

Annexure A

Constitution

Of the

Subsonix Dragon Boat Club Incorporated

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1. NAME

The name of the Club shall be the "Subsonix Dragon Boat Club", and hereinafter called "the Club".

2. DEFINITIONS

In this Constitution unless specified, the following definitions apply:

Member – shall mean a person who has registered with the Club and has paid their annual registration fee.

Life Member – shall mean a person who has been granted a life membership by the Club, with no annual registration fee applicable, and for the purpose of this Constitution is considered a Member.

Committee – shall mean the Committee of management of the Club.

Special Resolution – shall mean a special resolution defined in the Act.

The Act – shall mean the *Associations Incorporation Act 1985*, to be read in conjunction with the *Associations Incorporation Act Regulations 2008*.

Month – shall mean a calendar month.

3. Objects and Aims

The objectives and aims of the Club shall be to:

- a. promote an interest in dragon boat racing, at minimum expense to the Club members;
- b. co-operate with any other Club, having similar objectives to this Club and formed for the purpose of promoting and fostering those activities;
- c. raise, hold and expend monies and sponsorship for the furtherance of this Club's aims;
- d. participate in races during the designated Dragon Boat Association of South Australia Inc (DBSA) season, subject to Members acceptance;
- e. accept National and International invitations to participate in events, whilst providing financial assistance to members to attend as a complete team;
- f. uphold the Constitution and aims of any governing body with which this Club is affiliated; and
- g. abide with the *Associations Incorporations Act 1985*.

4. AFFILIATION

The Club shall affiliate with DBSA and any other organization that the Committee may from time to time determine.

5. POWERS

- a. The Association shall have all the powers conferred by section 25 of the Act.
- b. The Committee shall have the power to deal with all matters pertaining to the Club

- c. The Committee shall have the power to appoint such persons as deemed necessary to fulfil all Club obligations.

6. SUBSCRIPTIONS

- a. Members of the Club shall be required to pay such fees as agreed at the Annual General Meeting and recommended by the outgoing committee, with a view to the Club's current financial position.
- b. Subscriptions fall due at the conclusion of the Annual General Meeting and must be submitted together with the Club Application for Membership Form and DBSA Membership Form by July 1 each year. Otherwise membership lapses thereafter and the person is un-financial and forfeit any associated rights.
- c. No subscription or registration fee shall be refunded.

7. MEMBERSHIP

- a. Membership is open to all individuals who accept the objects and aims of the Club.
- b. Application for membership and renewal of membership shall be on the appropriate forms and submitted to the Secretary. The relevant subscription fee shall be forwarded to the Treasurer.
- c. Late applications to have a pro-rata fee applied. This fee shall be determined by the Committee.
- d. All applications shall have admission or rejection determined by the Committee. In no case will there be a requirement for a reason for the rejection of an applicant.
- e. The membership of the Club shall be comprised of the following:
 - (i) *Members* – Individuals who pay the relevant subscription fee and follow the above requirements;
 - (ii) *Life Members* – On the recommendation from Club Members to the Committee, the Club may award Life Membership to any person who has rendered sterling service to the Club for a period of not less than 5 years. Club Members may nominate persons who have rendered sterling service to the Club for at least 5 years for consideration by the Committee for the Award. Nominations shall be in writing and shall contain full details of the services rendered to the Club by the nominee. The Committee may recommend a person nominated by the Club Member or a person selected by it for the Award.
 - (iii) *Associate Members* – Individuals already a member of another AusDBF club and therefore covered by such insurances as are required, but who wish to join with the Club (Subsonix) for an event or events.
- f. Financial Membership expires as of the 1 July each year.

8. CONDUCT

- a. Club Members shall at all times abide by the Constitution and all rulings made by the Committee.

- b. Any member who is charged with misconduct shall stand before the Committee. If the charge is proven, that member may be expelled, suspended, reprimanded, penalized or dealt with as the Committee sees fit.
- c. Any Life Member who transfers to another club in SA metro area shall forfeit life membership of the Club (Subsonix).

9. COMMITTEE

- a. The management of the assets and affairs of the Club shall be under the control of the Committee.
- b. Any team members may nominate or be nominated for election to any office in the Club. These elections shall take place annually, at the Annual General Meeting.
- bb. The term of office for each Committee person shall be two (2) years with the President, Treasurer and one other member elected in one year and the Secretary and one other member elected in the second year. Half of the remaining membership of the committee shall be elected on a rotating basis with a term of two years
- c. The Committee may appoint a person to fill a casual vacancy and such Committee member shall hold office until the next Annual General Meeting of the Club and shall be eligible for election to the Committee, without nomination.
- d. The Committee shall consist of a President, a Secretary, a Treasurer and not less than one other person with a maximum of nine persons forming the Committee.
- e. The incumbents will not take office until the termination of the General Meeting at which they are elected.
- f. The Committee may, from time to time, appoint one or more Portfolios for the purpose of carrying out, or supervising, all or any of the objects or activities of the Club including the appointment of a Club Coach.
- g. All office bearers and other Committee members of the Club shall be on an honorary basis.
- h. All office bearers and other Committee Members must be financial Club members.

10. QUORUMS

Quorums for the Club shall consist of the following:

- (i) *Committee Meetings* – half, plus one of the Committee members.
- (ii) *General Meetings* – half, plus one of the current year's financial members.

If within 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.

11. DUTIES OF OFFICE BEARERS

11.1 Duties of the Secretary

The Secretary shall:

- a. Keep all records and Minutes of the Club;
- b. Keep a record of the names and addresses of all members;
- c. Give notice of all meetings in accordance with these rules;
- d. Conduct all general correspondence and keep copies of such correspondence;
- e. Keep all Minutes of General and Committee meetings, and;
- f. In case of suspension, expulsion and protest, notify all parties concerned.

11.2 Duties of the Treasurer

The Treasurer shall:

- a. Keep proper books of accounts;
- b. Receive all monies for, and on behalf of, the Club, and thereupon pay them into such financial institutions as the Committee, from time to time, deem appropriate, to the credit of the Subsonix Dragon Boat Club;
- c. Pay all accounts approved at the Committee meetings;
- d. Submit a statement of the Club's financial position to monthly – convened Committee meetings, and;
- e. Provide an audited statement of accounts, together with a balance sheet, prior to, and for presentation at the Annual General Meeting.

11.3 Duties of the President

The President shall:

- a. Keep the Committee Seal of the Club;
- b. At any meeting, have a personal vote and shall, in addition, have a casting vote if votes are equal. This vote shall be used to defeat the motion or maintain the status quo;
- c. Act as Chairperson at both Committee and General Meetings, except in the absence of the President, or at the request of the President, another member may be elected as that meeting's Chairperson;
- d. Together with the Secretary, prepare the Agenda for the Committee and General Meetings;
- e. Encourage full and balanced participation in meetings by all members and shall decide on matters of order, and;
- f. Act as spokesperson for the Club unless an alternative spokesperson has been appointed by a General Meeting.

12. MEETINGS

12.1 Committee Meetings

- a. The Chairperson shall open and close Committee Meetings and conduct them.

12.2 Annual General Meetings

- a. The Annual General Meeting of the Club shall be held no later than 30 June each year.
- b. Fourteen (14) days clear notice shall be given in writing prior to any such meeting. This notice to include the time and place of said meeting.
- c. The business of the Annual General Meeting shall, among other transactions, include the following:
 - (i) Attendance
 - (ii) Confirmation of Minutes
 - (iii) Presentation of reports and balance sheet
 - (iv) General business
 - (v) Confirmation of fees
 - (vi) Election of Officers
- d. Any notice of motions are to be lodged in writing and received by the Secretary not less than seven (7) days prior to the Annual General Meeting.
- e. Notice of any General Business items are to be lodged with the Secretary not less than seven (7) days prior to the Annual General Meeting.
- f. The accidental omission to give to any member, or the non receipt by any member of any notice of meeting, required to be given by this Constitution, shall not invalidate or affect any proceedings or elections at such meetings.
- g. Voting at General Meetings shall be by show of hands unless a secret ballot is demanded. Decision shall be by simple majority.

12.3 Special Meetings

These may be convened by the Secretary, by giving not less than seven (7) days' notice to all members, stating the proposed business. This to be done at: (a) the request of the Committee or, (b) upon receipt of a requisition stating the object of such meeting, signed by no fewer than seven (7) financial members.

13. FINANCE

- a. The financial year of the Club shall commence on the 1st day of May each year, and end on the 30th day of April the following year.
- b. All monies received shall be paid to the credit of the Club, at the approved financial institution.
- c. All accounts shall be passed by a General Meeting or by the Committee.
- d. The accounts of the Club shall be audited by an Auditor engaged at the Committee's discretion. The Auditor shall not hold any office in the Club.
- e. Any annual affiliation fee is to be paid upon receipt of request.
- f. No profits, in excess of expenditure, made by the Club shall at any time be returned or paid as profits or dividends to members.

14. AMENDMENTS

This Constitution may be amended by a three-quarter (3/4) majority of those financial members present and voting thereon at any Annual or Special Meeting.

15 WINDING UP

15.1 Dissolution

The Club may be dissolved upon the discharge of liabilities and a special resolution being passed, recorded at a Special General Meeting convened for that purpose, provided that:

- a. at least 21 days written notice specifying the intention to propose the resolution as a special resolution, is given to all members of the Club, and;
- b. it is passed at a meeting referred to in this paragraph by a majority of not less than three quarters (3/4) of such members of the Club, as being entitled to do so, vote in person or (where proxies are allowed) by proxy, at that meeting.

15.2 Distribution of Assets

If, at the completion of the winding up of the Club, any assets remain after the liabilities of the Club have been discharged and the costs and expenses of the winding up have been paid, the assets that remain;

- a. shall not be paid to nor distributed amongst the Members of the Club, but;
- b. shall be given or transferred to a charity or charities as determined by the meeting held for the purpose of winding up and in default thereof by the Supreme Court of South Australia.