

ANNEXURE A



**Adelaide Combined Dragonboat Club Inc
(ACDC)**

CONSTITUTION

October 2016

**This is the annexure marked "A" referred to in the statutory
declaration of: JOHN EDWARD HOLLAND**

Made on Day of.....2016

Before me – Justice of the Peace

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1. NAME

The name of the Club shall be Adelaide Combined Dragonboat Club (ACDC) and referred to here-in as the Club.

2. DEFINITIONS

"Executive Committee" means the committee of management of the Club.

"Regional Management Committee" means the committee of management of a region in which the club operates as defined in clause 7.

"General Meeting" means a general meeting of members of the Club convened in accordance with these rules.

"Member" means a member of the Club as in 5.1.

"the Act" means the Clubs Incorporation Act 1985.

"By-laws" shall mean any rule, regulation or policy approved by the Executive Committee under this Constitution.

"Special Resolution" means a special resolution as defined in the Act.

"Month" shall mean a calendar month.

Expression referring to in 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 visible form.

Words imparting the singular include the plural and vice versa, and words imparting the masculine gender shall include feminine or neutral gender as the case may require.

3. OBJECTS AND PURPOSES OF THE CLUB

To actively support participation in dragon boat activities that advance the competitive and social interests, as well as health and fitness of all members of the club and promote the growth of the sport in all areas of South Australia.

The objectives of the Club shall be:

- a) To encourage participation in Dragon Boating at all levels.
- b) To organise and coach competitive teams to race in dragon boat competitions. To promote the sport and the Club in an inclusive and friendly manner with a fun-loving, cohesive and competitive membership

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- c) To promote the sport and the Club in an inclusive and friendly manner with a fun-loving, cohesive and competitive membership
- d) To be a member of DragonBoat SA. (DBSA)
- e) Co-ordinate activities that are incidental to but supporting the prior aim.

4. POWERS OF THE CLUB

The Club shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

5.1 Classes of membership

(i) Full Membership

Full Members are persons who are registered with DragonBoat SA and train and/or race with the Club.
Full Members are entitled to vote as noted in 9.4 at all General Meetings.

(ii) Associate Membership

Associate Members are persons who have been nominated by a member of the Club and been approved by a majority vote at a General Meeting.

(iii) Life Membership

Life Members are persons who have been granted life membership. Life Members are entitled to a vote as noted in 9.4

5.2 Membership Fees

- (i) The membership fee for each participating region shall be such sum as its members shall determine at their Annual General Meeting.
- (ii) The membership fee shall be payable annually and due on 1st July each year.
- (iii) Any member whose membership fee is outstanding for more than three months after the due date for payment shall be ineligible to participate in any Club on-water activity or event.

5.3 Applications for Membership

Applications for Full or Associate Membership from persons who support the objects of the Club and agree to be bound by its rules shall be submitted to the secretary.

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The application for membership shall be made in writing and signed by the applicant. Upon acceptance of the application by the Committee and upon payment of the first annual membership fee, the applicant shall be a member of the Club.

5.4 Life Membership

- (i) Life membership may be bestowed on individuals in recognition of long-term active service to the Club. Generally long term would be in excess of ten years.
- (ii) The Executive Committee may nominate eligible persons for Life membership. Nominations must be put to the membership at a General Meeting together with a written report supporting the nomination.
- (iii) Members may nominate eligible persons for Life membership. Nominations must be put to the Executive Committee together with a written report supporting the nomination. If the nominee is eligible in the opinion of the Executive Committee the nomination will be put to the membership at a General Meeting with the supporting written report.
- (iv) The nominee shall be elected to the position of Life Member by a simple majority vote of those present and eligible to vote in accordance with clause (9.4 (i), 5.1(i) & 5.1(iii).
- (v) Life Members are exempt from the payment of subscription fees.

5.4 Resignations

A Member may resign from membership of the Club by giving notice in writing thereof to the Secretary of the Club. Any Member so resigning shall be liable for any outstanding subscription, which may be recovered as a debt due to the Club.

5.5 Expulsion of a Member

- (i) Subject to giving a Member an opportunity to be heard or to make a written submission, the Executive Committee may resolve to expel a Member upon a charge of conduct detrimental to the interests of the Club.
- (ii) Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Executive Committee at which the matter will be determined.

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- (iii) The determination of the Executive Committee shall be communicated to the Member, and in the event of an adverse determination the Member shall, (subject to 5.8 (iv) below), cease to be a Member 14 days after the Executive Committee has communicated its determination to the Member.
- (iv) It shall be open to a Member to appeal to the Club in a General Meeting against the expulsion. The intention to appeal shall be communicated to the Secretary of the Club within 14 days after the determination of the Executive Committee has been communicated to the Member.
- (v) In the event of an appeal under 5.8 (iv) above, the appellant's membership of the Club shall not be terminated unless the determination of the Executive Committee to expel the Member is upheld by the Members of the Club in General Meeting after the appellant has been heard by the Members of the Club, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Executive Committee is upheld.

5.6 Register of Members

A register of Members shall be kept by the Secretary of the Club and will contain

- (i) the name, address, contact number and email address (if available) of each Member.
- (ii) the date on which each Member was admitted to the Club; and
- (iii) if applicable, the date of, and reason(s) for, termination of membership.

6. THE EXECUTIVE COMMITTEE

6.1 Powers and Duties

- (i) The affairs of the Club shall be managed and controlled by an Executive Committee, which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by these rules required to be done by the Club in General Meeting.
- (ii) The Executive Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Club on which these rules are silent.

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- (iii) The Executive Committee has the power to develop and implement by-laws that shall be recorded and published. By-laws are to be reviewed at least annually.
- (iv) The Executive Committee shall appoint a Public Officer as required by the Act.

6.2 Appointment

- (i) The Executive Committee shall be comprised of the President from each Region and the Secretary from each Region.
- (ii) The Executive Committee will elect a Chairman and a Secretary at their first meeting after the AGM in each year.
- (iii) An Executive Committee member shall be a natural person and be a Member of the Club.

6.3 Proceedings of Executive Committee

- (i) The Executive Committee shall meet together for the despatch of business a minimum of two meetings per annum.
- (ii) Executive meetings may be conducted face to face, by phone or through electronic means as required.
- (iii) Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes, and in the event of equality of votes the status quo shall prevail.
- (iv) A quorum for a meeting of the Executive Committee shall be one half of the Executive Committee plus one and must include at least one member from each region.
- (v) A member of the Executive Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Club, must disclose the nature and extent of that interest to the Executive Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Executive Committee must disclose the nature of his or her interest in the contract at the next AGM of the Club.
- (vi) **The Chairman**
 - a) The Chairman shall keep the Common Seal which shall be affixed only by resolution of the Executive Committee or of a General Meeting and in the presence of two Executive Committee members.

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- b) The Chairman shall chair Executive Committee and General Meetings except that in the absence of the Chairman or at the request of the Chairman another member may be elected as that meeting's Chair.
- c) The Chairman together with the Secretary shall prepare the agenda for the Executive Committee and General Meetings.
- d) The Chairman shall act as spokesperson for the Club unless an alternative spokesperson has been appointed by a General Meeting.

(vii) The Secretary

- a) The Secretary shall call meetings in accordance with the provision of this Constitution.
- b) The Secretary shall cause records to be kept of the Club including the Constitution, Policies, records of Members, a register of Minutes of meetings and/or notices, a file of correspondence and records of submissions or reports made by or on behalf of the Club and other duties as directed by the Executive Committee.

7. THE REGIONAL MANAGEMENT COMMITTEE

The Club may operate in Regional Centres of South Australia. For Constitutional purposes, Adelaide will be known as a Metropolitan Region. A Regional Centre is defined as a regional area where registered ACDC members gather to regularly train and socialise.

7.1 Powers and Duties

- (i) The management of the Club's regional affairs, including finance, will be administered by a Regional Management Committee in each region.
- (ii) The Regional Management Committee operates in cooperation with the Executive Committee.
- (iii) The Regional Management Committee shall refer to the Executive Committee to interpret the meaning of these rules and any other matter relating to the affairs of the Club on which these rules are silent.
- (iv) The Regional Management Committee may recommend the introduction of by-laws to the Executive Committee.

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7.2 Appointment

- (i) The Regional Management Committee shall be comprised of a President, Vice-President, Secretary, Treasurer, Male Captain, Female Captain and a maximum of three Committee Members.
- (ii) A Regional Management Committee member shall be a natural person and be a Member of the Club.
- (iii) The name of the Regional Club shall be determined by the Regional Club's committee and members.
- (iv) The term of office for each Regional Management Committee person shall be two (2) years.
- (v) In the first year the first four (4) elected members will serve two (2) years and the last four (4) elected members shall serve one (1) year.
- (vi) At the first meeting after the AGM the Committee shall elect a President, Vice-President, Secretary, Treasurer, Male Captain, and Female Captain.
- (vii) A retiring Regional Management Committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a Member of the Club has nominated that person at least 28 days before the Regional AGM by delivering the nomination of that person to the secretary of that Region. The nomination shall be signed by the proposer and by the nominee.
- (viii) Notice of all persons seeking election to the Regional Management Committee shall be given to all Members of the region of the Region with the notice calling the Meeting at which the election is to take place.
- (ix) The Regional Management Committee may elect a person to fill a casual vacancy on the Regional Management Committee and such member shall hold office until the next AGM of the Region and shall be eligible for election to the Regional Management Committee without nomination.
- (x) The Regional Management Committee shall be elected at a Regional AGM.
- (xi) Balloting lists shall be prepared containing the names of candidates in alphabetical order and each Member present at the AGM shall be entitled to vote in accordance with section 9.4(i), 5.1(i) & 5.1(iii).
- (xii) In the event that there is an insufficient number of candidates nominated for any position, nominations may be taken from the floor of the AGM. If the required numbers of candidates are not then nominated, the Regional Management Committee may elect persons to fill the remaining vacancy or vacancies.

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7.3 Proceedings of Regional Management Committees

- (i) The Regional Management Committee shall meet together for the despatch of business a minimum of six meetings per annum.
- (ii) Questions arising at any meeting of the Regional Management Committee shall be decided by a majority of votes, and in the event of equality of votes the status quo will prevail.
- (iii) A quorum for a meeting of the Regional Management Committee shall be one half of the Committee plus one.
- (iv) A member of the Regional Management Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Club, must disclose the nature and extent of that interest to the Committees as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Regional Management Committee must disclose the nature of his or her interest in the contract at the next AGM of the Club.

(v) The President

- c) The Regional President shall chair Regional Management Committee meetings except that in the absence of the President or at the request of the President another member may be elected as that meeting's Chair.
- d) The Regional President together with the Secretary shall prepare the agenda for the Regional Management Committee meetings.

(vi) The Regional Secretary

- e) The Regional Secretary shall call meetings in accordance with the provision of this Constitution.
- f) The Regional Secretary shall cause records to be kept of the Region including a register of Minutes of meetings and/or notices, a file of correspondence and records of submissions or reports made by or on behalf of the Region and other duties as directed by the Committees.
- g) The Regional Secretary shall distribute the minutes to all members of the Regional Area once adopted by the Regional Management Committee.

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(viii) The Regional Treasurer

- a) The Regional Treasurer shall cause monies received to be paid into an account authorised by the Committee in the name of the Club Region
- b) The Regional Treasurer shall cause records to be kept of all receipts and payments and other financial transactions, of which records shall be available for inspection by any Member, by previous arrangement at a Committee meeting.
- c) The Regional Treasurer shall cause Regional financial budgets and statements to be prepared and shall submit a report on the finances to each Regional Management and Executive Committee meeting.

7.4 Disqualification of Committee Members

The office of a Committee Member shall become vacant if a Committee member is:-

- Disqualified from being a Committee Member by the Act.
- Expelled from the Club under these rules
- Permanently incapacitated by ill health
- Absent without apology from more than three (3) Committee meetings in a financial year
- No longer a Member of the Club.

8. THE SEAL

- (i) The Club shall have a Common Seal upon which its corporate name shall appear in legible characters.
- (ii) The Common Seal shall not be used without the express authorisation of the Executive Committee or General Meeting and every use of the Common Seal shall be recorded in the Minute Book of the Club. The affixing of the Common Seal shall be witnessed by two (2) Executive Committee members.

9. GENERAL MEETINGS

9.1(a) Annual General Meeting

- (i) The Executive Committee shall call an Annual General Meeting in accordance with the Act and these rules.

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- (ii) The Annual General Meeting shall be held within three months after the end of the Club's financial year
- (iii) The order of business at the AGM shall be:
 - a) The confirmation of the Minutes of the previous AGM and of any Special General Meeting held since that meeting.
 - b) The consideration of the accounts and reports of the Executive Committee and the auditor's report.
 - c) Confirmation of Executive Committee members.
 - d) The appointment of auditors.
 - e) Any other business requiring consideration by the Club in General Meeting.

9.1(b) Regional Annual General Meeting

The convening of the Regional AGM will be the same as the AGM except that:

- a) Voting at a Region's AGM will be restricted to those members of that region.
- b) The business of the Regional AGM will be to approve the minutes of the previous Regional AGM, elect the Regional Management Committee and consideration of any other business that may affect the Region.
- c) The Regional AGM should be held at least four weeks prior to the Club's AGM.

9.1(c) Special General Meeting

- (i) The Executive Committee may call a Special General Meeting of the Club at any time.
- (ii) The Regional Committee may call a Special General Meeting of the Region at any time.
- (iii) Upon a requisition in writing of not less than ten percent of the total number of Members of the Club, the Executive Committee shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.

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- (iv) Upon a requisition in writing of not less than ten percent of the total number of Members of a Region, the Regional Committee shall within one month of the receipt of the requisition, convene
- (v) a Special General Meeting for the purpose specified in the requisition.
- (vi) Every requisition for a Special General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting.
- (vii) If a Special General Meeting is not convened within one month, as required by 9.1 (ii) above, the requisitioners, or at least half of their number may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Executive Committee or Regional Committee, and for this purpose the Committees shall ensure that the requisitioners are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club or the Region.

9.2 Notice of General Meetings

- (i) Subject to 9.2 (ii) at least 14 days' notice of any General Meeting shall be given to Members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of business to be transacted at the meeting.
- (ii) Notice of a meeting at which a Special Resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (iii) A notice may be given by the Club to any Member by serving the Member with the notice personally, or by sending it by post or by electronic mail to the address appearing in the register of Members.
- (iv) Where a notice is sent by post:
- (v)
 - a) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - b) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

9.3 Proceedings at General Meetings

- (i) One-third of the membership shall constitute a quorum for the transaction of business at any General Meeting.
- (ii) If 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.
- (iii) Subject to 9.3 (iv), the President (if a Regional Meeting) or Chairman (if a Club Meeting) shall preside as Chairperson at a General Meeting of the Region or the Club.
- (iv) If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Member to be the Chairperson of that meeting.

9.4 Voting at General Meetings

- (i) Subject to these rules, every Full and Life Member shall be entitled to one (1) vote.
- (ii) Subject to these rules, a question for decision at a General Meeting, other than a Special General Meeting, must be determined by a majority of Members who vote in person.
- (iii) Unless a poll is demanded by at least five Members, a question for decision at a General Meeting will be determined by a show of hands.

9.5 Poll at General Meetings

- (i) If a poll is demanded by at least five Members, it must be conducted in a manner specified by the presiding person and the result of the poll is the resolution of the meeting on that question.
- (ii) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

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9.6 Special and Ordinary Resolutions

- (i) A Special Resolution is a Special Resolution as defined in the Act.
- (ii) An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

9.7 Proxies

- (i) A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any General Meeting or Special General Meeting of the Association.

10. MINUTES

- (i) Proper minutes of all proceedings of General Meetings of the Club and of meetings of all the Committees, shall be entered within one month after the relevant meeting in a Minute Book
- (ii) The Minutes kept pursuant to this rule must be confirmed by the Members of the Club or the Members of the Committees (as relevant) at a subsequent meeting.
- (iii) The Minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the Minutes are confirmed.
- (iv) Where Minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

11. FINANCIAL REPORTING

11.1 Financial Year

The financial year shall be the 12 months period commencing on 1st July and ending on 30th June of each year.

11.2 Accounts to be kept

The Club shall keep and retain such accounting records as are necessary to correctly record and explain financial transactions and financial position of the Club in accordance with the Act.

11.3 Accounts and Reports to be laid before Members

The accounts, together with the Auditor's Report on the accounts, the Executive Committee's Statement and the Executive Committee's Report, shall be laid before Members at the Annual General Meeting.

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11.4 Appointment of Auditor

- (i) At each Annual General Meeting, the Members shall appoint a person to be auditor of the Club.
- (ii) The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- (iii) If an appointment is not made at an Annual General Meeting the Executive Committee shall appoint an auditor for the current financial year.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Club.

13. WINDING UP

The Club shall not be wound up except by approval of not less than three quarters of the Membership as being entitled to vote in person or by proxy at a special general meeting of which not less than twenty-one (21) days written notice has been given.

14. APPLICATION OF SURPLUS ASSETS

On dissolution, all property, whether real or personal remaining after payment of all debts and legal liabilities, shall at the discretion of the Members present and voting at the meeting, either be:

- (i) Transferred to such other body formed for promoting similar objectives provided that such other body shall also prohibit the distribution of income and property to the Members to the extent stated herein.
- (ii) Donated to charity or charities in such proportion as the meeting may determine, provided the charity or charities are registered for the purpose of Section 78 (i) of the Income Tax Assessment Act.

15. RULES

These rules may be altered (including an alteration to the Club's name) by Special Resolution (ref 8.3 (ii)) of the Members of the Club. This includes revision or replacement by substitute rules and requires a resolution of two-thirds of the Members voting at the meeting.

Alterations shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch as required by the Act.

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The registered rules shall bind the Club and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

16. INTERPRETATION

Contended items, words and definitions used within this Constitution shall be interpreted according to popular usage. Where such usage is still contended, the item shall be interpreted the Executive Committee. Such an interpretation shall remain in force until the next AGM at which time it will be reviewed.

17. INDEMNITY

The Members of the Club and Members of any Committee appointed in accordance with these rules shall be indemnified out of the assets of the Club against any liability and expenses arising out of the execution of their duties on behalf of the Club that are properly incurred in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the law in which relief is granted to him by the Court pursuant to the law in respect of any negligence, default, breach of duty or breach of trust.