marketing, advancement, administration and safety of outrigger canoeing in Australia.
  - d. To subscribe to, affiliate, amalgamate, become a member of and/or cooperate with any association, club or organisation, whether incorporated or not, whose objects are similar in whole or in part to those of the Association provided that such other association, club or organisation, prohibits the distribution of income and property among its members at least to the extent provided under this Constitution.
  - e. To enter into any agreement or contract for the benefit of the Association (including, but without being limited to the following) to acquire, purchase, lease, construct, improve, maintain, develop, re-develop, manage, alter, dispose of or alienate or control any asset being real or personal property and whether directly or indirectly, or with a third party to contribute to, subsidise or otherwise assist and take part whether as a partner, joint venturer or associate in the acquisition, purchase, lease, construction, improvement, maintenance, development, management, alteration or control of any such assets.
  - f. To acquire, purchase, hold, mortgage, encumber, lease, charge, secure, dispose of, exchange, gift, or deal in any way with any property whatsoever whether or not subject to any charge or encumbrance and whether directly or indirectly or in partnership or joint venture and whether that property is real or personal.
  - g. To erect, replace, reconstruct, redevelop, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them to the fullest extent allowed by law.
  - h. To take over, acquire, hold, deal or dispose of the whole or any part of any property (whether real or personal) belonging to the State Centres or Zones and to undertake, take over or guarantee all or any of the liabilities of State Centres and Zones of the Association provided that this action is in the interests of the Association and to retain, allocate, disburse or distribute (whether for consideration, equally or upon terms and conditions or not) the assets of State Centres and Zones to other Members of the Association who have similar objects to the Association provided that where the Association takes or holds property which may be or is subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
  - i. To borrow and raise money in such lawful manner as the Association deems fit whether with or without the giving of any security.
  - j. To enter into any arrangements with any government, semi governmental body, authority or association that are incidental to or conducive to the attainment of the Association's objects.

- k. To appoint, employ, contract with, remove or suspend such assistants, managers, clerks, secretaries, servants, professionals, advisers, workmen or any other persons as may be necessary from time to time or convenient for the purposes and advancement of the Association's objects and whether with the payment of remuneration or some other form of benefit or not.
- l. To invest and deal with the money or assets of the Association, State Centres and Zones in such manner as the Association deems fit.
- m. To take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate.
- n. To guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- o. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading and other negotiable or transferable instruments.
- p. To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the Association's property of whatsoever kind sold by the Association, or to secure any money owed to the Association from any person.
- q. To take any gifts of property whether subject to any liability or special trust, for any one or more of the objects of the Associations.
- r. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, by way of grants, donations, annual subscriptions or otherwise.
- s. To advertise and market in any form and using any medium of whatever nature or kind, to promote and advance the sport of outrigger canoeing, including (without limitation) printing and/or publishing in any newspapers, periodicals, books, newsletter or leaflets, utilising radio, television or electronic mediums or the internet or any other medium that the Association may think desirable for the promotion of its objects.
- t. To transfer all or any part of the property, assets or liabilities of the Association to any one or more of the State Centres, Zones or an Affiliated Club.
- u. To make donations for patriotic, charitable or community purposes.
- v. To establish and maintain affiliated entities to carry on and conduct the Association's business affairs and undertakings, or any aspect thereof and for that purpose, utilise any of the assets of or held on behalf of the Association.
- w. To promote any other person or company for any purpose for the benefit of the Association.
- x. To purchase or otherwise acquire and deal with any undertaking or any part of the property, assets, liabilities of any company, institution, society or association whose activities or purposes are similar to those of the Association or generally for any purpose calculated to benefit the Association.

- y. To take and effect insurance or seek, obtain and in its discretion act on any professional advice necessary or appropriate.
- z. To act as final arbiter (including hearing and deciding any appeal from any decision of any State Centre, Zone or an Affiliated Club) on all matters pertaining to the conduct of outrigger canoeing in Australia, and including (without limitation) disciplinary matters.
- aa. To do all such things as are incidental or conducive to the attainment of the objects of the Association.
- bb. To amend this constitution as allowed for by the terms of this constitution.

## **CLUB MEMBERSHIP**

- 10. The membership of the Association shall consist of Individual Members and Affiliated Clubs.
- 11. To become a Member of the Association a club must:
  - a. be incorporated or in the process of incorporation;
  - b. forward to the Zone (or where no Zone exists to the Association directly)
    - i a duly completed application for affiliation on the prescribed form;
    - ii all other information as may be required by the Zone or Association from time to time;
    - iii the club's constitution or proposed constitution which must be acceptable to the Association and adopt the Associations Constitution; and
    - iv the relevant application fee as prescribed by the Association from time to time.
- 12. The Zone may accept or reject the application before passing it to the Association for rejection or acceptance and ratification. The decision of the Association shall be final.
- 13. Where no Zone exists the Association may accept or reject the application.
- 14. Where a club is refused membership all application fees shall be refunded.
- 15. An Affiliated Club shall:-
  - a. Abide by the Association's Constitution, rules, regulations, by-laws and directions.
  - b. Pay on request all affiliation fees as determined by the Association from time to time.
  - c. Have as a minimum of members sufficient numbers to form a committee in accordance with the rules of incorporation of that clubs State.
  - d. Adopt the objects of the Association and adopt clauses and rules of this Constitution as required by the Association from time to time.

- e. Determine in their constitution classes of membership and methods for a person to apply for membership of that club. The Association shall recognise the classes of membership determined by the Affiliated Club and membership of an Affiliated Club shall be deemed membership of the Association.
  - f. Do all that is reasonably necessary to enable its objects to be achieved.
  - g. At all times act in the interest of its members and in furtherance of outrigger canoeing generally.
  - h. Re-affiliate annually utilising the then current forms as required by the Association and pay the annual affiliation fee and any other fees as determined by the Association from time to time.
16. Notification of any amendments to an Affiliated Club's constitution or changes to its management committee must be made in writing within one month to the Zone or if no Zone exists, the Association. An Affiliated Club must ensure that any amendments to its constitution result in the constitution remaining in conformity with this Constitution and the Association may cancel or suspend affiliation in the event that an Affiliated Club's constitution is contrary to the objects, rules, regulations and by-laws of the Association.

## **MEMBERSHIP GENERALLY**

- 17. The number of Affiliated Clubs, Zones, Members and Life Members shall be unlimited.
- 18. The number of State Centres shall be limited to one for every State or Territory or any distinct territory or island being part of the environs of Australia.
- 19. Associate Members and Honorary Members shall be limited as agreed by a general meeting of the Association from time to time or failing such, as determined by the Association's Management Committee.
- 20. The annual membership/registration fees for each class of membership or affiliation fee and the manner of the payment of the same shall be determined by the Association from time to time.

## **LIFE MEMBERS**

- 21. Any annual general meeting of the Association may, by resolution, bestow Life Membership upon any person for long and outstanding services to the Association or to outrigger canoeing in general. Life members are entitled to all rights of membership with the Association and shall be free of annual subscription.

## **ASSOCIATE MEMBERS**

- 22. The Association may elect any person as an Associate Member of the Association for such period or periods and charge such membership fees as the Association shall determine. Associate Members shall not be entitled to hold any office of the Association, nor take part in nor vote at any meetings nor nominate for any management or other positions.

## **HONARY MEMBER**

23. The Association may from time to time bestow Honorary membership whether for a fee or not and for a nominated period of time upon any competitor who is a member of a reciprocal Association and who is competing in a regatta governed or sanctioned by the Association. Such Honorary Membership shall not entitle the recipient to take part in, nor vote at any meetings nor nominate for any management or other position.

## **TRANSFER OF INDIVIDUAL MEMBERS**

24. a. The Association may from time to time determine any restrictions in relation to participation in the Australian National Titles as arranged, controlled and conducted by the Association by Individual Members transferring their membership between Affiliated Clubs during a Zone's competition season.
- b. An Individual Member may transfer their membership from one Affiliated Club to another Affiliated Club upon satisfying the following requirements:
- i. Before any Individual Member can transfer their membership from one Affiliated Club to another Affiliated Club that Individual Member shall have no indebtedness of whatever nature to any other Affiliated Club, the Association, State Centre or Zone; and
  - ii. The Individual Member shall present to the Zone on the prescribed form (or the Association if there is no Zone) a clearance certificate signed by the Individual Member's former Affiliated Club or any other Affiliated Club as requested by the Zone or, Association (if there is any question or doubt as to the Individual Members financial status with any former Affiliated Club); and
  - iii. The Individual Member shall not be under any current suspension, restriction or expulsion from membership from the Association or any State Centre, Zone or Affiliated Club.

## **REGISTER OF MEMBERS**

25. a. The Management Committee shall cause a Register to be kept in which it shall enter the names, date of birth and work and/or residential addresses, contact telephone and electronic address, date of admission, and any subsequent renewal, payment or outstanding account, relevant qualifications, disciplinary orders, competition results, and any other relevant or pertinent information of all persons admitted to Membership of the Association.
- b. Particulars shall also be entered into the Register of deaths, resignations, terminations, cancellations, suspensions and reinstatement's of Membership and any further particulars as the Management Committee or the members at any general meeting may determine or require from time to time.
- c. The Register, so far as it relates to the Member, shall be open for inspection to that Member who has, upon reasonable notice applied to the secretary for such inspection.



## **CESSATION OF MEMBERSHIP – AFFILIATED CLUBS**

26. An Affiliated Club may resign its membership by notice in writing to the Association's secretary.
27. Where resignation of an Affiliated Club occurs during that Affiliated Club's financial period that Affiliated Club will forfeit any paid membership fee.
28. An Affiliated Club shall cease to be a Member if:-
  - a. a club fails to forward to the Zone (or where no Zone exists the Association) the necessary affiliation fee together with the application for affiliation within one month of the due date;
  - b. a receiver or administrator is appointed to that club pursuant to the Corporations Law.
29. The Association shall have the power at any time to require an Affiliated Club to provide to it a statement setting out such information as the Association reasonably requires to enable it to decide where or not the Affiliated Club has ceased to be or has become liable to cease to be a Member.

## **DISCIPLINING A MEMBER & SUSPENSION OR CANCELLATION OF A MEMBERSHIP**

30. The Association may discipline or impose a penalty upon a Member or suspend or cancel the Member's membership upon a Member:
  - a. breaching this Constitution;
  - b. breaching the rules, regulations, by-laws or any resolution or determination made or passed by the Management Committee of the Association or any duly authorised committee or board;
  - c. being convicted of an indictable offence;
  - d. having membership fees in arrears for a period of two months or more; or
  - e. conducting themselves in a manner that is injurious, prejudicial or unbecoming to the character, reputation or interests of the Association, State Centre, Zone, other member or outrigger canoeing generally.
31. The Association may from time to time make Regulations as to the type of penalties and disciplinary action which may be taken by the Association which may include, but are not limited to:-
  - a. the payment or repayment of money to any person or group;
  - b. the supply, return, repair or replacement of any item, asset or object to any person or group; or
  - c. the rejection, cancellation or suspension (for either a fixed or indefinite period of time) of the Members' membership with the Association.

32. The Association has absolute discretion to determine whether to suspend or cancel the Members' membership or take disciplinary action or impose a penalty upon the Member.
33. The Association may delegate to the State Centres or Zones the authority to determine whether to suspend or cancel a Member's membership or take disciplinary action or impose a penalty upon a Member. Where such authority is delegated to any Zone or State Centre reference to the Association shall be taken to be a reference to the Zone or State Centre making such determination.
34. Prior to the imposition of a penalty or disciplinary action or the suspension or cancellation of a Member's membership the Association must issue to the Member a Default Notice on the prescribed form:

The Default Notice shall:

- a. set out the conduct of the Member which has lead to the issue of the Default Notice;
  - b. set out the date, time and place of the alleged conduct;
  - c. request the Member to show cause in writing why a penalty should not be imposed or their membership should not be suspended or cancelled whether indefinitely, permanently or for a defined period.
  - d. set out the address of the Association to which the Member should reply.
35. Upon receipt of the Default Notice the Member shall have 30 days in which reply to the Default Notice.
  36. The Member receiving a Default Notice shall be given a full, fair and reasonable opportunity to present his or her case to the Association.
  37. The Association shall notify the Member in writing of the Association's decision by giving written notice of the Association's determination to the Member at the Member's last known address.
  38. If a Member is suspended, whether indefinitely or for a defined period, they shall be deemed to be suspended (subject to any appeal or review pursuant to this Constitution) from the Association.
  39. Nothing in this constitution shall prevent the Association from immediately suspending a Member's membership with the Association in circumstances considered by the Association to warrant such immediate action pending the issuing and determination of a Default Notice.

## **APPEALS**

### **Generally**

40. Where a Member has received a determination from a Zone to reject, suspend or cancel a membership or take disciplinary action or impose a penalty upon the Member that Member may appeal to the State Centre (or where no State Centre the Association directly) in accordance with this Constitution.

41. Where a Member has received a determination from a State Centre to reject, suspend or cancel a membership or take disciplinary action or impose a penalty upon the Member, that Member may appeal directly to the Association in accordance with this Constitution.
42. A decision by a State Centre not to hold a hearing in such circumstances may be appealed by the Member to the Association.
43. A decision by the Association not to hold a hearing will be final.
44. Any appeal may be recorded by electronic or any other means and this Constitution shall be deemed to be every Member's consent and agreement to the electronic or other recording of any appeal to which they attend or participate.
45. The Association may from time to time make Regulations as to the conduct of appeals and the penalties or disciplinary action it may take including, but not limited to, the requirement to pay the costs of the appeal, or the payment of a security deposit or bond (which may be forfeited) prior to the hearing of the appeal.
46. Should a State Centre, or the Association determine an appeal and make a decision requiring a party to pay any costs of that appeal those costs shall be deemed a liquidated debt recoverable against that party. Until those costs have been paid they shall accrue interest calculated pursuant to the section 47(1) of the Supreme Court Act 1995 (as amended).
47. The Association shall be entitled to deduct and transfer into its own funds any costs ordered to be paid by a party from any security deposits or bonds paid by that party to the appeal.
48. An Appeal may be heard in the absence of a party if that party fails, refuses or cannot, after reasonable notice and without reasonable excuse, attend the Appeal.

### **Appealing A Determination Rejecting, Suspending or Cancelling Membership**

49. A Member whose application for membership has been rejected or whose membership has been suspended or cancelled may, within one month of receiving written notification thereof, lodge with the secretary of the Association written notice of their intention to appeal against the decision together with any security deposit or bond as required. Such notice shall include all material that the Member wishes to rely upon at the hearing of the appeal.
50. Upon receipt of a notification of intention to appeal against a rejection, suspension or cancellation of membership or affiliation the secretary of the Association shall:
  - a. convene a hearing before the Judiciary Committee to determine the appeal;
  - b. convene the hearing within two months of the date of receipt by the secretary of the notice of appeal and any security deposit or bond required;
  - a. notify the Member of the date, time and place of the hearing.

51. At the hearing:
  - a. the Member shall be given the opportunity to fully present their case;
  - b. the Management Committee or those Members thereof who rejected the application for membership or suspended or cancelled the membership shall have the opportunity of presenting their case;
52. The appeal shall be determined and an order made by the Judiciary Committee upon the hearing of the facts and the Judiciary Committee may call evidence from any party they consider can assist with their investigations and determination.

### **Appealing A Determination Imposing A Penalty or Disciplinary Action**

53. A person upon whom the Association has imposed a penalty or disciplinary action may, within one month of receiving written notification thereof, lodge with the secretary written notice of their intention to appeal against the decision together with any security deposit or bond as required. Such notice shall include all material that the person wishes to rely upon at the hearing of the appeal.
54. Upon receipt of a notification of intention to appeal against the imposition of a penalty or disciplinary action the Association shall determine if the facts warrant a hearing and if it decides that they do, the Association shall appoint a Judiciary Committee to determine such appeal.
55. Upon the Association determining to hold such a hearing the secretary shall:
  - a. convene a hearing before the Judiciary Committee to determine the appeal;
  - b. convene the hearing within two months of the date of receipt by the secretary of the notice of appeal and any security deposit or bond required;
  - c. notify the Member of the date, time and place of the hearing.
56. At the hearing:
  - a. the applicant shall be given the opportunity to fully present their case;
  - b. the Management Committee or those Members thereof who imposed the penalty or disciplinary action shall have the opportunity of presenting their case;
57. The appeal shall be determined and an order made by the Judiciary upon the hearing of the facts and the Judiciary Committee may call evidence from any party they consider can assist with their investigations and determination.

### **THE JUDICIARY COMMITTEE**

58. A Judiciary Committee shall be appointed by the Association's Management Committee and shall consist of no less than three representatives. It is a requirement that two representatives are Members of the Association.
59. A Judiciary Committee shall operate under the principles expressed from time to time in accordance with the Regulations which shall give all relevant parties the opportunity to be heard and submit their own facts and submissions.

60. Any person who was a party to the determination under appeal shall be expressly excluded from the Judiciary Committee for that appeal.
61. A Judiciary Committee may make any order that it considers reasonable and appropriate in the circumstances including, but not limited to:-
  - a. upholding a decision;
  - b. reversing a decision;
  - c. amending a decision;
  - d. imposing a penalty;
  - e. taking of disciplinary action;
  - f. rejecting an application for membership;
  - g. suspending a Member's membership for a stated period of time or indefinitely; and
  - h. cancelling the Member's membership.
62. Any penalty or disciplinary action imposed by a Judiciary Committee may include, but is not limited to, the payment or repayment of money to any person or group or the supply, return, repair or replacement of any item, asset or object to any person or group or the rejection, cancellation or suspension of membership with the Association.

## **ZONES**

### **Formation of Zones**

63.
  - a. The Zone will be an extension of the Association and will do all things as directed and required by the Association. The Zone shall apply for an Australian Business Number and comply with the New Tax System (Goods and Services Tax) Act 1999 (the "Tax Act").
  - b. The Zone shall become incorporated in their State.
  - c. The incorporation of a Zone does not relieve the members of the incorporated Zone of any liability or obligation the members had or have as members of the Association.
  - d. The Association's rules control the membership of the Zone.
  - e. A member of a Zone:
    - i must be a member of an Affiliated Club;
    - ii is taken to be a member of the Association; and
    - iii is under the same liabilities and obligations as members of the Association.

- f. A Zone incorporated under this division must have as part of its name:
    - i the word "Branch" or "Zone"; or
    - ii other words identifying it as a Zone or Branch of the Association  
eg. Mt Isa Zone Inc. or Mt Isa Branch Inc.
  - g. The Zone is to be affiliated directly with the Association and is to be administered by an elected Committee, comprising of a President, Secretary, Treasurer and at least four others (who shall be committee members or such other term or description that the Zone considers appropriate).
  - h. Except for the case of replacement of office bearers due to resignation, removal, unexplained absence for three consecutive meetings or death, all office bearers must be appointed at a general meeting of representatives from the Affiliated Clubs located within that Zone.
  - i. The Zone shall produce a constitution consistent with this Constitution and reflecting the objects of the Association and shall operate as a single entity through and by which the objects, rules, determinations and directives of the Association are to be conducted, encouraged, promoted, advanced, administered and enforced. Such constitution shall be approved by the Association prior to submission for incorporation and any amendments recommended by the Association shall be made to the constitution.
64. Each Zone is required to investigate and where appropriate recommend to the Association new applications from clubs wishing to affiliate and provide to the Association all relevant documents, fees, recommendations and reasons for the same.
- a. The Zone shall act independently to administer matters relating to Affiliated Clubs in their geographical area under the rules, regulations, by-laws, directions and controls of the Association.
  - b. The Zone shall conduct financial affairs as directed by the Association and shall open a Bank Account if required by the Association, and shall comply in all respects with the Tax Act.
  - c. The Zone may source funding from any source available and act independently insofar as provided under the Rules of the Association and The Act provided that such actions do not adversely effect, compromise, jeopardise or conflict with any funding, promotion or supporter of the Association or the objects of the Association.
  - d. All monies and assets of the Zone remain the property of the Association.
  - e. The Zone shall appoint such numbers of people as determined by the Association to serve on the State Centre if and when required by the Association. Such appointees do not necessarily have to be members or office holders of the Zone but must be a member of an Affiliated Club. The Association reserves a power of veto over any such appointment.

## **Annual, General And Special Meetings Of The Zone**

65. An Affiliated Club within a Zone shall be entitled to send two representatives to annual and general meetings of the Zone who shall be the only representatives of that Affiliated Club entitled to vote.
66. A quorum of a Zone meeting shall be a simple majority of those persons eligible to vote. Where the vote is equally divided the President of the Zone for the time being shall have the casting vote.
67. Meetings of the Zone must be held at least every four months and the Zone is required to report to the State Centre on administrative, financial and policy matters arising at such meeting.
  - a. Within fourteen (14) days of such meeting a copy of the Minutes of the meeting is to be forwarded to the Secretary of the Association and the Secretary of the State Centre and all Affiliated Clubs within the Zone.

## **STATE CENTRES**

### **Formation Of State Centres**

68.
  - a. A State Centre means a body recognised under this Constitution and formed at the direction of the Association to advance, promote and administer matters pertaining to outrigger canoeing in a State.
  - b. The State Centre will be an extension of the Association and will do all things as directed by and required by the Association. The State Centre shall apply for an Australian Business Number and comply with the Tax Act.
  - c. The State Centre shall, if necessary, be incorporated within the State and shall take the name of the State where it is located;- eg. AOCRA Queensland State Centre Inc.
  - d. The State Centre, shall produce a Constitution adopting the objects, rules and by-laws of the Association and its rules which, and be in conformity with this Constitution generally. Such constitution shall be approved by the Association prior to submission for incorporation and any amendments recommended by the Association shall be made to that constitution.
  - e. The State Centre shall do all that is reasonably necessary to enable its objects to be achieved and shall at all times act in the interest of Members and outrigger canoeing.
  - f. The State Centre shall, by adopting the objects of the Association, abide by this Constitution.
  - g. The State Centre must re-affiliate annually and pay any affiliation fees as determined by the Association from time to time.
  - h. Any amendments to the constitution of the State Centre or changes to management must be notified, within one month, to the Zone within that State or the Association.

- i. The incorporation of a State Centre does not relieve the members of the State Centre of any liability or obligation the members had or have as Members of the Association.
- j. All monies and assets of the State Centre remain the property of the Association.
- k. The State Centre must investigate, promote and recommend the formation of new Zones within the State Centre's area as growth becomes viable to accommodate a new Zone.
- l. The State Centre must pay such fees as required by the Association.
- m. The State Centre shall conduct its financial affairs as directed by the Association and shall open a Bank Account if required by the Association, and shall comply in all respects with the Tax Act

### **Annual, General And Special Meetings Of State Centres**

- 69. a. Each Zone located within the State, shall be entitled to send two representatives to Annual, General and Special Meetings of the State Centre who shall be the only representatives of that Zone entitled to speak and vote upon any motion, provided they are financial members of an Affiliated Club.
- b. Meetings of the State Centre must be held at least every four months and the State Centre is required to report to the Association on administrative, financial and policy matters and any other matter relevant to the care, conduct, control, administration or safety of outrigger canoeing.
- c. Within fourteen (14) days of the meeting the Minutes of the meeting are to be forwarded to the Secretary of the Association, and the Secretaries of all Zones and Affiliated Clubs within the State.

### **Quorum for State Centre Meetings**

- 70. A quorum shall be a simple majority of those persons eligible to vote at any meeting of the State Centre. Where the vote is equally divided the President shall have the casting vote.

### **Committee Members of State Centres**

- 71. a. A State Centre shall consist of a President, Secretary and Treasurer (elected at the AGM but who's final appointment is determined by the Association) and four other committee persons (or such other number as otherwise directed by the Association) all of who shall each have an equal vote and who shall be appointed as follows:-
  - i. Each Zone located within the State will appoint at their Annual General Meeting an equal number of members for the Committee positions available (or as otherwise determined to ensure an equal representation from each zone)
  - ii The remaining committee member will be a person nominated and approved by each Zone within the State.
  - iii All committee members shall be a member of an Affiliated Club



- iv A ballot shall be conducted to determine the positions of President, Secretary and Treasurer
- v The ballot may be by secret vote or show of hands at the determination or consent of a majority of the representatives of the Zones entitled to vote; and The Association reserves a power of veto over any such appointment.

## **MANAGEMENT COMMITTEE**

### **Members of the Management Committee**

72. The Association shall have a Management Committee.

- (a) All members of the Management Committee shall retire from office at the Association's annual general meeting but shall be eligible upon nomination for re-election.
- (b) The Management Committee of the Association shall consist of a President, Vice-President, Secretary, Treasurer, all of whom shall, at all times, be Members of an Affiliated Club, and up to four, or such other number as determined at an Annual General Meeting, one of whom shall be the current President of the Association Junior Development Committee (if such Committee is in existence).
- (c) The election of officers and other members of the Management Committee shall take place in the following manner:-
  - i. Any two Members of an Affiliated Club are at liberty to nominate any other Member to serve as an officer or other member of the Management Committee;
  - ii. The nomination, which shall be in writing and signed by the nominated Member and his or her proposer and seconder, shall be lodged with the secretary at least fourteen (14) days before the annual general meeting at which the election is to take place;
  - iii. The nominations may be made by facsimile or in any other format that from time to time is permitted by the Management Committee;
  - iv. Immediately preceding the annual general meeting and, if possible, one day prior to such meeting a list of the candidates' names in surname alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the office or usual place of meeting of the Association. The Association may also place such list on the Association's web site. Any failure to post any such notification shall not invalidate any nomination of subsequent voting;
  - v. Balloting lists shall be prepared (if necessary) containing the names of the candidates in surname alphabetical order, and each member present at the annual general meeting and entitled to vote shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
  - vi. Voting shall be by secret ballot unless the meeting otherwise consents and agrees;

- vii. A proxy vote shall not be permitted for the election of members of the Management Committee;
- viii. Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting and must be seconded.

### **Secretary of the Association**

73. Whilst the Association is Incorporated in Queensland and there is a Legislative requirement that the Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, then the secretary of the Association shall be a person who is:
- a. A Member of the Association appointed to that position at the Annual General Meeting; or
  - b. A Member of the Association appointed by the Management Committee as secretary to fill a vacancy; and
  - c. Resides in Queensland; or
  - d. Resides in another State but not more than 65 km from the Queensland border.
  - e. The Association shall not put as a condition of being the secretary (or any other position) of the Association a requirement for the location of their residence if there is no such legislative requirement;
74. If a vacancy happens in the office of secretary, the members of the Management Committee must appoint or elect a secretary within 1 month after the vacancy happens.
75. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary and such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice at which time when it shall take effect.

### **Removal of A Committee Member**

76. The removal of any member of the Management Committee shall be determined by a vote of the Members present at a general meeting called for that purpose and/or any other purpose by a majority of the members of the Management Committee.
77. Any member of the Management Committee who fails to attend three consecutive meetings without the consent of the Management Committee or reasonable excuse may be removed from office by the vote of the majority of the members of the Management Committee after that member has been given the opportunity to fully present his or her case.

### **Vacancies on the Management Committee**

78. a. The Management Committee shall have power at any time to appoint any member of the Association willing to fill any casual vacancy on the Management Committee until the next annual general meeting. The Management Committee shall have unfettered discretion as to the method of, or whom it so appoints;



- b. The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Management Committee, the continuing member may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

### **Functions Of the Management Committee**

79. Except as otherwise provided by this Constitution or any rules, regulations or by-laws and subject to resolutions of the members of the Association carried at any general meeting the Management Committee shall;
  - a. Have the general control and management of the administration of the affairs, property, assets, books and funds of the Association; and
  - b. Have authority to interpret the meaning of this Constitution or any Rules, Regulations or By-Laws and any matter relating to the Association on which this Constitution is silent;
  - c. Provide for the safe custody of books, records, documents, instruments of title and securities of the Association.

### **POWERS OF THE MANAGEMENT COMMITTEE**

#### **General**

80. The Management Committee shall exercise all such powers and do all such things as may be exercised or done by the Association to save those that are required by these rules or by any statute for the time being in force to be exercised or done by the Association in general meeting.

#### **By-Laws, Rules and Regulations**

81. The Management Committee shall have power to make alter and repeal any such By-Laws, Rules and Regulations as they may deem necessary, expedient or convenient for the proper conduct and management of the Association and in particular but not exclusively they may by such By-Laws, Rules and Regulations regulate:
  - a. Entrance fees, subscriptions and other charges;
  - b. Penalties for the breach of any By-Laws or any Rules or Regulations of the Association;
  - c. The procedure at general meetings, meetings of the Management Committee and meetings of any class of members (but not so as to conflict with any provisions of these Rules); and
  - d. Generally all such matters as are commonly the subject matter of Association Rules.

82. The Management Committee shall in accordance with clause 93 of this Constitution, bring to the notice of Members the Association's By-Laws, Rules and Regulations together with any amendments and/or repeals.
- a. All By-Laws, Rules and Regulations shall be binding upon all Members of the Association so long as they are in force;
  - b. No By-Law, Rule or Regulation shall be inconsistent with or shall affect or repeal anything contained in the Constitution or Rules of the Association; and
  - c. Any By-Law, Rule or Regulation may be set aside by a special resolution of a general meeting of the Association.

### **Further Powers of the Management Committee**

83. Management Committee shall have the following further powers:-
- a. To borrow, raise or secure the payment of money in such manner as the Management Committee may think fit and secure the same for the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association including the issue of debentures charged upon all or any of the Association's property and to purchase, redeem or pay off any such securities;
  - b. To borrow money from Members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge the Associations property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities;
  - c. To invest in such manner as the Members of the Association may from time to time determine;
  - d. To buy, lease, rent, borrow, receive or in any other way obtain any asset for the advancement or betterment of the Association,
  - e. To open bank or any other account and control funds on behalf of the Association, State Centres and Zones;
  - f. To take, resume and control any money or assets of any Affiliated Club who disbands or ceases;
  - g. To complete any required reports, documents, returns or any other paperwork or other record as required by law;
  - h. To obtain and keep records, photos or any other memorabilia for the prosperity of the Association and outrigging in Australia, its environs and/or Internationally;

- i. To keep the Association up to date with technological advances in all aspects of its' administration and control of the sport of outriggering and utilise any such technological advantage wherever possible;
  - i. notwithstanding this provision the Association shall at all times consider and take into account the traditions, history and equality amongst Affiliated Clubs and Members when considering technological advances relating to outriggering craft and vessels.
  - ii. This provision shall not be taken as a deemed requirement for the Association to take advantage of and utilise any technological advancements in the production, building, repair or design of outrigger canoes, craft or vessels.
- 84. To exercise any other power, right or obligation that the Association may have at any time pursuant to any other rule or law.
- 85. To institute, conduct, defend, compound or abandon any legal proceedings by or against the association or its members or otherwise concerning its affairs and also to compound and to allow time for payment or satisfaction of any debts due and of any claims or demands by the Association.
- 86. To refer any claims or disputes by or against the Association to arbitration.
- 87. To pay accounts payable by and receive accounts payable to the association and make and give receipts, releases and other discharges for monies payable to the Association and for the claim and demands of the Association;
- 88. To refer and deal with any moneys of the Association not immediately required for the purposes thereof in such manner as they may think fit and from time to time to vary or realise such investments;
- 89. Subject to all restrictions contained in this Constitution, to enter into all negotiations and contracts and rescind and vary all such contracts and exclude and do all such acts deeds and things in the name and on behalf of the Association as they may consider expedient for, or in relation to, any of the matters aforesaid or otherwise for the purpose of the Association;
- 90. The Management Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. It shall not be necessary to give notice of a meeting to a member thereof whom the Secretary, when giving notice to the other members, reasonably believes to be outside Australia;

### **Meetings of the Management Committee**

- 91. a. The Management Committee shall meet at least once every three months to exercise its functions;
- b. The Management Committee shall perform all duties and functions as are required by this Constitution to be performed by the Association;
- c. All acts performed or things done which are subsequently ratified by a meeting of the Management Committee or of a sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Management Committee or sub-committee will be deemed valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee or sub-committee;

- d. A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee;
- e. A special meeting of the Management Committee shall be convened by the secretary on a request in writing signed by not less than one-third of the members of the Management Committee and shall clearly state the reasons why a special meeting is being convened and the nature of the business to be transacted;
- f. A quorum for the Management Committee shall be one half plus one of the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the Members unless otherwise provided for in this Constitution;
- g. If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse;
- h. The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting;
- i. Subject to this Constitution, the Management Committee may meet together and regulate its proceedings as it thinks fit provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative;
- j. A member of the Management Committee shall not vote in respect of any contract or proposed contract or matter or dealing with the Association in which he or she or any relative is interested, or any matter arising therefrom, or on any matter where a conflict of interest could be possible;
- k. Not less than fourteen (14) days notice shall be given by the secretary of the Association to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed;

### **Delegation of Powers of the Management Committee**

- 92. a. The Management Committee may delegate any of its powers to a sub-committee consisting of such Members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the delegated powers conform to any regulations that may be imposed on it by the Management Committee.

- b. A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be Chairperson of the meeting.
- c. A sub-committee may meet and adjourn as it thinks proper.
- d. Questions arising at any meeting of a sub-committee shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

## **NOTICES**

93. A notice shall be deemed to be given by the Association to any member where such notice is given personally in writing or by sending it by post, fax or e-mail addressed to them at the address shown on the membership register or the address given by them within Australia for the purpose of:
- a. Committee Management Meetings;
  - b. General Meetings;
  - c. Annual General Meetings;
  - d. Special General Meetings;
  - e. the Association's business;
  - f. any new By-Law, Rule or Regulation and or amendment or repeal.
94. A Notice by post will be deemed given 48 hours after posting by properly addressing, preparing and posting such notice in a prepaid envelope to the address on the membership register or the address given by them within Australia.

## **Time For Giving Notices**

95. In the case of an:
- a. Annual General Meeting twenty-one (21) days clear notice must be given.
  - b. In the case of a Special General Meetings fourteen (14) days clear notice must be given.
  - c. In the case of a General Meeting fourteen (14) days clear notice must be given.
  - d. In respect of all other meetings the Management Committee may decide the time and manner in which the notice of the meeting shall be given.
96. All notices of meetings must be specify the date, time, place and business to be transacted at that meeting.
97. The accidental omission to give notice to or the non-receipt of notice by any member entitled thereto, shall not invalidate the proceedings of any general meetings.



## **ANNUAL GENERAL MEETINGS**

98. a. The Annual General Meeting of the Association shall be at such time and at such place as the Management Committee may determine from time to time;
- b. The Secretary shall convene such meetings by giving at least 21 days notice to each Affiliated Club, State Centre and Zone;
- c. The Association shall determine in its' absolute discretion the method for the holding of such meeting;
- d. The annual general meeting shall be held, at least once every year and not more than six months after the end of the Associations previous financial year;
- e. The business to be transacted at every annual general meeting shall be: -
- i. The receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and balance sheets, list of assets, and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
  - ii. The receipt of any report from the Junior Development Committee, any sub-committee or any other report considered appropriate to keep the members fully informed of the activities of the Association during the year;
  - iii. The receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - iv. The election of members of the Management Committee;
  - v. The appointment of an auditor.

### **Persons Entitled To Vote at Annual General Meetings**

99. a. Each Zone shall be entitled to nominate three financial members of Affiliated Clubs, to represent the Zone and who shall be entitled to speak and to vote upon election of officers and any motion.

### **Conduct Of Annual General Meetings**

100. The President shall appoint a person (who does not have to be a member) to chair the meeting during the election of office bearers.
101. a. If a quorum is not present within 30 minutes after the time fixed for a annual general meeting, the meeting is to be adjourned to: -
- i. the same time and place in the next week; or
  - ii. to a day, time and place as decided by the Management Committee
- b. If at an adjourned meeting, a quorum is not present within 30 minutes after the time fixed for the meeting, the Members present shall be deemed to form a quorum;

- c. The chairperson may, with the consent of any annual general meeting at which a quorum is present, and must if directed by a majority of the meeting, adjourn the meeting from time to time and from place to place;
- d. If an Annual General Meeting is adjourned under at the request of a majority of the meeting only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting;
- e. The secretary is not required to give the Members or any other party notice of an adjournment or of the business to be conducted at an adjourned Annual General Meeting unless it is adjourned for more than 30 days;
- f. If an Annual General Meeting is adjourned for more than 30 days, notice of the adjourned Annual General Meeting must be given in the same way notice is given for the original meeting.

## **SPECIAL AND GENERAL MEETINGS**

- 102. A general meeting of the Association shall be at such time and at such place as the Management Committee may determine from time to time;
- 103. The Secretary may only call a special general meeting by giving each State Centre, Zone and Affiliated Club at least 14 days notice of the holding of such a meeting.
- 104. The Association shall determine in it's absolute discretion the method for the holding of special and general meetings.
- 105. A special meeting must be called by the Secretary: -
  - a. within 14 days after being directed to call a general or special meeting by the Management Committee; or
  - b. after being given a written request signed by: -
    - i at least 5% of Affiliated Clubs;
    - ii 30 Individual Members;
    - iii at least 33% of the members of the Management Committee; or
- 106. A notice to call a special meeting must clearly state the reasons why such a special general meeting is being convened and the nature of the business to be conducted or transacted thereat and any motions proposed to be put to such meeting. The meeting may move motions for voting on from the floor.

## **QUORUM FOR MEETINGS**

- 107. The number of Members required to constitute a quorum for an annual general, general or special meeting shall be not less than one-half plus one of the representatives of Zones plus the Management Committee who are entitled to attend and vote.

108. No business shall be transacted at any general or special meeting unless a quorum of members is present at the time when the meeting proceeds to business.
109. a. If a quorum is not present within 30 minutes after the time fixed for a general or special meeting called on the request of Management Committee, the Members present will be deemed a quorum.  
  
b. If a quorum is not present within 30 minutes after the time fixed for a general or special meeting called by 30 Members of the Association, the meeting will be deemed to have lapsed is to be adjourned to: -
  - i the same time and place in the next week; or
  - ii to a day, time and place as decided by the Management Committee
110. The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by a majority of the meeting, adjourn the meeting from time to time and from place to place.
111. If a meeting is adjourned either with consent or at the request of a majority of the meeting only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
112. The secretary is not required to give the members or any other party notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for more than 30 days.
113. If a meeting is adjourned for more than 30 days, notice of the adjourned meeting must be given in the same way notice is given for the original meeting.
114. If at an adjourned meeting, a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting shall be deemed to have lapsed.

## **CONDUCT OF MEETINGS GENERALLY**

115. The President shall preside as Chairperson of every, or if there is no President, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act then the members who are present and entitled to vote shall elect one of their number to be Chairperson of the meeting.
116. The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
117. Every Member present, and entitled to vote shall be entitled to one vote only and if the votes, are equal the Chairperson has casting vote as well as an initial primary vote.
118. A Member is not entitled to vote at any annual, general or special meeting if his or her annual subscription is in arrears as at the date of the meeting.
119. Voting may be by show of hands or a division of Members, unless at least 20% of the Members present and who are entitled to vote demand a ballot, in which event there shall be a secret ballot.

120. If a secret ballot is held, the chairperson must appoint 2 people who do not necessarily have to be entitled to vote at the meeting to conduct the secret ballot in the way the chairperson decides.
121. The result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting of which the ballot was held.
122. A member who is entitled to vote may vote in person or by proxy and on a show of hands every person present who is a Member and entitled to vote or a representative of a member who is entitled to vote shall have one vote and in a secret ballot every Member present and entitled to vote who is present in person or by proxy shall have one vote, except proxy votes shall not be used to elect officer bearers of the Management Committee.
123. The instrument appointing a proxy shall be in writing, in the form approved by the Association from time to time, and signed by the appointor or, if the appointor is a body corporate the proxy shall be signed in such a manner as authorised by the body corporate's Constitution. A proxy does not need be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
124. Subject to any variation by the Association the instrument appointing a proxy shall be in writing in the following form or a form as near thereto as circumstances permit.

<p>AUSTRALIAN OUTRIGGER CANOE RACING ASSOCIATION INC.          PROXY FORM</p>	
I,	PLEASE PRINT
	of,
	being a member of the Association, hereby appoint,
	as my proxy to vote for me on
my behalf at the (annual/special*) general meeting of the Association to be held on	day
of _____, 200__ or at any adjournment of the meeting.	
Signed this,	day of _____, 200__
SIGNATURE	
Motion/s (as known)	
1	in favour / against*
2	in favour / against*
Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as the proxy considers appropriate);	

125. Each instrument appointing a proxy must be deposited with the secretary prior to the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
126. The secretary must ensure full and accurate minutes of all questions, matters, business, resolutions voting results (including abstentions) and other relevant proceedings of each meeting are entered in a minutes book.
127. The secretary must ensure that the minute book for each meeting is open for inspection by any financial member who previously applies to the secretary for the inspection. A member (except as required by law - in which case the member shall pay the reasonable costs of such copying) shall not be entitled to copy such minute book.

128. To ensure the accuracy of the minutes as recorded: -
- a. the minutes of each meeting must be signed by the chairperson of the meeting or in the case of the minutes being distributed by any electronic or other means the chairperson may verify their accuracy by any other acceptable means approved by the Association from time to time;
  - b. Any meeting (no matter how it is held) may be recorded by electronic or any other means and this Constitution shall be deemed to be every Members consent and agreement to the electronic or other recording of any meeting to which they attend or participate.
129. Nothing in this constitution shall be taken to prevent a Member from attending at an annual, general or special meeting subject always to proper procedures and the right of the chairperson to control such meeting which shall include, inter alia, the right to eject a person or Member from such meeting and any other reasonable order, request, power or direction of the chairperson.
130. In this division a Member includes a person attending as a proxy or representing a State Centre or Zone.

## **INCORPORATION**

131. The Association shall be incorporated and be registered as a Registrable Australian Body under the Corporations Law.
132. The registered address of the Association shall be that address notified from time to time by the Secretary to the Department of Fair Trading (Qld) or such other department or organisation authorised to control the registration of the Association and similar other groups.

## **FINANCES AND THE APPLICATION OF INCOME**

133. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association
134. Except as prescribed in this Constitution: -
- a. the income, property or assets (nor any portion of the same) of the Association shall never be paid, transferred, given or in any way distributed, whether directly or indirectly and whether by way of dividend, bonus or otherwise to any Member;
  - b. Nothing contained in this clause shall prevent payment in good faith to any Member: -
    - i For any services actually rendered to the Association whether as an employee, volunteer or otherwise;
    - ii For goods supplied to the Association in the ordinary and usual course of business;
    - iii Reimbursement for any cost, expense or liability incurred by any Member;

- iv To cover any cost, expenditure, allowance or liability a member may be required to incur in undertaking anything on behalf of the Association;
  - v For interest on money borrowed from any Member provided that such interest is charged and calculated at no more than normal commercial rates;
  - vi For rent or other consideration for premises demised or let by any Member to the Association;
  - vii Or any out-of-pocket expenses incurred by a member on behalf of the Association;
  - viii For any other reasons;
135. For the purpose of this clause the Association shall be deemed to be acting 'in good faith' if such payment is for an amount being reasonably comparable to normal commercial rates or arrangements or lesser and after taking into account any urgency.
136. All moneys shall be deposited as soon as practicable after receipt thereof.
137. All amounts of one hundred dollars or over shall be paid by cheque signed by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.
138. Cheques shall be crossed "not negotiable" except those in payment of wages, allowances, reimbursement or petty cash recoupment which may be open.
139. The Management Committee shall determine the amount of petty cash, which shall be kept, on the imprest or such other acceptable and proper accounting system.
140. All expenditure shall be approved prior to payment or it must be subsequently ratified by the Management Committee for such payment to constitute an approved and proper payment or expense of the Association.

## **FUNDS AND ACCOUNTS**

141. The funds of the Association shall be deposited in the name of the Association in such bank, building society or financial institution as the Management Committee may, from time to time, direct.
142. Proper books and accounts shall be kept and maintained in either written, printed, electronic or any other acceptable form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books, accounts and statements of a like nature. All records shall be of sufficient detail to enable the Association to comply with all its' legal, including taxation responsibilities and obligations.
143. The Association shall keep and maintain as required by the New Tax System (Goods and Services Tax) Act 1999 all necessary records, reports and documents.

144. As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of: -
- a. the income and expenditure for the financial year just ended; and
  - b. the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
145. If, at any Annual General Meeting it is decided to appoint an Auditor for the Association the auditor shall have access to all books, accounts, records and documents of the Association and shall provide an audit report to the secretary relating to the finances of the Association. The report must be provided to the secretary before the next annual general meeting following the financial year for which the audit was made.

## **FINANCIAL YEAR**

146. The financial year of the Association shall close on the last day of June in each year.

## **COMMON SEAL**

147. The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by and with the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.
148. The Association may execute any document or thing in any other manner as otherwise allowed by law.

## **ADDITION, ALTERATION, AMENDMENT OR REPEAL OF THIS CONSTITUTION.**

149. No addition, alteration, amendment or repeal shall be made to this Constitution unless the same has been approved by Special Resolution at a General meeting of the Association and ratified and accepted by and registered by the Queensland Department of Fair Trading or such other Department as may be required from time to time.

## **DISTRIBUTION OF SURPLUS ASSETS UPON WINDING UP**

150. This section applies if the Association is wound-up under part 10 of The Act and it has surplus assets.
- a. The surplus assets must not be distributed among Association Members.
  - b. The surplus assets must be given to another entity having objects similar to the Association's objects; and
  - c. that entity has a constitution and rules which prevent the distribution of that entity's income and assets to its members.

151. In this section "surplus assets" has the meaning given in section 92(3) of The Act.  
Adopted 17<sup>th</sup> August 2002

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