

CONSTITUTION

of

MOSMAN ROWING CLUB

NAME

1. The name of the Club is **Mosman Rowing Club, Inc**, an association granted incorporation under the Associations Incorporation Act 1984.

DEFINITIONS AND INTERPRETATION

2. In these rules:

"**the Act**" means the *Associations Incorporation Act 1984*.

"**annual general meeting**" means an annual general meeting of members required by section 26 of the Act.

"**Club**" means Mosman Rowing Club, Inc.

"**Club Captain**" means the person from time to time holding that office.

"**Committee**" means the Committee of Management of the Club, the membership, powers and functions of which are described in these rules.

"**Corporations Act**" means the Corporations Act 2001 of the Commonwealth.

"**Director-General**" means the Director-General of the Department of Fair Trading.

"**financial year**" means, unless the Committee otherwise determines, from 1st October 2021 until 31st March 2023. For subsequent years, to commence on the 1st of April and conclude on the 31st March of each subsequent year.

“Former Rowing Club” means the club formerly known as Mosman Rowing Club Limited (ACN 000 413 187), a substantial part of the assets of which have been or are to be transferred to the Club.

“full rowing member” means a person who has been admitted to membership of the Club as a full rowing member under rule 6 or rule 12.

“general meeting” means a general meeting of members and includes an annual general meeting and a special general meeting.

“Head Coach” means the person from time to time appointed to that position by the Committee;

“Life Member” means a person who has been admitted to membership of the Club as a Life Member under rule 6 or rule 10.

“member” means a member of the Club of any category.

“President” means the person from time to time holding that office.

“Public Officer” means the person (being a member of the Committee) from time to time designated by the Committee to be the public officer for the purposes of the Act.

“recreational rowing member” means a person who has been admitted to membership of the Club as a recreational rowing member under rule 12.

“the Regulation” means the *Associations Incorporation Regulation 1999*.

“register of members” means the register to be established and maintained under rule 20.

“Secretary” means:

- (a) the person from time to time holding office under these rules as secretary of the Club, or
- (b) if no such person holds that office—the Public Officer.

“special general meeting” means a general meeting of the Club other than an annual general meeting.

3. In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and

- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
4. The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

OBJECTS OF THE CLUB

5. The objects for which the Club is established are:
- (a) to encourage, foster and promote the sport of rowing;
 - (b) to operate a sporting and social club with such facilities, clubhouses and other amenities and may be determined by the Committee from time to time.

INITIAL MEMBERSHIP OF THE CLUB

6. Without prejudice to any provision in these rules relating to the election or grant of membership of any category after the date of adoption of this Constitution:
- (a) all persons who were, immediately prior the adoption of this Constitution, rowing members of the Former Club shall from the time of such adoption be full rowing members of the Club;
 - (b) all persons who were, immediately prior the adoption of this Constitution, junior rowing members of the Former Club shall from the time of such adoption be Junior Members of the Club; and
 - (c) all persons who were, immediately prior the adoption of this Constitution, life members of the Former Club shall from the time of such adoption be Life Members of the Club.

CATEGORIES OF MEMBERSHIP

7. The membership of the Club shall be divided into the following categories of membership:
- (a) full rowing members (which shall include Life Members);
 - (b) recreational rowing members;

- (c) junior members;
- (d) non-rowing members;
- (e) honorary members.

8. The eligibility criteria and rights and privileges attaching to each category of membership are as follows:

(1) Full Rowing Members

- (a) Except in the case of full rowing members admitted to membership under rule 6, a person will only be eligible for admission to membership as a full rowing member if that person establishes to the satisfaction of the Committee (the decision of which will be conclusive) that he or she is, or has been, or intends to be, a competitive rower or a rowing coach at the Club, and if that person has attained the age of 18 years.
- (b) A full rowing member will have the right
 - (i) to attend all general meetings of the Club;
 - (ii) to vote on all ordinary and special resolutions put to such meetings including (without limitation) special resolutions to amend this Constitution;
 - (iii) to vote on the election of office bearers and ordinary members of the Committee;
 - (iv) to be nominated for, and elected as, an office bearer or ordinary member of the Committee;
 - (v) to nominate any person for membership of the Club and to nominate any candidate for election as an office bearer or ordinary member of the Committee; and
 - (vi) to use the facilities and amenities of the Club as permitted and determined by the Committee from time to time and in accordance with the directions of the Club Captain or, in the absence of the Club Captain, the Head Coach.

(2) Recreational Rowing Members

- (a) A person will be eligible for admission to membership as a recreational rowing member if that person is, or has

been, or intends to be, a rower at the Club, and has attained the age of 18 years.

- (b) A recreational rowing member will have the right
 - (i) to attend all general meetings of the Club;
 - (ii) to vote on all ordinary and special resolutions put to such meetings except for special resolutions to amend this Constitution;
 - (iii) to vote on the election of office bearers and ordinary members of the Committee;
 - (iv) to be nominated for, and elected as, an office bearer or ordinary member of the Committee;
 - (vi) to nominate any person for membership of the Club and to nominate any candidate for election as an office bearer or ordinary member of the Committee; and
 - (vii) to use the facilities and amenities of the Club as permitted and determined by the Committee from time to time and in accordance with the directions of the Club Captain or, in the absence of the Club Captain, the Head Coach.

(3) Junior Members

- (a) To be eligible for admission to membership as a junior member, a person must be, or have been, or intend to be, a rower at the Club, and must be under the age of 18 years.
- (b) Junior members shall be entitled to use the facilities and amenities of the Club as permitted and determined by the Committee from time to time and in accordance with the directions of the Club Captain or, in the absence of the Club Captain, the Head Coach but shall not be entitled to exercise any of the rights or privileges granted to full rowing members under sub paragraphs (i) to (v) of paragraph (1)(b) above.

(4) Non-Rowing Members

- (a) The Committee may if it considers it appropriate create a category of membership for persons who do not meet the criteria to be full rowing members or recreational rowing members or junior members and may, subject to

paragraph (b) below) determine the eligibility criteria and the rights and privileges for that class of membership.

- (b) Except where the Committee has resolved to the contrary in relation to one or more particular resolutions to be put to members at a general meeting, non-rowing members shall not be entitled to vote at any general meeting.

(5) Honorary Members

- (a) The Committee may, in accordance with procedures established by the Committee from time to time, admit as honorary members of the Club:
 - (i) the Patron or Patrons of the Club for the time being;
 - (ii) any prominent citizen or local dignitary whom the Committee wishes to honour with an honorary membership; or
 - (iii) any other person whom the Committee wishes to honour with an Honorary Membership on a temporary basis.
- (b) Honorary members may be relieved by the Committee of any obligation or liability with respect to the payment of entrance fees and subscriptions.
- (c) Subject to paragraph (d) below, the rights and privileges afforded to an honorary member shall be determined by the Committee on a case by case basis depending on the circumstances.
- (d) An honorary member shall not be entitled to vote at any general meeting of members, nor to nominate for or be elected to the Committee or any office of the Club nor to participate in the management or the Club in any way.

- 9. The Committee may from time to time create sub-categories of membership within the categories described in rule 8 for the purposes of allocating Club equipment and facilities and determining levels of membership subscriptions, fees and levies.

LIFE MEMBERSHIP

- 10. Any member of the Club who has rendered outstanding service to the Club may be elected to life membership of the Club by resolution carried by a simple majority of those present and voting at a general

meeting, following the submission to such meeting of an appropriate recommendation from the Committee.

11. A life member is relieved from payment of any membership subscriptions, fees or levies but shall have all the rights and privileges of a full rowing member.

GENERAL PROVISIONS RELATING TO MEMBERSHIP

12. Nomination and Approval

Unless otherwise determined by the Committee, the following procedures are to be followed for a person to be admitted to membership of the Club:

- (a) the person must be nominated by the Head Coach or by a member of the Club in a written nomination form approved by the Committee (referred to in this rule as a "Membership Nomination Form") and signed by the Head Coach or nominating member;
- (b) the Membership Nomination Form must be completed to include all relevant information regarding the nominee (as specified in the Membership Nomination Form) and such information must be verified by signature of the nominee;
- (c) the completed and signed Membership Nomination Form must be lodged with the Secretary;
- (d) as soon as practicable after receiving the Membership Nomination Form, the Secretary must refer the nomination to the Committee which will (subject, if applicable, to paragraph (e) below) determine whether to approve or reject the nomination;
- (e) if the nominee is a person to whom rule 13 applies, the Committee may consider the nomination but will not approve it until the Club Captain or the Head Coach have confirmed that the nominee has met the requirements of rule 13;
- (f) as soon as practicable after the Committee makes a determination under paragraph (d), the Secretary must:
 - (i) notify the nominee, in writing, that the Committee has approved or rejected the nomination (whichever is applicable), and
 - (ii) if the Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum

payable under these rules by a member as entrance fee and annual subscription; and

- (g) the Secretary must, on receipt from the nominee of the amounts referred to in rule 17 within the period referred to in that provision, enter the nominee's name in the Register of Members and, on the name being so entered, the nominee becomes a member of the Club.

13. Induction Program for Rowing Members

- (1) The Club Captain may with the approval of the Committee require that all persons who have been nominated for membership of the Club on the basis that they intend to row or to use the Club's rowing equipment or facilities demonstrate to the satisfaction of the Club Captain or the Head Coach that they are competent to do so properly and safely.
- (2) For the purposes of sub-rule (1), the Club Captain or Head Coach may, having regard to the rowing experience and expertise of a person who is nominating for membership, require the nominee to undertake and successfully complete an introductory rowing program managed by the Club.
- (3) The Club may charge a fee (as determined from time to time by the Committee) to persons undertaking the introductory program referred to in sub-rule (2).

14. Cessation of Membership

A person ceases to be a member of the Club if the person:

- (a) dies,
- (b) resigns membership,
- (c) is expelled from the Club, or
- (d) is removed from the register of members in accordance with sub-rule 18(4).

15. Resignation of Membership

A member of the Club who has paid all amounts payable by the member to the Club in respect of the member's membership may resign from membership of the Club by first giving to the Secretary written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

16. Entry in Register

If a member of the Club ceases to be a member under rule 14 or 15, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

17. Membership Rights not Transferable

A right, privilege or obligation which a person has by reason of being a member of the Club:

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

18. Fees and subscriptions

- (1) A member of the Club must, on admission to membership, pay to the Club a fee of \$1.00 or, if some other amount is determined by the Committee, that other amount.
- (2) In addition to any amount payable by the member under sub-rule (1), a member of the Club must pay to the Club an annual membership fee of \$2.00 or, if some other amount is determined by the Committee, that other amount:
 - (a) except as provided by paragraph (b), before 1 April in each calendar year, or
 - (b) if the member becomes a member on or after 1 April in any calendar year—on becoming a member and before 1 April in each succeeding calendar year.
- (3) If a member fails to pay any fees payable under sub-rules (1) or (2) by the due date, the Committee may, after allowing such extensions of time as it considers reasonable, suspend the member from membership of the Club.
- (4) If, following a period of suspension of not less than six (6) months under sub-rule (3), a member fails to pay the fees referred to in that sub-rule, the Committee may determine that the member's membership should be terminated and instruct the Secretary to remove the member's name from the register of members.

19. Members' Liabilities

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by rule 18.

REGISTER OF MEMBERS

20. Committee to Maintain Register

The Committee must establish and maintain a register of members of the Club specifying the name and address of each person who is a member of the Club, the category of membership held by each such person and the date on which the person became a member.

21. Register to be kept at Principal Office

The register of members must be kept at the principal place of administration of the Club.

22. Members' Right to Inspect and Copy

A member of the Club may obtain a copy of that part of the register which records his or her details on payment of a fee of \$1.00 or, if some other amount is determined by the Committee, that other amount.

DISPUTES AND DISCIPLINARY PROCEDURES

23. Resolution of Internal Disputes

- (1) Disputes between members of the Club (in their capacity as members), and disputes between members and the Club, must in the first instance be referred to the Committee which will in good faith attempt to resolve the dispute on an equitable basis.
- (2) Where a dispute referred to in sub-rule (1) has been referred to the Committee and where, following such referral, the parties to the dispute have been unable to resolve it to all parties' satisfaction within 28 days (or such longer period as the parties may agree), any party thereto may have the dispute referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

24. Disciplining of Members

- (1) A complaint may be made to the Committee by any member of the Club that another member:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Club.
- (2) On receiving such a complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under rule 25.
- (5) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under sub-rule 25(5),whichever is the later.

25. Right of Appeal of Disciplined Member

- (1) A member may appeal to the Club in general meeting against a resolution of the Committee under rule 24, within 7 days after

notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

- (2) The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under sub-rule (1), the Secretary must notify the Committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Club convened under sub-rule (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Club passes a resolution in favour of the confirmation of the resolution, the resolution is confirmed.

THE COMMITTEE

26. Powers of the Committee

The Committee is to be called the Committee of Management of the Club and, subject to the Act, the Regulation and these rules and to any resolution passed by the Club in general meeting:

- (a) is to control and manage the affairs of the Club, and
- (b) may exercise all such functions as may be exercised by the Club, other than those functions that are required by these rules to be exercised by a general meeting of members of the Club, and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

27. Constitution and Membership

- (1) The Committee is to consist of:
 - (a) the office-bearers of the Club, and
 - (b) one ordinary committee member or such other number of ordinary committee members (being not more than 4) as the Committee may from time to time determine,

each of whom is (subject to sub-rule (6) below) to be elected at the annual general meeting of the Club under rule 28.
- (2) The office-bearers of the Club are to be:
 - (a) the President,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the Secretary; and
 - (e) the Club Captain.
- (3) Notwithstanding any implication to the contrary in these rules, a majority of the members of the Committee must be Life Members or full rowing members and the Committee may from time to time make By-Laws adjusting the procedures for the appointment of members to fill casual vacancies under sub-rule (5) and for the election of office bearers and ordinary members of the Committee under rule 28 to the extent required to ensure that those procedures result in a Committee membership which satisfies the requirement of this sub-rule.
- (4) Each member of the Committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (6) The office bearers and ordinary committee members of the Club at the date of adoption of this Constitution shall, subject to rule 31, continue to hold their respective offices and be members of

the Committee until the conclusion of the first annual general meeting following the adoption of this Constitution.

28. Election of Members

- (1) Nominations of candidates for election as office-bearers of the Club or as ordinary members of the Committee:
 - (a) must be made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

29. Secretary

- (1) The Secretary must, as soon as practicable after being appointed as secretary, lodge notice with the Club of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the Committee,

- (b) the names of members of the Committee present at a Committee meeting or a general meeting, and
 - (c) all proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

30. Treasurer

It is the duty of the treasurer of the Club to ensure:

- (a) that all money due to the Club is collected and received and that all payments authorized by the Club are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.

31. Casual Vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the Club, or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act, or
- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under rule 32, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

32. Removal of Member

- (1) The Club in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

- (2) If a member of the Committee to whom a proposed resolution referred to in sub-rule (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

33. Meetings and Quorum

- (1) The Committee must meet at least four (4) times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the President or the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-rule (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Unless otherwise determined by the Committee from time to time, any three (3) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:

- (a) the President or, in the President's absence, the vice-president is to preside, or
- (b) if the President and the vice-president are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

34. Delegation by Committee to Sub-committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Club as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

35. Voting and Decisions

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.

- (2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to sub-rule 33(5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

36. Meetings by Telephone or Video Teleconference

- (1) For the purposes of these rules, and without prejudice to any other form of meeting recognized by law, a meeting of the Committee may be conducted utilising telephone or video teleconferencing facilities.
- (2) Where a meeting is conducted by telephone or video teleconferencing facilities, a member of the Committee will be deemed to be present at the meeting for so long as he or she is able to hear and be heard by all other participants in the meeting and it shall be the responsibility of the chairman of the meeting to ensure that all participants maintain such communication throughout the meeting.
- (3) All of the provisions in these rules relating to meetings of the Committee (including without limit provisions relating to notices, quorums and voting procedures) shall apply equally to meetings conducted in accordance with this rule.

37. Circular Resolutions

A resolution in writing signed by all members of the Committee shall be as valid and effective as if it had been passed at a duly convened and held meeting of the Committee and shall be deemed to have been passed when it is signed by the last of the members of the Committee to sign it. Any such resolution may consist of several documents in identical wording each signed by one or more members of the Committee.

PATRONS

38. Appointment and Removal

- (1) The members of the Club in general meeting may appoint one or more persons as Patron or Patrons of the Club upon a recommendation of the Committee.
- (2) Any Patron appointed under sub-rule (1) may by the same procedure be removed as a Patron of the Club.

GENERAL MEETINGS

39. Annual General Meetings – When Held

- (1) Subject to the Act and to the following provisions of this rule, the annual general meeting of the Club is to be convened each year on such date and at such place and time as the Committee thinks fit.
- (2) With the exception of the first annual general meeting of the Club, or following a Special Resolution to amend the Club's financial year, the Club must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Club, convene an annual general meeting of its members.
- (3) The Club must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the Club.
- (3.1) Following a special Resolution to amend the financial year, the club must hold its next annual general meeting
 - (a) within the period of 18 months after the passing of the resolution.
- (4) Sub-rules (2),(3) and (3a) have effect subject to any extension or permission granted by the Director-General under section 26 (3) of the Act.

40. Annual General Meetings – Business and Notice

- (1) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Committee reports on the activities of the Club during the last preceding financial year,
 - (c) to elect office-bearers of the Club and ordinary members of the Committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.
- (2) An annual general meeting must be specified as such in the notice convening it.

41. Special General Meetings – How Convened

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Club.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in sub-rule (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who consequently incurs expense is entitled to be reimbursed by the Club for any expense so incurred.

42. Notice of General Meeting

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub-rule (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under sub-rule 40(1).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

43. Quorum at General Meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten (10) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment

by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 5) is to constitute a quorum.

44. Presiding Member

- (1) The President or, in the President's absence, the vice-president, is to preside as chairperson at each general meeting of the Club.
- (2) If the President and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

45. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-rules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

46. Voting Procedures at General Meetings

- (1) A question arising at a general meeting of the Club is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the Club, a poll may be demanded by the chairperson or by at least 3 members present.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

47. Special Resolution

A resolution of the Club is a special resolution if:

- (a)
 - (i) it is proposed at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given to members in accordance with these rules; and
 - (ii) it is passed by a majority which comprises at least 75% of the votes cast on the resolution by members present at the meeting and entitled to vote on the resolution;

or

- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

48. Voting Rights

- (1) On any question arising at a general meeting of the Club a member entitled by these rules to attend and vote at general meetings of the Club has one vote only.
- (2) All votes must be given personally and voting by proxy is not permitted.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

- (4) A member is not entitled to vote at any general meeting of the Club unless all moneys due and payable by the member to the Club have been paid, other than amounts which are not considered by the Club to be overdue for payment on the date of the general meeting.

MISCELLANEOUS

49. Sources of Funds

- (1) The initial capital of the Club will be transferred to it by the Former Rowing Club pursuant to a Deed of Transfer dated 25 March 2007. Thereafter, the funds of the Club are to be derived from entrance fees and annual subscriptions from members, income from providing rowing and coaching services, income from providing boat storage and rowing facilities to members, schools and other rowing clubs and associations, donations and such other sources as the Committee determines.
- (2) All money received by the Club must be deposited into a bank account maintained by the Club or otherwise dealt with in a manner otherwise authorised by the Committee.
- (3) The Club must maintain good and proper records of all income and other moneys received by it and ensure that all receipts are accounted for in accordance with accepted accounting principles and standards.

50. Management of Club Funds

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by such members of the Committee and employees of the Club as are specifically authorised by the Committee to be signatories on such instruments and must also be signed in the manner from time to time specified by the Committee.

51. Alteration of Objects and Rules

The statement of objects in rule 5 and these rules may be altered, rescinded or added to only by a special resolution of full rowing members of the Club.

52. Common Seal

- (1) The common seal of the Club must be kept in the custody of the Public Officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the Public Officer or Secretary.

53. Custody of Books

Except as otherwise provided by these rules, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

54. Inspection of Books and Records

The records, books and other documents of the Club (other than the register of members) must be open to inspection, free of charge, by a member of the Club at any reasonable hour.

55. General Notices to Members

Notices of general meetings and other notices sent by the Club to members generally or to one or more categories of members generally may be sent to each member:

- (a) by email addressed to the email address specified by that member from time to time and recorded in the register of members; or
- (b) in accordance with rule 56.

56. Service of Other Notices

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person.
- (2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post.
- (3) Nothing in this rule invalidates the service of any notice by any other means where the intended recipient has acknowledged receipt.

57. Winding up

- (1) Subject to sub-rule (2) if, upon a winding up or dissolution of the Club, a distribution of surplus property is proposed to be made under section 53 of the Act then, provided:
 - (a) the Former Rowing Club is operating (under any name) as a club which includes as one of its objectives the encouragement or support of the sport of rowing; and
 - (b) the Former Rowing Club is an eligible recipient of such surplus property under the Act,

all such property shall be distributed to the Former Rowing Club.

- (2) The operation of this rule is conditional upon the Club complying with the requirements of section 53 of the Act and receiving the approval of the Director General as required thereunder.