

CONSTITUTION OF THE
CANNING RIVER CANOE CLUB (INC)
WESTERN AUSTRALIA

**As adopted at AGM 2016
And subsequent amendments as required by Department of Commerce Sep 2016**

CONSTITUTION

CANNING RIVER CANOE CLUB (INC)

1. NAME OF THE CLUB

- 1.1 The name of the Club is the Canning River Canoe Club (INC) ("the Club")
- 1.2 The name may be shortened to "CRCC"

2. OBJECTS OF THE CLUB

The objects of the Club are:

- (a) to encourage and facilitate competitive and recreational canoeing;
- (b) arrange for club events, teams and training squads;
- (c) recognise canoeing values and the implications on canoeing in recreational and natural resource planning and management;
- (d) be a means of liaison between Members;
- (e) represent and promote the interests of Members;
- (f) pursue high standards of safety, education and training in all aspects of the sport and recreation of canoeing;
- (g) and as such strategic intentions that are adopted by the Committee from time to time;
- (h) the property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members of the Club, except in good faith in the promotion of those objects or purposes. Any such payment must be approved by the committee.
- (i) to be a non-profit organisation.

3. DEFINITIONS AND INTERPRETATION

3.1 Definitions

In this Constitution. unless the contrary appears.

"Act" means the Associations Incorporation Act 1987.

"Senior Membership" a person over 18 years of age (as defined by CWA and AC) involved in competitive and or recreational paddling. They receive all Member benefits, they receive discounted fees to sanctioned competitions and can vote at the Club General, Special and Annual Meetings.

"Annual General Meeting" or "AGM" means a meeting of Members held under Rule 19.

"Australian Canoeing Inc." (AC) peak body representing Canoeing in Australia or a body that may supersede AC.

"By-Law" means any By-Law, regulation or policy made by the board under Rule 24.

"Canoeing Western Australia Inc." (CWA) peak body representing Canoeing in Western Australia or a body that may supersede CWA.

"Club" means the Canning River Canoe Club (Inc).

"Committee" means the Committee of the Club referred to in Rule 12.1.

"Committee Member" means a person referred to in Rule 12.1.

"Committee Meeting" means a meeting referred to in Rule 17.1.

"Family Membership" 2 Senior (or both parents of a Junior) and any number of Juniors residing at the same address. They receive all Member benefits and discounted fees to sanctioned competitions. For the purpose of interpretation (of the Constitution), family Members shall be deemed to be Senior or Junior Members according to their age.

"General Meeting" means a meeting convened under Rule 18.

"Junior Membership" a person under 18 years of age (as defined by CWA and AC) involved in competitive and or recreational paddling. They receive all Member benefits, they receive discounted fees to sanctioned competitions but cannot vote at Club General, Special and Annual Meetings.

"Life Member" means a person admitted to Life Membership of the Club under Rule 6.4.

"Member" means a financial member of the Club.

"Ordinary Resolution" means a resolution other than a Special Resolution.

"President" means the person referred to in Rule 12.1 (a).

"Secretary" means the person referred to in Rule 12.1(c).

"Special Resolution" has the meaning given by Section 24 of the Act.

"Treasurer" means the person referred to in Rule 12.1 (d).

"Vice President" means the person referred to in Rule 12.1 (b).

"Volunteer/Social Membership" a person of any age who is non-paddling, they are volunteers at the Clubs events and activities and or is involved socially with the Club, this class of Member cannot vote at Club General, Special and Annual Meetings.

3.2 **Interpretation**

In this Constitution, unless the contrary appears

- (a) words importing the singular number include the plural and vice-versa;
- (b) words importing a gender include every gender;
- (c) the word "include" in any form is not a word of limitation
- (d) the "financial year". concludes on 30 June and commences on 1 July;
- (e) The "Club year" and "Membership year" are the same and set match CWA/AC;
- (f) references to Rules paragraphs and Schedules are references to Rules paragraphs of, and schedules to this document.
- (g) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

4. PROPERTY AND INCOME OF THE CLUB

The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members of the Club, except in good faith in the promotion of those objects or purposes. Any such payment must be approved by the committee.

5. QUALIFICATION FOR MEMBERSHIP OF THE CLUB

- 5.1 Membership of the Club is open to any person who is interested in any form of paddling, or being part of a social group.
- 5.2 Ownership of a paddle craft is not a pre-requisite.

6. MEMBERSHIP OF THE CLUB

- 6.1 Subject to the provisions of this Rule 6, a person who wishes to become a Member of the Club must apply for Membership to the Committee in writing on the form provided for the purpose by the Club, along with payment for Membership.
- 6.2 The Committee must consider each application for Membership made and must accept or reject each application.
- 6.3 Neither the Committee nor the club is bound to give explanation for rejection of any application.
- 6.4 The Committee may nominate a person for Life Membership of the Club and any such nomination must be put at the next Annual General Meeting for ratification.
A Life Member pays no subscription, and, if not already a Member, pays no joining fee, but otherwise has the same status as any other Member.
- 6.5 All club Members must be affiliated through the Club with Canoeing Western Australia (peak body for paddling in Western Australia) or its successor (as recognised by Australian Canoeing Incorporated) under one of its classes of Membership.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation that a person has by reason of being a Member;

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

8. REGISTER OF MEMBERS OF THE CLUB

- 8.1 The Secretary or Membership Registrar, under direction of the Secretary, must keep and maintain the register of Members in accordance with Section 27 of the Act.
- 8.2 The Registrar must cause the name of a person who dies or who ceases to be a Member under Rule 9 or 10 to be deleted from the register of Members referred to in Rule 7.

9. MEMBERSHIP SUBSCRIPTIONS

- 9.1 Membership Subscription Fee will be proposed by the Committee and laid out in the appropriate Membership Subscription By-Law
- 9.1 The Members must at the Annual General Meeting ratify the amount of the Annual Subscription to be paid by each Member – if this does not occur it shall remain the same as the previous year.
- Subscription for Junior Membership shall always be less than Senior Membership.
- Only new Members will have their fees calculated pro-rata as laid out in the Membership Subscription By-Law.
- 9.2 Each Member must pay to the Club annually on or before due date (the date is specified in the Membership Subscription By-Law) the amount of Subscription Fees determined under Rule 9.1.
- 9.3 A Member whose subscription is not paid within one months after the relevant date fixed under Rule 9.2 ceases on the expiry of that period to be a Member - becoming a non-financial member with no Membership benefits and no right to vote at Club meetings.

10. RESIGNATION OF MEMBER

- 10.1 A Member who delivers notice in writing of resignation from the Club to the Secretary or another Committee Member ceases to be a Member on delivery of that notice.
- 10.2 That resignation does not entitle a Member to a refund of all or part of his or her fees for the year in which he or she resigns.

11. DISCIPLINE OF MEMBERS

- 11.1 Where the Committee is advised or considers that a Member has allegedly:
- a. breached, failed, refused or neglected to comply with a provision of the Constitution, the By-Laws or any resolution or determination of the Committee or any duly authorised Sub-Committee; or
 - b. acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association and/or the sport or recreation of canoeing; or
 - c. brought the Association and/or the sport or recreation of canoeing into disrepute;
- The Committee may commence or cause to be commenced disciplinary proceedings against the Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Association set out in the By-Laws.

12. COMMITTEE OF MANAGEMENT

- 12.1 The affairs of the Club are managed exclusively by a Committee consisting of the following;
- (a) a President;
 - (b) a Vice President;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) four Committee Members.
- The President, Vice President, Secretary and Treasurer must be Senior Members elected to Membership, one Member of the Committee may be an adult Volunteer Member the rest Senior Members elected to the Committee at an Annual General Meeting or appointed under Rule 16.
- 12.2 The position of Immediate Past President exists when a new President is elected, for the outgoing President to remain a Committee Member for the period of a year. This position exists subject to acceptance by the outgoing President.
- 12.3 In addition, Members may be appointed to the following positions as required. by the Committee after their election in each year.
- (a) Membership Secretary;
 - (b) delegates to other bodies or Committees
 - (c) other positions as the Committee sees fit.
- 12.4 The election of Committee Members must be held annually at the Annual General Meeting of the Club.
- 12.5 The persons elected or appointed as Committee Members hold office until the next Annual General Meeting.
- 12.6 Members of the Committee are eligible for re-election. subject to Rule 12.7.
- 12.7 A person who is eligible for election or re-election under this Rule may at the Annual General Meeting concerned: -
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- 12.8 When a casual vacancy within the meaning of Rule 16 occurs in the Membership of the Committee:
- (a) the Committee may appoint a Member to fill that vacancy; and
 - (b) a Member appointed under this Rule:
 - (i) holds office until the commencement of the next general meeting General Meeting;
 - and
 - (ii) is eligible for election to the Committee at the next General Meeting.
- 12.9 A Member may hold no more than two positions on the Committee concurrently
- 12.10 Unless otherwise determined in AGM or Special General Meeting, the Members of the Committee for the time being shall be deemed to be the trustees of the Club to hold any property real or personal belonging to the Club.

13. CHAIRPERSON

The President must preside at all General Meetings and Committee Meetings and in the absence of the President the Vice-President presides.

14. SECRETARY

The Secretary must:

- (a) co-ordinate the correspondence of the Club.
- (b) keep full and correct minutes of the proceedings of the Committee and of the Club in a minute book kept for that purpose.
- (c) comply on behalf of the Club with section 28 of the Act in respect of the rules.
- (d) have custody of all books, documents, records and registers of the Club other than those required by this Constitution to be kept and maintained by, or in the custody of, the Treasurer and the Registrar.

15. TREASURER

The Treasurer:

- (a) receives all monies paid to or received by the or on behalf of the Club and must issue receipts for those monies in the name of the Club.
- (b) must pay all monies referred to in Rule (a) into the account of the Club.
- (c) must make payments from the funds of the Club only with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by two Committee Members.
- (d) must comply on behalf of the Club with sections 25 and 26 of the Act in respect of the accounting records of the Club.
- (e) must whenever directed by the President or Committee, submit to the Committee a report, balance sheet or financial statement.
- (f) the clubs financial year is from 1st July of one year to 30th June of the following year. The Treasurer must provide a full independently audited financial accounts and a report of the preceding year to the Annual General Meeting.
- (g) has custody of all securities, books and documents of a financial nature and accounting records of the Club. including those referred to In Rules 15(d) and 15(e).
- (h) payments to club members or committee members from funds of the association can only be made by the treasurer to cover operational expenses agreed by the committee, these payments must adhere to the above rules.

16. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill health;
- (e) is absent without leave from more than 3 consecutive Committee meetings; or
- (f) ceases to be a Member.

17. PROCEEDINGS OF COMMITTEE

- 17.1 The Committee must meet together for the dispatch of business as often and when required to transact the business of the Club.
- 17.2 Each Committee Member has a deliberative vote.
- 17.3 Oral or written notice of a meeting of the Committee must be given by the Secretary to each Committee Member no less than seven days (or such other period as may be unanimously agreed on by the Members of the Committee) before the time appointed for the holding of the meeting.
- 17.4 No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting stands adjourned to a place and hour to be advised to the Committee by the Secretary or President.
- 17.5 A question arising at a Committee meeting must be decided by a majority of vote, but, if there is an equality of votes, the person presiding at the Committee meeting has a casting vote in addition to his or her deliberative vote.
- 17.6 At a Committee meeting four Committee Members forms a quorum.
- 17.7 The Committee is to administer the general business of the Club subject to this Constitution and to the resolutions of the Members on motion in AGM and Special Meetings.
- 17.8 To do all things reasonable necessary to pursue the objects of the Club.
- 17.9 To buy and sell property both real and personal as directed by the resolutions of the Members on motion in AGM or special meetings or by agreement of the Committee up to a value determined from time to time by the Members at such a meeting and documented in the minutes.
- 17.10 To enter into sponsorship agreements on behalf of the Club, but no such agreement may be made with a manufacturer, wholesaler or retailer of tobacco or alcohol products.
- 17.11 to pay such expenses as are reasonably required for the proper administration of the Club.

18. GENERAL MEETINGS

- 18.1 The Committee
 - (a) may at any time convene a General Meeting.
 - (b) may at any time convene a Special General Meeting.
 - (c) must within 30 days of receiving a request in writing to do so from not less than ten percent of the membership, convene a Special General Meeting for the purpose specified in that request.
- 18.2 The Secretary must give to all Senior Members not less than 14 days written notice of a Special General Meeting and of any motions to be moved at the Special General Meeting.
- 18.3 The quorum for a General Meeting or a Special General Meeting is at least ten Members.
- 18.4 Members must be advised of a General Meeting not less than 14 days in advance.
- 18.5 A question arising at a General Meeting must be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the meeting has a casting vote in addition to his or her deliberative vote.
- 18.6 The secretary will notify members of the club of upcoming general meetings and members ability to attend these meetings during the regularly scheduled club events.

19. ANNUAL GENERAL MEETINGS.

- 19.1 The Annual General Meeting of the Club must be held every year within 4 months after the end of the Association's financial year on a day and hour to be determined by the Committee for the purpose of transacting the business of the Club. The ordinary business of the AGM Includes:
- (a) presentation of minutes of the previous AGM;
 - (b) tabling of reports;
 - (c) determining of Membership Subscription Fees;
 - (d) the election of office bearers;
 - (e) discussion of any business of which due notice has been given; and
 - (f) general business.
- 19.2 The quorum for an AGM is at least 20% of club Senior Membership or 8 Senior Members, whichever is less.
- 19.3 Only Senior Members who were financial and Life Members are eligible to vote at an AGM.
- 19.4 A question arising at an AGM not required to be resolved by Special Resolution must be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the meeting has a casting vote in addition to his or her deliberative vote.
- 19.5 Members must be advised of the AGM not less than 30 days in advance.

20. VOTING RIGHTS OF MEMBERS OF THE CLUB

- 20.1 Subject to Rule 19.3, each Senior Member present in person or by proxy at a General Meeting or an AGM is entitled to a deliberative vote.
- 20.2 Voting must be conducted after proposal and seconding, by show of hands unless a ballot is requested by at least three Members.

21. PROXIES OF MEMBERS OF THE CLUB

- 21.1 A Senior Member may appoint in writing a maximum of one other Senior Member to be his or her proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 21.2 Any Member may only hold one proxy for another Member.
- 21.3 The notice appointing the proxy is to be in the form set out in Appendix 1.

22. SERVICE OF NOTICE

- 22.1 For the purpose of this Constitution, a notice may be served by or on behalf of the Club on any Member either personally by email (if a current email address is available) or by sending it by post to the Member at the Member's address shown in the register of Members.
- 22.2 If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of this Constitution to have been served on the person three days after posting.

23. RULES OF THE CLUB

- 23.1 This Constitution binds every Member and the Club to the same extent as if every Member and the Club had signed this Constitution and agreed to be bound by all of their provisions.
- 23.2 A rule may only be created, altered or rescinded at a Special General Meeting called for that purpose, or at an Annual General Meeting, and then only upon a motion carried by seventy five percent of the Members present in person.
- 23.3 Advice of a proposed rule to be created, altered or rescinded must be given in writing to Members no less than 30 days in advance of the meeting at which it is to be decided upon.
- 23.4 In the event of any doubt or difficulty arising as to the meaning of any rule, the meaning is as determined by the Committee. Such a determination is final and binding on the Members, subject only to a reversal by a Special General Meeting called for that purpose.
- 23.5 The Committee has the power to create, alter and rescind By-laws, consistent with the rules herein. for specific purposes as determined from time to time. Any such By-Laws must be recorded in meeting minutes by the Secretary.
- 23.6 The Club as an Affiliate of CWA recognising it as the final arbiter on matters pertaining to canoeing sport and recreation in Western Australia, including disciplinary proceedings and Australian Canoeing as the final arbiter on matters pertaining to canoeing sport and recreation in Australia, including disciplinary proceedings.

24. By-Laws

- 24.1 Committee to Formulate By-Laws. The Committee may (by itself or by delegation to a sub-committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies (“By-Laws”) for the proper advancement, management and administration of the Association, the advancement of the objects of the Association and the sport and recreation of canoeing as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution.
- 24.2 By-Laws Binding. All By-Laws made under this Rule shall be binding on the Association and Members.
- 24.3 By-Laws Deemed Applicable. All by-laws, regulations and policies of the Association in force at the date of the approval of this Constitution under the Act insofar as such by-laws, regulations and policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this Rule.
- 24.4 Notices Binding on Members. Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members by means of notices approved by the Committee and prepared and issued by the Secretary. Notices are binding upon all Members.

25. DISPUTE RESOLUTION

- 25.1 Parties within the club in dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- 25.2 If the parties to a dispute are unable to resolve the dispute between themselves within the time required (25.1), any party to the dispute may start the grievance procedure by giving written notice to the secretary of the club, the parties to the dispute; and the matters that are the subject of the dispute.
- 25.3 Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute. The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held. The notice given to each party to the dispute must state when and where the committee meeting is to be held; and that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- 25.4 At the committee meeting at which a dispute is to be considered and determined, the committee must give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and give due consideration to any submissions so made; and determine the dispute.
- 25.5 The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- 25.6 In the event of a dispute between the club and the association the resolution of the dispute will utilise the dispute resolution process of the association.

26. COMMON SEAL OF THE CLUB

- 26.1 The Club must have a common seal on which its corporate name must appear in legible characters.
- 26.2 The common seal of the Club must not be used without the express authority of the Committee and every use of that common seal must be recorded In the minute book referred to in Rule 14(b).
- 26.3 The affixing of the common seal of the Club must be witnessed by any two of the President, Secretary or Treasurer.
- 26.4 The common seal of the Club must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

27. INSPECTION OF RECORDS, ETC OF THE CLUB

A Member may at any reasonable time inspect without charge the books, documents. records and securities of the Club, on request of no less than seven days.

28. DISSOLUTION

- 28.1 The Club may be dissolved or wound up by a resolution Special Resolution at any Annual General Meeting or Special General Meeting called for such purpose.
- 28.2 If upon dissolution or winding up of the Club there remains after the satisfaction of all of Its debts and liabilities any property whatsoever the same must not be paid to or distributed among the Members of the Club but must be given or transferred to some other Club incorporated under the Act, and having objects Similar wholly or in part to the objects of the Club or to some other institution having charitable purposes.

END

CRCC

APPENDIX 1 (Rule 21)

FORM OF APPOINTMENT OF PROXY

I,

(full name)

of

(address)

being a member of the CRCC hereby appoint

(full name of proxy)

of

(address of proxy)

being an Senior Member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on:.....[date] and at any adjournment of that meeting.

My proxy is authorised to vote In favour of / against (delete as appropriate) the resolution

(insert details).

Signature of member appointing proxy

Date

NOTE: A proxy vote may not be given to a person who is not an Senior Member of the Association.