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ASSOCIATIONS INCORPORATION ACT 2009 (NSW)

CONSTITUTION OF

FLAMIN' DRAGONSPORT MACQUARIE INCORPORATED

## **1. NAME OF CLUB**

The name of the Club is Flamin' Dragons Port Macquarie Incorporated

## **2. DEFINITIONS AND INTERPRETATION**

### 2.1 Definitions

In this Constitution unless the contrary intention appears:

"Act" means the Associations Incorporation Act 2009 (NSW).

"Board" means the body managing the Club and consisting of the Directors.

"Constitution" means this Constitution, of Flamin' Dragons Port Macquarie Inc.

"Director" means a Member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

"Individual Member" means a registered, financial Member of the Club who is at least 18 years of age.

"Intellectual Property" means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in New South Wales.

"Junior Member" means a registered and financial Member of the Club who is 12 to 18 years of age.

"Life Member" means an Individual appointed as a Life Member of the Club under clause 5.2

"Local area" means the geographical area for which the Club is recognised by the state organisation for Dragon Boating, of which the Club is a member.

"Member" means a Member of the Club for the time being under clause 5.

"NSO" means the National Sporting Organisation being the Australian Dragon Boat Federation.

"Objects" means the Objects of the Club in clause 3.

"Public Officer" means the person appointed to be the public officer of the Association in accordance with the Act.

"Register" means a register of Members kept and maintained in accordance with clause 7.

"Special Resolution" means a Special Resolution defined in the Act.

"SSO" means the State Sport Organisation being Dragon Boats NSW, Inc.

## 2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes Regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) 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 and those published to the Club's Internet presence.

## 2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

## 2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

### **3. OBJECTS OF THE CLUB**

The Club is established solely for the Objects. The Objects of the Club are established to:

(a) conduct, encourage, promote, advance and administer Dragon Boating throughout the local area.

(b) to encourage and promote Dragon Boating to breast cancer survivors as beneficial exercise.

(c) act, at all times, on behalf of and in the interest of the Members and Dragon Boating in the local area

(d) affiliate and otherwise liaise with the SSO and NSO of which the Club is a Member and adopt their policy frameworks to further these Objects

(e) abide by, promulgate, enforce and secure uniformity in the application of the rules of Dragon Boating as may be determined from time to time by NSO and as may be necessary for the management and control of Dragon Boating and related activities in New South Wales;

(f) advance the operations and activities of the Club throughout the local area;

(g) have regard to the public interest in its operations;

(h) use and protect the Intellectual Property of the Club; and

(i) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

### **4. POWERS OF THE CLUB**

Solely for furthering the Objects, the Club has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act 2001 (Cth).

### **5. MEMBERS**

#### 5.1 Members

The Members of the Club shall consist of:

(a) Individual and Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at a General Meetings and;

(b) Junior Members, who subject to this Constitution, shall have right to receive notice of General Meetings however no right to vote at General Meetings. Junior Members will not be deemed present in the count for a meeting quorum.

## 5.2 Life Members

(a) The Board may recommend, or appoint a select committee to recommend member or members who have rendered distinguished service to the Club be nominated as a Life Member.

(b) A resolution at an annual general meeting **or at a time deemed appropriate by the Board and members**, to confer life membership (subject to clause 5.2(c)) on the recommendation of the Board, must be made and passed by a majority of members at an annual general meeting **or as determined by the Board**.

(c) A person must accept or reject the Club's resolution to confer life membership upon the passage of the resolution. Upon acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be eligible to use the nominal title Life Member.

## 6. MEMBERSHIPAPPLICATION

### 6.1 Application for Membership

An application for membership must be:

(a) in writing on the form prescribed from time to time by the Board, from the applicant or his nominated representative and lodged with the Club; and

(b) accompanied by the appropriate fee.

### 6.2 Discretion to Accept Application

(a) The Club may accept or reject a membership application at an ordinary meeting of the Board, whether the applicant has complied with the requirements or not in clause 6.1. The Club shall not be required or compelled to provide any reason for such acceptance or rejection.

(b) Where the Club accepts an application, the applicant shall become a Member.

Membership shall be deemed to commence upon acceptance of the application by the Club. The Register shall be amended accordingly as soon as practicable.

### 6.3 **REVOKED 12<sup>th</sup> September 2020**

## 7. REGISTER OF MEMBERS

### 7.1 Club to Keep Register

The Club shall keep and maintain a Register in which shall be entered:

(a) the full name, address, and date of entry of each Member and, if available, their email address and phone numbers; and

(b) where applicable, the date of termination of membership of any Member.

Members shall provide notice of any change and required details to the Club within one month of such change.

#### 7.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

#### 7.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

### **8. EFFECT OF MEMBERSHIP**

Members acknowledge and agree that:

(a) This Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the Regulations.

(b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;

(c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Club, SSO and NSO.

(d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Dragon Boating and

(e) they are entitled to all benefits, advantages, privileges and services of Club membership.

### **9. DISCONTINUANCE OF MEMBERSHIP**

#### 9.1 Notice of Resignation

(a) A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving one month's notice in writing to the Club.

(b) Once the Club receives a notice of resignation of membership given under clause

9.1(a), it must make an entry in the Register that records the date on which the Member ceased to be a Member.

#### 9.2 Discontinuance for Breach

(a) Membership of the Club may be discontinued by the Board upon breach of any clause of this Constitution or the Regulations, including, but not limited to, the failure to pay any

monies owed to the Club, failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee.

(b) Membership shall not be discontinued by the Board under clause 9.2(a) without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

(c) Where a member fails, in the Board's view, to adequately explain the breach, that Member's membership shall be discontinued under clause 9.2(a) by the Club giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this clause 9.2 as soon as practicable.

### 9.3 Member to Re-Apply

A Member whose membership has been discontinued under clauses 9.1 or 9.2:

(a) must seek renewal or re-apply for membership in accordance with this Constitution; and

(b) may be re-admitted at the discretion of the Board.

### 9.4 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

### 9.5 Membership may be Reinstated

Membership which has been discontinued under this clause 9 may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

### 9.6 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded at the discretion of the Board on a pro-rata basis upon discontinuance.

## **10. DISCIPLINE**

The Board shall have power to reprimand, suspend, expel or accept the resignation of a member, if that member:

(a) in the reasonable opinion of

(c) attend or vote at any meeting of the Club;

(d) nominate or be elected or appointed to the Board or any committee;

(e) vote in the election of the Board or any committee

(f) propose, second or nominate any eligible member for any office of the Club;

(g) propose, second or nominate any eligible member for Life membership.

## **11. SUBSCRIPTIONS AND FEES**

The annual membership subscription and any fees or other levies payable by Members to the Club and the time for and manner of payment shall be as determined by the Board.

## **12. POWERS OF THE BOARD**

Subject to the Act and this Constitution, the business of the Club shall be managed and the powers of the Club shall be exercised by the Board. In particular, the Board shall act in accordance with the Objects and shall operate for the benefit of the Members and the community throughout the local area.

## **13. COMPOSITION OF THE BOARD**

### 13.1 Composition of the Board

The Board shall comprise:

(a) nine elected directors who must all be financial Members and who shall be elected under clause 15 and

(b) up to two appointed directors who need not be Members and who may be appointed by the Directors in accordance with clause 16.

### 13.2 Election and Appointment of Directors

(a) The elected Directors shall be elected under clause 15.

(b) The appointed Directors may be appointed under clause 16.

### 13.3 Portfolios

The Board will allocate portfolios to directors.

## **14. ELECTED DIRECTORS**

### 14.1 Nomination for Board

(a) Nominations for elected Director Positions shall be called for twenty one (21) days prior to the annual general meeting.

(b) Nominees for elected Director Positions must declare any position they hold in an NSO or SSO.

### 14.2 Form of Nomination

Nominations must be:

(a) in writing;

(b) on the prescribed form.

(c) signed by two Individual financial Members;

(d) certified by the nominee (who must be a financial Member) expressing his willingness to accept the position for which he is nominated; and

(e) delivered to the Club not less than fourteen (14) days before the date fixed for the annual general meeting.

#### 14.3 Elections

(a) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.

(b) If there are insufficient nominations received to fill all vacancies on the Board, nominations for those vacancies will be called for from the floor of the annual general meeting. If vacancies remain, nominations from all members will be called for within 14 days of that annual general meeting.

(c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates based on a random draw for each vacancy on the Board.

#### 14.4 Term of Appointment for Elected Directors

Directors elected under clause 14 shall be deemed retired at the end of each term (time of the Annual General Meeting). Nominations will be called for as under clause 14.2 and any previous Director seeking re-election must re-nominate under said clause. At the first meeting of the Board, Director Portfolios will be allocated.

The members of the Executive of the Club in office immediately prior to the approval of this constitution, under the Act, shall continue in those positions until the next Annual General Meeting following the adoption of this constitution. After this Annual General Meeting, the positions of Directors shall be filled, vacated or otherwise dealt with in accordance with this constitution.

#### 14.5 Consecutive or length of terms on the Board

There is no maximum number of consecutive terms in which a Director may hold office.

### **15. APPOINTED DIRECTORS**

#### 15.1 Appointment of Directors

The elected Directors may appoint up to two (2) appointed Directors.

#### 15.2 Qualifications for Appointed Directors

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be Members.

#### 15.3 Term of Appointment

(a) Appointed directors may be appointed by the elected directors under this Constitution until the next annual general meeting.

## **16. VACANCIES ON THE BOARD**

### 16.1 Casual Vacancies

Any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled until the next annual general meeting.

#### Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health
- (d) resigns his office in writing to the Club
- (e) is absent without the consent of the Board from meetings of the Board held during a period of six months
- (f) holds any office of employment with the Club without the approval of the Board
- (g) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest
- (h) in the opinion of the Board (but subject always to this Constitution):
  - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club
  - (i) has brought the Club into disrepute
  - (i) is removed by Special Resolution; or
  - (j) would otherwise be prohibited from being a director of a corporation under the Corporations Act 2001 (Cwth.).

### 16.2 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act. However, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum.

## **17. MEETINGS OF THE BOARD**

### 17.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act). Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit.

#### 17.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of directors shall for all purposes be deemed a determination of the Board. All directors shall have one vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.

#### 17.3 Resolutions Not in Meeting

(a) A resolution in writing that has been signed or assented to by any visible or other electronic communication by all the directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the directors.

(b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the directors is not physically present at the meeting, provided that:

(i) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.

(ii) Notice of the meeting is given to all the directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution. The notice will specify that Directors are not required to be present in person.

(iii) If a failure in communications prevents clause 18.3(b)(i) from being satisfied by the number of directors which constitutes a quorum, and none of such directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until clause 18.3(b)(i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.

(iv) Any meeting held where one or more of the directors is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a director is there present. If no director is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

#### 17.4 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is five (5).

#### 17.5 Disclosure of Interests

(a) The nature of the interest of a director must be declared at the meeting of the Board at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Board at the next meeting of the Board. If

a director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the director becomes interested.

(b) All disclosed interests must also be disclosed to each annual general meeting in accordance with the Act.

#### 17.6 General Disclosure

A general notice stating that a Director is a Member of any specified firm or company and that he is 'interested' in all transactions with that firm or company is sufficient declaration under clause 18.5. After the distribution of the general notice, it is not necessary for the Director to give a special notice regarding any particular transaction with that firm or company.

#### 17.7 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a director in accordance with clauses 18.5 and/or 18.6 must be recorded in the minutes of the relevant meeting.

### **18. DELEGATIONS**

#### 18.1 Board May Delegate Functions

The Board may, by instrument in writing, create, establish or appoint special committees, Individual officers and consultants to carry out specific duties and functions. It will determine what powers these committees are given. In exercising its power under this clause, the Board must take into account broad stakeholder involvement.

### **19. ANNUAL GENERAL MEETING**

(a) The Club's annual general meeting shall be held in accordance with the Act and this Constitution. It should be held on a date and at a venue determined by the Board;

### **20. SPECIAL GENERAL MEETINGS**

#### 20.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a special general meeting.

#### 20.2 Requisition of Special General Meetings

(a) The secretary will convene a special general meeting when five per cent of Members (no less) submit a requisition in writing.

(b) The requisition for a special general meeting shall state the object(s) of the meeting, be signed by the Members making the requisition and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

(c) If the Board does not cause a special general meeting to be held one month after the date in which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene a special general meeting to be held no later than three months after that date.

(d) A special general meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Board.

## **21. NOTICE OF GENERAL MEETING**

(a) Notice of every General Meeting shall be given to every Individual Member entitled to receive notice.

(b) A notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.

(c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:

(i) call for agenda items for the meeting; and

(ii) any notice of motion received from Members entitled to vote.

(d) Notice of every general meeting shall be given in the manner authorised in clause

## **22. BUSINESS**

(a) The business to be transacted at the annual general meeting includes the reports of the Board and auditor, the election of directors under this Constitution and the appointment of the auditor and public officer.

## **23. NOTICES OF MOTION**

Members entitled to vote may submit notices of motion for inclusion as business at a general meeting. All notices of motion must be submitted in writing to the Club no less than fourteen (14) days (excluding receiving date and meeting date) prior to the general meeting.

## **24. PROCEEDINGS AT GENERAL MEETINGS**

### **24.1 Quorum**

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be 25% of Members.

### **24.2 Chairperson to Preside**

The chairperson of the Board shall, subject to this Constitution, preside as chair at every general meeting except:

- (a) in relation to any election for which the chairperson is a nominee; or
- (b) where a conflict of interest exists. If the chairperson is not present, or is unwilling or unable to preside, the delegates present shall appoint another director to preside as chairperson for that meeting only.

#### 24.3 Adjournment of Meeting

(a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the chairperson. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

(b) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### 24.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of the Members.

#### 24.5 Recording of Determinations

Unless a poll is demanded under clause 25.4, the chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Club's book of proceedings.

#### 24.6 Where Poll Demanded

If a poll is duly demanded under clause 25.4 it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

### **25. VOTING AT GENERAL MEETINGS**

#### 25.1 Members Entitled to Vote

Each financial Member present shall be entitled to one vote at General Meetings. No other Member shall be entitled to vote but shall, subject to this Constitution, have and be entitled to exercise those rights set out in clause 5.1.

#### 25.2 Proxy Voting

Proxy voting shall be permitted at only annual general and special general meetings. A financial member shall be entitled to appoint, in writing, another financial member of the club to be their proxy at these meetings only. Said member will hold only their own, and up-to two (2) proxy votes.

### 25.3 Electronic Voting and Ballots

There shall be no postal or electronic ballots permitted for any special or general meeting including the AGM of the Association.

## **26. RECORDS AND ACCOUNTS**

### 26.1 Records

The Club shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Club and the Board). It shall produce these as appropriate at each Board or general meeting.

### 26.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Secretary.

### 26.3 Negotiable Instruments

All cheques and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised directors or in such other manner as the Board determines.

## **27. AUDITOR**

(a) A properly qualified auditor or auditors shall be appointed by the Club in a general meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the Corporations Act 2001 (Cwth.) and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Club in a general meeting.

(b) The accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

## **28. INCOME**

28.1 Income and property of the club shall be derived from such sources as the Board determines.

28.2 Except as prescribed in this Constitution and subject to any resolution passed by the association, the funds of the association are to be used in pursuance of the objects of the association in such a manner as the Board determines.

28.3 Payment in good faith of or to any Member can be made for:

- (a) any services actually rendered to the Club whether as an employee, director or otherwise
- (b) goods supplied to the Club in the ordinary and usual course of operation
- (c) any out-of-pocket expenses incurred by a Member on behalf of the Club upon presentation of receipts.

## **29. WINDING UP**

- (a) Subject to this Constitution the Club may be wound up in accordance with the Act.
- (b) The liability of the Members of the Club is limited.
- (c) Every Member undertakes to contribute to the assets of the Club in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Club contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Club, such an amount not exceeding one dollar (\$1.00).

## **30. DISTRIBUTION OF PROPERTY ON WINDING UP**

If upon winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objects similar to those of the Club. The organisation(s) must prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Club by this Constitution. The organisation(s) is to be determined by the Members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

## **31. ALTERATION OF CONSTITUTION**

This Constitution shall not be altered except by Special Resolution.

## **32. REGULATIONS**

### **32.1 Board to Formulate Regulations**

The Board may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and Dragon Boating in the local area. Such Regulations must be consistent with the Constitution and any policy directives of the Board.

### **32.2 Regulations Binding**

All Regulations are binding on the Club and all Members.

### 32.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Club in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.

### 32.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the Board and prepared and issued by the Club. The Club shall take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding on all Members. Bulletins may be communicated to members in any written form as under Clause 34.

## **33. STATUS AND COMPLIANCE OF CLUB**

### 33.1 Recognition of Club

The Club is a Member of the state body for Dragon Boating and is recognised by that body as the entity responsible for the delivery of Dragon Boating in the local area and is subject to compliance with this Constitution. The state and national bodies' Constitutions shall continue to be so recognized for the administration of the sport.

### 33.2 Constitution of the Club

This Constitution will clearly reflect the Objects of the state and national bodies for Dragon Boating and will conform to the Constitutions of those bodies, subject always to the Act.

### 33.3 NSO and SSO

The Club may not resign, disaffiliate or otherwise seek to withdraw from its state and national bodies without approval by Special Resolution.

## **34. NOTICE**

(a) Notices may be given by the Club to any person entitled under this Constitution to receive any notice. The notice can be delivered by visual means including, but not limited to post, electronic mail or webpage notification. Where the notice is sent by electronic mail, or posted to the Club Webpage, service of the notice shall be deemed to be effected the next business day after it was posted.

## **35. INDEMNITY**

Every director, coach, AusDBF accredited official and sweep of the Club will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as director, coach, AusDBF accredited official or sweep in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they

are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court. The Club shall indemnify its directors, coaches, AusDBF accredited officials and sweeps against all damages and losses (including legal costs) for which any such director, coach, official or sweep may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:

(i) in the case of a director, performed or made while acting on behalf of and with the authority, express or implied, of the Club; or

(ii) in the case of a coach, AusDBF accredited official or sweep, performed or made in the course of, and within the scope of, their duties within the club.

~~~~~END~~~~~