

ROWING ASSOCIATION OF WESTERN AUSTRALIA (Inc.)

CONSTITUTION

MEMBER APPROVED - 20 February 2024

REGISTERED WITH DEPARTMENT OF COMMERCE – 14 March 2024

Table of Contents

PART 1 — PRELIMINARY.....	2
PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY	5
PART 3 — MEMBERS	6
DIVISION 1 — MEMBERSHIP.....	6
DIVISION 2 —FEES	8
DIVISION 3 — REGISTER OF MEMBERS	8
PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION	9
DIVISION 1 — TERM USED	9
DIVISION 2 — DISCIPLINARY ACTION	9
DIVISION 3 — DISPUTES	11
DIVISION 5 — MEDIATION	12
PART 5 — BOARD.....	13
DIVISION 1 — OFFICERS OF THE ASSOCIATION AND POWERS OF BOARD.....	13
DIVISION 2 — COMPOSITION OF BOARD AND DUTIES OF MEMBERS.....	14
DIVISION 3 — ELECTION OF DIRECTORS AND TENURE OF OFFICE	16
DIVISION 4 — BOARD MEETINGS	18
DIVISION 5 — SUBCOMMITTEES AND SUBSIDIARY OFFICES	20
PART 6 — GENERAL MEETINGS OF ASSOCIATION	21
PART 7 — FINANCIAL MATTERS	26
PART 8 — GENERAL MATTERS	27

PART 1 — PRELIMINARY

1. Preliminary

(1) Name

The name of the Association shall be “Rowing Association of Western Australia (Inc.)”

(2) Colours and Crest

The colours of the Association shall be black and gold. The crest of the Association shall be a black swan.

(3) Objects

The Objects of the Association are:

- (a) to promote, encourage and govern the sport of Rowing in Western Australia;
- (b) to make rowing accessible to as many Western Australians as practicable;
- (c) to deliver a positive rowing experience;
- (d) to provide and facilitate high performance pathways.

To meet these objectives the Association will:

- (e) work in conjunction with ordinary members, recognising their role in the operation and development of the sport; and
- (f) provide equal opportunity without regard to gender, marital status, pregnancy, race, religion, or political conviction for participation to all members and other persons who are eligible for membership of the Association under these rules.

(4) Powers

Without prejudice to or limitation of the powers conferred by section 14 of the Act, the Association shall have all those powers as provided in the Act and may also:

- (a) establish rules for the conduct and control of rowing events and by-laws for the control of members while rowing on any river, estuary, harbour, or other body of water or at other venue for staging rowing events in Western Australia;
- (b) promote, support and encourage interstate and international rowing regattas or functions and to be represented therein by crews and to regulate and control participation therein by members;
- (c) provide for affiliation with the Association of any association, school or other body corporate which includes the promotion of rowing as a key objective;
- (d) purchase or acquire in fee simple or on lease any real or personal estate or any interest in or licence in respect thereof for the objects of the Association;
- (e) erect, improve or alter any buildings for the objects of the Association and to furnish and maintain the same for the use and benefit of the members;
- (f) invest or otherwise deal with the moneys of the Association not immediately required upon such security and in such manner as may from time to time be determined;
- (g) provide boats, oars and other necessary rowing appliances and conveniences for the use of crews representative of the Association in any interstate or international rowing regattas;
- (h) provide boats and other necessary appliances and conveniences for the objects of the Association;

- (i) assist and encourage ordinary members by the loan or gift of funds, boats, oars, or other property of the Association;
- (j) adjudicate and determine disputes between members and adjudicate and determine disputes and other matters arising out of or in connection with rowing events.
- (k) affiliate or cooperate with Rowing Australia and any other association or body in Australia or elsewhere having as one of its objects the advancement of rowing or sport, and
- (l) do all such things as may be necessary or incidental to the attainment of the objects or to carry into effect any resolution passed at a General Meeting and are consistent with the Act.

(5) **Terms used**

In these rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015* (WA);

associate member means:

- a competition rower,
- a school member,
- an honorary member,
- a non-competition rower or,
- an auxiliary member, and

any person or entity admitted under rule 8(2) with the rights referred to in rule 8(7);

Association means Rowing Association of Western Australia (Inc.) to which these rules apply;

auxiliary member means any person not affiliated with another member which supports the objects of the Association;

books, of the Association, includes the following:

- a register;
- financial records, financial statements, or financial reports, however compiled, recorded, or stored;
- a document;
- any other record of information;

board means the board of the Association;

board meeting means a meeting of the board;

director means a member of the board;

by laws means by-laws made by the Association under rule 66;

CEO means the Chief Executive Officer of the Association appointed from time to time in accordance with rule 50(1)(b);

chairperson means, subject to rules 45 and 57, the President;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

competition rower means a rower who is affiliated with an ordinary member, or a school member registered to compete in competitions sanctioned by the Association;

crew means the rower(s) comprising any sweep boat or sculling boat.

delegate means a representative of an ordinary member appointed in accordance with rule 55 or a delegate of a school member or auxiliary member;

financial records include:

- invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, and vouchers; and
- documents of prime entry; and
- working papers and other documents needed to explain;
- the methods by which financial statements are prepared; and
- adjustments to be made in preparing financial statements;

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year, of the Association, has the meaning given in rule 2;

general meeting of the Association means a meeting of the Association that ordinary, honorary and life members are entitled to receive notice of and to attend;

honorary member includes any person elected or appointed as a director of the Association and not already a member during such period as that person shall continue to be a director;

life member means a person elected in accordance with rule 8(3);

member means a person (including a body corporate) who is an ordinary member, a life member or an associate member;

non-competition rower is a person who is not a competition rower but who has participated in or supported rowing activities conducted by an ordinary member or school member for a period of more than three months;

officer means those persons described in rule 27(1);

ordinary member means any association or other body corporate which includes the promotion of rowing as a key objective which a general meeting of the Association has by special resolution admitted or shall by special resolution admit to affiliation of the Association;

person or any word or expression descriptive of a person includes a public body, company, or association or body of persons, corporate or unincorporate, and an individual;

register of members means the register of members referred to in section 53 of the Act;

rower includes a sweep-oar rower, a sculler, coxswain and indoor rower;

rowing event means any regatta or other form of rowing race or competition, including any race, trial, test event, indoor rowing, coastal rowing or any event carried out or conducted from time to time under the auspices of the Association;

rules means these rules of the Association, as in force for the time being;

rules of racing means the Rules of Racing adopted by the Association at the date of adoption of these rules as altered from time to time by a resolution of the Association in General Meeting;

school member means a school with a rowing programme of which programme all the participants are currently students of that school, or an association or other body corporate which includes the promotion of rowing as a key objective which a general meeting of the Association has classified or shall classify as a school member by a special resolution;

secretary means the CEO or other person appointed in accordance with rule 40(3);

special general meeting means a general meeting of the Association other than the annual general meeting;

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the board under rule 50(1)(a);

temporary member is a person who is not a competition rower but who has participated in rowing activities conducted by an ordinary member or school member for a period of less than three months;

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies;

treasurer means the director holding office as the treasurer of the Association.

2. Financial year

The financial year of the Association is the period of 12 months commencing 1 November and concluding on 31 October in the following year.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

3. Not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is:
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association; or
 - (e) the payment in good faith to the member as reasonable remuneration for promotion of the objects of the Association so long as the member would be permitted to receive a distribution under section 24(1) of the Act.

PART 3 — MEMBERS

Division 1 — Membership

4. Eligibility for membership

- (1) Any person who supports the objects of the Association is eligible to apply to become an ordinary member or associate member.
- (2) For the avoidance of doubt, a competition rower, non-competition rower, honorary member and life member are members by virtue of their status as such.
- (3) The criteria and method of application for temporary membership may be determined by the board from time to time.

5. Applying for membership

- (1) A person who wants to become an ordinary member, school member, or auxiliary member must apply in writing to the Association in such form and furnish such particulars as the board may from time to time prescribe.
- (2) The application must include an ordinary member's nomination of the applicant for membership.
- (3) The application must be signed by the applicant and the member nominating the applicant.
- (4) The applicant must specify in the application the class of membership to which the application relates.
- (5) A competition rower, a non-competition rower, a life member, an honorary member or temporary member is not required to apply for membership to the Association in accordance with this rule.

6. Dealing with membership applications under Rule 5

- (1) The Association in general meeting must consider each application made under rule 5 for membership of the Association.
- (2) Subject to subrule (3), the Association must consider applications in the order in which they are received by the Association.
- (3) The Association may delay its consideration of an application if the board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Association must not accept an application unless the applicant:
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (5) The Association may reject an application even if the applicant:
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (6) The board must notify the applicant of the Association's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Association rejects the application, the Association is not required to give the applicant its reasons for doing so.

7. Becoming a member under Rule 5

- (1) An applicant for membership of the Association becomes a member when:
 - (a) the Association by special resolution accepts the application; and

- (b) the applicant pays any membership fees payable to the Association under rule 12.

- (2) All members and the persons affiliated with any member shall be bound by these rules.

8. Classes of membership

- (1) The Association consists of ordinary members, life members and any associate members provided for under subrule (2).
- (2) The Association may have any class of associate membership approved by resolution at a general meeting, including:
 - (a) school members,
 - (b) competition rowers,
 - (c) non-competition rowers,
 - (d) temporary members,
 - (e) auxiliary members and
 - (f) honorary members.
- (3) Any individual on the recommendation of the board may be elected a life member of the Association by a special resolution. Any person so elected shall continue to be a member of the Association for life or until they shall resign or be expelled from membership under the provisions of these rules.
- (4) Any person who is a member at the date of adoption of these rules shall continue to be a member until they resign or are expelled under the provisions of these rules.
- (5) All delegates, officers and members are entitled to attend any general meeting. Life members, officers and delegates are entitled to speak at general meetings on any business on the agenda. Other members are entitled to speak only when invited to do so by the chairman.
- (6) An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting as recommended by the board.
- (7) A life member and associate member have the rights referred to in subrule (5) but no voting rights.
- (8) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

9. When membership ceases

- (1) A person ceases to be a member when any of the following takes place:
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the person resigns from the Association under rule 10;
 - (d) the person is expelled from the Association under rule 15;
 - (e) the person ceases to be a member under rule 12(7).
 - (f) the competition member or non-competition member ceases affiliation with the ordinary member, school member and auxiliary member.
- (2) The secretary must keep a record, for at least one year after a person ceases to be a member and the date on which the person ceased to be a member.

10. Resignation

- (1) A member (other than an ordinary member) may resign from membership of the Association by giving written notice of the resignation to the secretary. An ordinary

member may resign from membership of the Association by giving at least 6 months written notice of the resignation to the secretary.

- (2) The resignation takes effect:
 - (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time unless withdrawn before that date.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

11. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

Division 2 — Fees

12. Fees

- (1) The board must determine the entrance fee (if any) and the annual membership fee to be paid for membership of the Association.
- (2) The fees determined under subrule (1) may be different for different classes of membership and different within classes of membership.
- (3) Membership fees shall not be paid by life members or honorary members.
- (4) The Association's membership year is the 12-month period commencing October 1 and concluding on 30 September in the same year, or as determined by the Board from time to time.
- (5) A member must pay the annual membership fee to the treasurer, or another person authorised by the board to accept payments, by the date (the **due date**) determined by the board.
- (6) If a member has not paid the annual membership fee within the period of 3 months after the due date or such longer period as the board may allow, such member shall thereafter be ineligible to compete in any rowing event, and if the member is an ordinary member, then voting rights shall cease.
- (7) If a member has not paid the annual membership fee within the period of 6 months after the due date or such longer period as the board may allow, such member shall cease to be a member on the expiry of that period.
- (8) If a person who has ceased to be a member under subrule (7) offers to pay the annual membership fee after the period referred to in that subrule has expired:
 - (a) the board may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 — Register of members

13. Register of members

- (1) The secretary, or another person authorised by the board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.

- (3) The register of members must be kept at the Association's principal place of business, or at another place determined by the board.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If:
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,the board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

14. Term used: member

In this Part:

member includes:

- (a) in relation to a member who is expelled from the Association, a former member, and
- (b) unless otherwise stated, ordinary members, associate members and life members.

Division 2 — Disciplinary action

15. Suspension or expulsion

- (1) if an ordinary member:
 - (a) contravenes any of these rules or the bylaws;
 - (b) acts detrimentally to the interests of the Association; or
 - (c) ceases to have as a key objective the promotion of rowing or ceases to be actively engaged in the promotion of rowing,the board may recommend to the members in general meeting:
 - (d) to suspend the ordinary member's membership for a period not exceeding 3 months,
 - (e) to suspend the ordinary member from participating in any rowing event and from selection in any crew representative of the Association, or
 - (f) that the member be expelled.
- (2) Where a recommendation is made by the board to the Association under rule 15(1) the Association, by special resolution, may, notwithstanding the recommendation:
 - (a) decline to take any action,
 - (b) suspend a member's membership for any time,

- (c) suspend the member from participating in any rowing event and from selection in any crew representative of the Association, or
 - (d) expel the member.
- (3) If an associate member or life member:
 - (a) contravenes any of these rules or the by-laws;
 - (b) acts detrimentally to the interests of the Association; or
 - (c) ceases to support the objects of the Association,
 the board may:
 - (d) decline to take any action;
 - (e) suspend the associate member or life member's membership for any period;
 - (f) suspend the associate member or life member from participating in any rowing event and from selection in any crew representative of the Association for any period, or
 - (g) expel the associate member or life member.
- (4) Where the board has determined to expel the associate member or life member under rule 15(3) the associate member or life member may, within 21 days of notice of the passing of the resolution, appeal to the Association.
- (5) Where the associate member or life member has appealed to the Association under rule 15(4) the Association by special resolution, and after considering the expulsion on its merits, may:
 - (a) revoke the expulsion, and decline to take any further action, or
 - (b) revoke the expulsion, and suspend the member's membership for any time, or
 - (c) revoke the expulsion, and suspend the member from participating in any rowing event and from selection in any crew representative of the Association for any time, or
 - (d) confirm the expulsion of the member.
- (6) The secretary must give the member written notice of the proposed suspension or expulsion, or the review of the expulsion, at least 28 days before the board or general meeting at which the proposal or expulsion is to be considered by the board or Association.
- (7) The notice given to the member must state:
 - (a) when and where the board or general meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written submissions to the secretary or oral submissions at the board or general meeting (or both written and oral) about the proposed suspension or expulsion, or the merits of the proposed suspension or expulsion under rules 15(2) and 15(3).
- (8) At the board or general meeting, the meeting must:
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the meeting about the proposed suspension or expulsion, or the expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide in accordance with rules 15(1), 15(2) or 15(3) in the absence of the member and the member's representative.

- (9) A decision of the meeting to suspend the right to participate, or to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (10) The secretary must give the member written notice of the meeting's decision, and the reasons for the decision, within 7 days after the meeting at which the decision is made.
- (11) A member whose member's right to participate or whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the meeting's decision under subrule (10), give written notice to the secretary requesting the appointment of a mediator under Division 4 of these rules.
- (12) If notice is given under subrule (11), the member who gives the notice and the Association are the parties to the mediation.

16. Consequences of suspension

- (1) During the period a member's membership is suspended, the member:
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief, or credit for membership fees paid, or payable, to the Association.
- (2) When a member's membership is suspended, the secretary must record in the register of members:
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 — Disputes

- 17. This Division applies to disputes which do not fall within the scope of the *Sport Integrity Australia Act 2020*.

18. Terms used

In this Division:

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person:

- (a) who is a party to the dispute; and
- (b) who is a member or ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

19. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes:

- (a) between members; or
- (b) between one or more members and the Association.

20. Parties to attempt to resolve dispute

The parties to a dispute must meet and attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

21. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 20, any party to the dispute may start the grievance procedure by giving written notice to the secretary of:
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a board meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state:
 - (a) when and where the board meeting is to be held; and
 - (b) 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 board about the dispute.
- (5) If:
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party:
 - (i) does not agree to the dispute being determined by the board; and
 - (ii) requests the appointment of a mediator under rule 24,

the board must not determine the dispute.

22. Determination of dispute by board or its delegate under Rule 21

- (1) At the board meeting at which a dispute is to be considered and determined, the board must:
 - (a) 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 board about the dispute; and
 - (b) give due consideration to any submissions so made, and
 - (c) determine the dispute in the absence of the parties to the dispute.
- (2) The board must give each party to the dispute written notice of the board's determination, and the reasons for the determination, within 7 days after the board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the board's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 24.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 5 — Mediation

23. Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator:
 - (a) by a member under rule 15(11) or (12); or
 - (b) by a party to a dispute under rule 21(5)(b)(ii) or 22(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 24.

24. Appointment of mediator

- (1) The mediator must be a person chosen:
 - (a) if the appointment of a mediator was requested by a member under rule 15(11) or (12) — by agreement between the member and the board; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 21(5)(b)(ii) or 22(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the board must appoint the mediator.
- (3) The person appointed as mediator by the board must be a mediator accredited under a nationally recognised mediator accreditation scheme if the appointment of a mediator was requested by:
 - (a) a member under rule 15(11) or (12); or
 - (b) a party to a dispute under rule 21(5)(b)(ii); or
 - (c) a party to a dispute under rule 22(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the board may be a member or former member of the Association but must not:
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

25. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) The mediator cannot determine the matter that is the subject of the mediation.
- (3) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (4) The costs of the mediation are to be paid by the party or parties to the mediation that lodged the dispute.

26. If mediation results in decision to suspend or expel being revoked

If:

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 15(11) or (12); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a board meeting or general meeting during the period of suspension or expulsion.

PART 5 — BOARD

Division 1 — Officers of the Association and Powers of Board

27. Officers of the Association

- (1) The officers of the Association shall comprise:
 - (a) Patron-in-Chief
 - (b) Co-Patrons (up to 10)

- (c) the board of directors (up to 10)
 - (d) other officers required by the by-laws as may be appointed by the board from time to time.
- (2) The Patron and Co-Patrons will be elected annually at the annual general meeting in accordance with these rules,
- (3) The directors are the persons who, as the board of the Association, have the power to manage the affairs of the Association.
- (4) Subject to the Act, these rules, the by-laws, the rules of racing and any resolution passed at a general meeting, the board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (5) The board must take all reasonable steps to ensure that the Association complies with the Act, these rules, the by-laws and the rules of racing.

Division 2 — Composition of Board and duties of members

28. Directors

- (1) The directors shall comprise not less than 40% females and 40% males.
- (2) The board will comprise a maximum of 10 directors, consisting of:
 - (a) 7 elected directors; and
 - (b) up to 3 directors appointed in accordance with subrule (5).
- (3) A person may be a director if the person is an individual who has reached 18 years of age.
- (4) The president, vice president, treasurer and elected directors will be elected in accordance with Division 3 of this Part 5.
- (5) The board may appoint up to 3 persons as appointed directors to gain the benefit of their special business acumen or technical skills for periods not exceeding 3 years. The board may replace any vacancy or vacancies occurring in the office of appointed director.
- (6) A person must not hold 2 or more of the offices mentioned in subrule (4) at the same time.

29. President

- (1) The president will ensure the proper conduct of the affairs of the Association and the efficient and effective management of the organisation. In particular, the president shall:
 - (a) ensure the proper functioning of the Association, board, committees, and the staff of the Association;
 - (b) provide the necessary leadership to maintain clarity, national vision and future priorities and direction for the sport;
 - (c) ensure the proper liaison with the State Government, Rowing Australia, Western Australian Institute of Sport, and any other organisation with which the Association may from time to time have a formal relationship; and
 - (d) represent the Association in an official capacity.
- (2) Subject to rules 30, 45 and 57 the president will chair all board meetings and general meetings of the Association and will consult with the secretary regarding the business to be conducted at each board meeting and general meeting.

30. Vice President:

- (1) The vice president will:
 - (a) chair board meetings, general and other meetings and annual general meetings

- in place of the president when required;
- (b) represent the Association in an official capacity when required, and
- (c) in all other respects support the role and position of president.

31. Secretary

- (1) The Secretary has the following duties:
 - (a) dealing with the Association's correspondence;
 - (b) consulting with the president regarding the business to be conducted at each board meeting and general meeting;
 - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
 - (d) unless another member is authorised by the board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
 - (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
 - (f) unless another member is authorised by the board to do so, maintaining on behalf of the Association a record of directors and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
 - (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements, and financial reports, as applicable to the Association;
 - (h) maintaining full and accurate minutes of board meetings and general meetings;
 - (i) carrying out any other duty given to the secretary under these rules or by the board.
- (2) The board must appoint another person to the position of secretary in place of the CEO in accordance with Rule 40(3).

32. Treasurer

- (1) The treasurer has the following duties:
 - (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
 - (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the board;
 - (c) ensuring that any payments to be made by the Association that have been authorised by the board or at a general meeting are made on time;
 - (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
 - (e) ensuring the safe custody of the Association's financial records, financial statements, and financial reports, as applicable to the Association;
 - (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
 - (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
 - (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;

- (i) carrying out any other duty given to the treasurer under these rules or by the board.

Division 3 — Election of Directors and tenure of office

33. How members become Directors

A person becomes a director if the member:

- (a) is elected to the board at a general meeting;
- (b) is appointed to the board in accordance with rule 28(5); or
- (c) is appointed to the board by the board to fill a casual vacancy under rule 40.

34. Nomination of Directors

- (1) At least 42 days before an annual general meeting, the secretary must send written notice to all the ordinary members:
 - (a) calling for nominations for election to the board; and
 - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) A person who wishes to be considered for election to the board at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting.
- (3) The written notice must include a statement by a member in support of the nomination.
- (4) A member whose nomination does not comply with this rule is not eligible for election to the board unless the member is nominated under rule 34(2).
- (5) For the avoidance of doubt a nominee for election is not required to be a member.

35. Election of Directors

- (1) If the number of members nominating for the position of director is not greater than the number to be elected, the chairperson of the meeting:
 - (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under subrule (1)(a).
- (2) If the number of members nominating under subrule (1)(b) is greater than the number of positions remaining unfilled, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the board to decide the members who are to be elected to the position of director.

36. Election of President, Vice President and Treasurer

- (1) The directors must elect one of their number to be the president and that must be by a majority vote.
- (2) The directors must elect one of their number to be the vice president and that must be by a majority vote.
- (3) The directors must elect one of their number to be the treasurer and that must be by a majority vote.
- (4) The director elected to be president under rule subrule (1) will remain president for the duration of their term of office as director and shall perform the functions set out in rule 29.
- (5) The director elected to be vice president under subrule (2) will remain vice president for the duration of his term of office as director and shall perform the functions set out in rule 30.

- (6) The director elected to be treasurer under subrule (3) will remain treasurer for the duration of his term of office as director and shall perform the functions set out in rule 32.

37. Term of office

- (1) The term of office of a director begins:
 - (a) at the conclusion of the general meeting at which they are elected;
 - (b) when appointed under rule 25 (5); or
 - (c) when appointed to fill a casual vacancy under rule 40.
- (2) Subject to rule 39, an elected director holds office until the conclusion of the third annual general meeting next following their election, unless elected for a shorter term.
- (3) Subject to subrule (5) a director may be re-elected.
- (4) Subject to rule 28 subrule (5) and subrules (6), (7) and (8) a director may not serve beyond the 10th annual general meeting at which they were elected, or first appointed by the board.
- (5) A director shall not be eligible to be a director for three (3) years following the completion of their maximum term.
- (6) A person may occupy the office of president, vice president or treasurer for more than the period of their maximum tenure under subrule (4) of their director terms if in the unanimous opinion of the board the Association's best interests would be served by the person seeking re-election.
- (7) An annual general meeting may, after a report from the board of a resolution made under subrule (6), by unanimous resolution increase the number of consecutive terms any particular director may serve or increase or reduce the length of tenure of any director.
- (8) An increase of consecutive terms or an increase in length of tenure under subrule (7) may only be for 1 further term.

38. Resignation and removal from office

- (1) A director may resign from the board by written notice given to the secretary or, if the resigning member is the secretary, given to the president.
- (2) The resignation takes effect:
 - (a) when the notice is received by the secretary or president; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution:
 - (a) remove a director from office; and
 - (b) elect a member who is eligible under rule 28(3) to fill the vacant position.
- (4) A director who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or president and may ask that the representations be provided to the ordinary members.
- (5) The secretary or president may give a copy of the representations to each ordinary member or, if they are not so given, the director may require them to be read out at the general meeting at which the resolution is to be considered.

39. When membership of board ceases

A person ceases to be a director if the person:

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the board or is removed from office under rule 38; or

- (c) becomes ineligible to accept an appointment or act as a director under section 39 of the Act;
- (d) becomes permanently unable to act as a director because of a mental or physical disability; or
- (e) fails to attend 3 consecutive board meetings, of which the person has been given notice, without having notified the board that the person will be unable to attend.

40. Filling casual vacancies

- (1) The board may appoint a person to fill a position on the board that:
 - (a) has become vacant under rule 38; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 38(3)(b).
- (2) A person appointed under subrule (1)(a) holds office until the next annual general meeting (casual vacancy period) at which time they can offer themselves for re-election. A person appointed under subrule (1)(b) shall hold office until the conclusion of the third annual general meeting next following their appointment.
- (3) If the position of CEO becomes vacant, the board must appoint a person who is eligible under rule 28(3) to fill the position of secretary within 14 days after the vacancy arises to hold office until the appointment of another CEO or as the board may otherwise determine.
- (4) Subject to the requirement for a quorum under rule 47, the board may continue to act despite any vacancy in its membership.
- (5) If there are fewer directors than required for a quorum under rule 47, the board may act only for the purpose of:
 - (a) appointing directors under this rule; or
 - (b) convening a general meeting.
- (6) Any appointment made pursuant to this rule shall not breach rule 28(1).

41. Validity of acts

The acts of a board or subcommittee, or of a director or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a director or member of a subcommittee.

42. Payments to Directors

- (1) In this rule:
 - director** includes a member of a subcommittee;
 - board meeting** includes a meeting of a subcommittee.

A director is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:

 - (a) in attending a board meeting or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Association's business.

Division 4 — Board meetings

43. Board meetings

- (1) The board must meet at least 6 times in each year on the dates and at the times and places determined by the board.

- (2) The date, time, and place of the first board meeting must be determined by the directors as soon as practicable after the annual general meeting at which the directors are elected.
- (3) Special board meetings may be convened by the president or any 2 directors.

44. Notice of board meetings

- (1) Notice of each board meeting must be given to each director at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the directors at the meeting unanimously agree to treat that business as urgent.

45. Procedure and order of business

- (1) The president or, in the president's absence, the vice president must preside as chairperson of each board meeting.
- (2) If the president and vice president are absent or are unwilling to act as chairperson of a meeting, the directors at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a board meeting must be determined from time to time by the board.
- (4) The order of business at a board meeting may be determined by the directors at the meeting.
- (5) A member or other person who is not a director may attend a board meeting if invited to do so by the board.
- (6) A person invited under subrule (5) to attend a board meeting:
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

46. Use of technology to be present at board meetings

- (1) The presence of a director at a board meeting need not be by attendance in person but may be by that director and each other director at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a board meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

47. Quorum for board meetings

- (1) A quorum at a board meeting shall be any more than 50% of the board.
- (2) Subject to subrule (4), no resolutions may be passed or decisions made on behalf of the Association unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting:
 - (a) in the case of a special meeting — the meeting lapses; or

- (b) otherwise, the meeting is adjourned to the same time, day, and place in the following week.
- (4) If:
 - (a) a quorum is not present within 30 minutes after the commencement time of a board meeting held under subrule (3)(b); and
 - (b) at least 2 directors are present at the meeting,
 those directors present are taken to constitute a quorum.

48. Voting at board meetings

- (1) Each director present at a board meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the directors present at the board meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the directors present indicating their agreement or disagreement or by a show of hands, unless the board decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

49. Minutes of board meetings

- (1) The board must ensure that minutes are taken and kept of each board meeting.
- (2) The minutes must record the following:
 - (a) the names of the directors present at the meeting;
 - (b) the name of any person attending the meeting under rule 45(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a board meeting must be entered in the Association's books within 30 days after the meeting at which the minutes are approved.
- (4) The chairperson must ensure that the minutes of a board meeting are reviewed and signed as correct by:
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next board meeting.
- (5) When the minutes of a board meeting have been signed as correct, they are, until the contrary is proved, evidence that:
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 — Subcommittees and subsidiary offices

50. Subcommittees and subsidiary offices

- (1) To help the board in the conduct of the Association's business, the board may, in writing, do either or all of the following:
 - (a) appoint one or more subcommittees;

- (b) appoint a CEO;
 - (c) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the board considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the board:
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

51. **Delegation to subcommittees and holders of subsidiary offices**

- (1) In this rule:
non-delegable duty means a duty imposed on the board by the Act or another written law.
- (2) The board may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the board other than:
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations, or exceptions that the board specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the board from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the board.
- (7) The board may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

52. **Annual general meeting**

- (1) The board must determine the date, time, and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows:
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider:

- (i) the board's annual report on the Association's activities during the preceding financial year; and
 - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
- (c) to elect directors;
- (d) to elect patrons and co-patrons;
- (e) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

53. Special general meetings

- (1) The board may convene a special general meeting.
- (2) The board must convene a special general meeting if at least 20% of the ordinary members require a special general meeting to be convened.
- (3) The ordinary members requiring a special general meeting to be convened must:
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the board does not convene a special general meeting within that 28-day period, the ordinary members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by ordinary members under subrule (5):
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the ordinary members convening a special general meeting under subrule (5).

54. Notice of general meetings

In this rule:

member means an ordinary member, honorary member or life member.

- (1) The secretary or, in the case of a special general meeting convened under rule 53(5), the members convening the meeting, must give to each member:
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:

- (a) specify the date, time, and place of the meeting; and
- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the board under rule 34(2); and
- (d) if a special resolution is proposed:
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) include the form, if any, approved under rule 55(5).

55. Delegate of ordinary members

- (1) Subject to subrule (2), an ordinary member shall appoint one individual as its delegate to vote and speak on its behalf at a general meeting.
- (2) An individual may be appointed the delegate for not more than one ordinary member.
- (3) The appointment of a delegate must be in writing and signed by the ordinary member making the appointment.
- (4) The delegate may vote on behalf of the ordinary member in any matter as the delegate sees fit.
- (5) If the board has approved a form for the appointment of a delegate, the ordinary member may use that form or any other form:
 - (a) that clearly identifies the person appointed as the ordinary member's delegate; and
 - (b) that has been signed by the ordinary member.
- (6) A form appointing a delegate must be given to the secretary before the commencement of the first general meeting for which the delegate is appointed as shall remain valid until revoked by the ordinary member by notice given to the secretary.
- (7) A form appointing or removing a delegate sent by post or electronically is of no effect unless it is received by the secretary before the commencement of the meeting.

56. Use of technology to be present at general meetings

- (1) The presence of a delegate at a general meeting need not be by attendance in person but may be by that delegate and each other delegate at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A delegate who participates in a general meeting as allowed under subrule (1) is taken to be present at the meeting and, if the delegate votes at the meeting, the delegate is taken to have voted in person.

57. Presiding member and quorum for general meetings

- (1) The president or vice president must preside as chairperson of each general meeting.
- (2) If the president or vice president are absent or are unwilling to act as chairperson of a general meeting, the directors at the meeting must choose one of them to act as chairperson of the meeting. In the absence of a director, the meeting shall appoint a chairperson.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (a) in the case of a special general meeting — the meeting lapses; or

- (b) in the case of the annual general meeting — the meeting is adjourned to:
 - (i) the same time and day in the following week; and
 - (ii) the same place unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If:
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
 - (b) at least 2 ordinary members are present at the meeting,
 those members present are taken to constitute a quorum.

58. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 54.

59. Voting at general meeting

- (1) On any question arising at a general meeting, each delegate of an ordinary member has one vote.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the delegates of ordinary members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only delegates of ordinary members who were present at that meeting may vote.
- (5) For a delegate of an ordinary member to be eligible to vote at a general meeting for an ordinary member, the ordinary member:
 - (a) must have been an ordinary member at the time notice of the meeting was given under rule 54; and
 - (b) must have paid any fee or other money payable to the Association by the member.

60. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting:
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

61. Determining whether resolution carried

- (1) In this rule:
poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 delegates of ordinary members in attendance:
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

62. Minutes of general meeting

- (1) The secretary must be responsible for the taking and keeping of minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record:
 - (a) the names of the delegates and the ordinary member, school member or auxiliary member represented by each attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting, as referred to in rule 52(3)(b)(ii) or (iii); and
 - (c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 52(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's books within 30 days after they are approved.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct, they are, in the absence of evidence to the contrary, taken to be proof that:
 - (a) the meeting to which the minutes relate was duly convened and held; and

- (b) the matters recorded as having taken place at the meeting took place as recorded; and
- (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

63. Source of funds

The funds of the Association may be derived from membership fees, annual subscriptions, donations, fund-raising activities, grants, interest, and any other sources approved by the board.

64. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the board may approve expenditure on behalf of the Association.
- (3) The board may authorise the treasurer or any other board member or members to expend funds on behalf of the Association up to a specified limit without requiring approval from the board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - (a) 2 directors; or
 - (b) one director and a person authorised by the board.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

65. Financial statements and financial reports

- (1) For each financial year, the board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting subrule (1), those requirements include:
 - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

66. By-laws

- (1) The Association may, by resolution at a general meeting, make, amend, or revoke by-laws.
- (2) By-laws may:
 - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 8(2); and
 - (b) impose restrictions on the board's powers, including the power to dispose of the association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the rules of racing or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

67. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by:
 - (a) 2 directors; or
 - (b) one director and a person authorised by the board.
- (2) If the Association has a common seal:
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the board and in the presence of:
 - (i) 2 directors; or
 - (ii) one director and a person authorised by the board,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary, or another director authorised by the board.

68. Giving notices to members

- (1) In this rule:
recorded means recorded in the register of members.

- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and:
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

69. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the board.
- (4) The books of the Association must be retained for at least 7 years.

70. Record of office holders

The record of directors and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

71. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect:
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of directors, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a board meeting, the right to inspect that document is subject to any decision the board has made about minutes of board meetings generally, or the minutes of a specific board meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose:
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

72. Publication by Directors of statements about Association business prohibited

A director must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or board meeting unless:

- (a) the director has been authorised to do so at a board meeting; and
- (b) the authority given to the director has been recorded in the minutes of the board meeting at which it was given.

73. Distribution of surplus property on cancellation of incorporation or winding up

- (1) In this rule:

surplus property, in relation to the Association, means property remaining after satisfaction of:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges, and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

74. Alteration of rules

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

75. Audit and Risk Committee

- (1) An Audit and Risk Committee of the board shall be formed to oversee the overall financial management and reporting of the Association including the establishment of appropriate prudential systems for the efficient and effective operation of financial management.
- (2) The bank accounts and accounting records referred to in rule 75(1) shall be available for inspection by any director at any time.
- (3) The Audit and Risk Committee shall constitute at least three people which may be a combination of directors and an external appointment, provided that:
 - (a) the chair of the Committee must be a director who has significant finance expertise (other than the president), and
 - (b) any external appointee must be independent and have significant finance expertise.

76. Nominations Committee

- (1) A nominations committee shall be formed, the role of which shall be to identify candidates to fill board vacancies (including casual vacancies) and assess all nominees for board vacancies.
- (2) The nominations committee shall constitute at least three people which may be a combination of directors and external appointments. Any external appointees must be independent and have significant business and governance expertise.
- (3) The nominations committee shall only comprise persons who are not directly involved in the management of the Association, however, the CEO shall be invited to provide clarification where necessary.

77. Interstate and International Capital Trust Fund

- (1) There shall be two bodies, each of trustees having power to hold lands and other property in trust for the Association. It is not essential that each body have separate trustees.
- (2) The property held by the trustees shall be known respectively as the Interstate Capital Fund Trust and the International Capital Fund Trust and each shall be administered for the purpose of providing regular funds to assist in the payment of costs involved in sending representative teams and/or crews of the Association to participate in national and international championship regattas respectively.
- (3) The trustees shall be appointed by the board and shall hold office until they die, retire, or are removed from office by the board.
- (4) Any trustee may resign from office by writing under his own hand addressed to the CEO.

- (5) The president in accordance with a special resolution of the board shall by writing under his own hand remove a trustee from office for any of the following causes:
- (a) failure to sign the Declaration of Trust under subrule (8);
 - (b) absence from three consecutive meetings of the trustees;
 - (c) sequestration of their estate as bankrupt or insolvent;
 - (d) commission of any offences punishable at law;
 - (e) incapacity from mental or physical disability to perform the duties of their office;
 - (f) refusal to conform to the requirements under these rules.
- (6) The trustees may act notwithstanding any vacancy in membership.
- (7) Any vacancy occurring among the trustees shall be filled by appointment by the board as soon as is practical after the date of the vacancy occurring.
- (8) Each trustee shall before entering upon his duties under this rule, sign a declaration that they will hold all property that shall become vested in them as such trustee subject to the provisions of this rule.
- (9) The Trustees shall have power to make rules for the conduct of all business coming before them, provided that such rules are endorsed by the board.
- (10) The trustees shall hold in trust all property real or personal given, granted, devised, or bequeathed to or for the benefit of the respective trust subject to the conditions (if any) of every such gift, grant, devise, or bequest for the use of the said Association in financing representative crews.
- (11) The trustees may purchase, take on lease, exchange, hire or otherwise acquire any real or personal property which the trustees may think necessary or convenient or capable of being profitably dealt with.
- (12) The trustees may improve, build up, manage, develop, lease, sell, dispose of or turn to account or otherwise deal with all or any part of the real or personal property of the respective trust and may borrow money, mortgage and charge all or any part of such property for all or any of the purposes referred to in this rule or for the purposes of redeeming any mortgage or other security or charge or any part thereof respectively upon any lands or other property vested in the trustees.
- (13) The trustees may continue to hold any investments, stocks, shares, debentures, mortgages, or other securities bequeathed or given to the respective Trust.
- (14) The Trustees may invest all monies held by them in mortgages upon real estate or in any fully paid-up stocks, shares or debentures issued by any company or association now or hereafter carrying on business in the Commonwealth of Australia.
- (15) The Trustees may continue to vary investments now or hereafter held by them from time to time in such manner as the Trustees may think fit.
- (16) The Trustees shall lay before each AGM a statement showing the funds administered by them and the manner in which they are employed on October 31 last preceding. The accounts of the Trustees and the statement aforesaid shall be audited by the Auditor.
- (17) Each group of Trustees shall select from among their number a suitable person or persons to be Secretary and Treasurer of their respective Trust.