



RULES OF ASSOCIATION

Hurricane Outrigger Canoe Club Inc

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1. Name

The name of the Association is *Hurricane Outrigger Canoe Club Inc* (hereafter referred to as the "Association").

2. Definitions

In these rules, unless the contrary intention appears-

"annual general meeting" is the meeting convened under paragraph (b) of rule 21(1);

"Committee meeting" means a meeting referred to in rule 20;

"Committee member" means person referred to in rule 14 sub-rule (1) and (2);

"convene" means to call together for a formal meeting.

"department" means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

"financial year" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 October and ending on 30 September in the following year;

"general meeting" means a meeting to which all members are invited; "member" means member of the Association;

"ordinary resolution" means resolution other than a special resolution;

"poll" means voting conducted in written form (as opposed to a show of hands);

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than fifty (50%) of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies, electronic or postal votes are allowed by the rules of the association by proxy, electronic or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 1987*; "the Association" means the Association referred to in rule 1; "the President" means-

(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 15; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 14 (1) or, if that person is

unable to perform his or her functions, the Vice President;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"the Committee" means the Committee of Management of the Association referred to in rule 14 (1);

"the Administration Officer" means the Administration Officer referred to in paragraph (c) of rule 14 (1);

"the Vice-President" means the Vice-President referred to in paragraph (b) of rule 14 (1).

"the Treasurer" means the Treasurer referred to in paragraph (d) of rule 14(1).

3. Objects of Association

The objects of the Association are-

- (1) Maintain communication at all times between members of the committee.
- (2) Maintain communication at all times between the committee and the association members.
- (3) To ensure health and safety, risk management guidelines, acceptable conduct, and policies and practices exist for all members.
- (4) Maintain and develop a good relationship with relevant governing bodies including AOCRA and Paddle WA.
- (5) To adhere to the rules of racing in Australia as advised by WA Zone AOCRA (WAZA) and the Australian Outrigger Canoe Racing Association (AOCRA).
- (6) Maintain and develop a good relationship with all paddling associations.
- (7) To recruit, develop and retain quality paddlers.
- (8) To recruit and develop teams at different competitive levels.
- (9) To race competitively and strive to achieve the best possible results.
- (10) To obtain one or more sponsors for the association.
- (11) To frame and administer Rules for the association.
- (12) To hold funds derived from the fees of members, donations, grants, payments and other such sources as may be approved by the Association.
- (13) To acquire by purchase, lease, and exchange or otherwise, canoes, other racing craft, paddling equipment, land, buildings and hereditaments of any nature or description and any estate or interest therein and any rights over or connected herewith. Provided that in case the association shall take or hold any property, which may be subject to trusts, the association, may only deal with the same in such manner, as is allowed by law having regard to such trusts.
- (14) Ensure all activities are undertaken with the utmost regard to safety.
- (15) Conduct an annual review of all safety practices.

4. Non-Profit Clause

- (1) The property and income of the Association shall 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 members, 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 sub-rule 3.13.
- (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 for the Association.
 - (b) provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (c) 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
 - (d) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (e) the reimbursement of reasonable expenses properly incurred by the members on behalf of the Association.

5. Powers of Association

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association-

may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks appropriate;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business, or management of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable;
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association;
- (i) to donate and promote donations for registered charities or charitable organisations from time to time;
- (j) to receive grants, bequests and donations; and
- (k) to do all such acts and things as are incidental or subsidiary to all or any of the above.

6. Qualifications for membership of Association

- (1) Membership of the Association is open to-
- (2) All individuals of Western Australia that accept the Objects and Aims of the Association. Membership to the Association will be in the following classes:
 - (a) Senior
 - (b) Associate
 - (c) Social
 - (d) Junior
 - (e) Life Membership
- (3) Senior Members are those individuals who are a full member, 18 years or older, a competitive paddler and are registered with the Association under sub-rule 15 and have full voting rights.
- (4) Associate Members are those individuals who are adaptive paddlers, country members or satellite members who are registered with the Association under sub-rule 15 and have full voting rights.
- (5) Social Members are a non-competitive paddler, registered with the Association under sub-rule 15 and shall have no voting rights or be entitled to hold office.
- (6) Junior Members are those individuals that are 17 years of age and under, competitive paddlers, registered with the Association under sub-rule 15 and shall have no voting rights or be entitled to hold office.
- (7) Life Members are those individuals that are bestowed with the Life Member status for outstanding service to the Association. Life Members have no voting rights but can hold non-executive roles within the Committee.
- (8) A person who wishes to become a member must-
 - (a) make application for membership on the prescribed form addressed to the Committee in writing and shall state the class of membership sought.
- (9) Such application for membership shall be considered at the next committee meeting of the Association, which shall determine upon the admission or rejection of the applicant. The Committee will notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (10) If the Committee rejects the application, the committee is not required to give the applicant its reasons for doing so.
- (11) The Membership Officer will provide the Committee members with a list of new members who have applied which must be considered under sub-rule (8) at a committee meeting.
- (12) An applicant whose application for membership of the Association is rejected under sub-rule (9) must, if he or she wishes to appeal against that decision, give notice to the Administration Officer of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (13) When notice is given under sub-rule (9), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.
- (14) If the Committee accepts the application, the Committee will notify the applicant of the Committee's decision to accept their application. The

applicant must pay the prescribed membership fee to the Association in 14 days and prior to obtaining full membership rights including voting rights to the Association.

- (15) All members of the Association must be registered annually with the Association and pay the annual membership fee as determined by the Committee.
- (16) Dual Membership of the Association is not permitted, unless an exemption has been granted by the Committee under a pre-existing and or historical agreement with nominated members.
- (17) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

7. Register of members of Association

- (1) The Administration Officer, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (2) The register must be so kept and maintained at the Administration Officer's place of residence, or at such other place as the members at a general meeting decide.
- (3) The Administration Officer must cause the name of a person who dies or who ceases to be a member under rule 9 to be deleted from the register of members referred to in sub-rule 7(1).

8. Life Membership

- (1) Life Membership may be bestowed upon any individual who in the opinion of the Association has given outstanding service to the Association.
- (2) A proposal for Life Membership shall be given by notice to the Committee, included in the meeting agenda and shall include a resume of the proposed recipient's contribution of service.
- (3) Such a motion to confer Life Membership must be affirmed by a 50% majority of those present at the committee meeting.
- (4) Privileges of Life Membership include:
 - (a) No annual subscription to the Association
 - (b) Invitations to all functions held by the association at no cost

9. Subscriptions / Entrance Fees of members of Association

- (1) The members may from time to time at a general meeting determine the amount of the subscription and entrance fees to be paid by each member.
- (2) Each member must pay to the Treasurer, annually on or before 1 September or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (1).

- (3) Subject to sub-rule (4), a member whose subscription is not paid within three months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (4) A person exercises all obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within three months thereafter, or such other time as the Committee allows.
- (5) While any monies payable by a member are overdue, that member may not vote or be counted in a quorum for a meeting of the Committee or exercise any powers as members of the Association unless the Committee resolves otherwise.
- (6) Each paddling member must pay to the Team Manager prior to competition days and/or any other racing days the amount of the entrance fee as determined under sub-rule (1). Payment of race fees on the day of competition, may at the discretion of the Team Manager, be accepted.
- (7) If a member fails to pay the entrance fee, then the Team Manager and or Coach may exclude that member from paddling with the team/crew at that event.

10. Termination of membership of the Association

Membership of the Association may be terminated upon-

- (a) receipt by the Administration Officer or another Committee member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
- (b) non-payment by a member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 9 (3); or
- (c) expulsion of a member in accordance with rule 11.

11. Suspension or expulsion of members of Association

- (1) All members must respect the rights, dignity and worth of all members regardless of their ability, gender or cultural background. Abusive or violent conduct of any nature towards any paddler (athlete), club, race official, volunteer or spectator will not be tolerated.
- (2) If the Committee vote of at least three-fourths of their number to expel, suspend or reprimand any member, should any member not comply with the Rules of the Association, the association and or governing body code of conduct or is found guilty of conduct which is, in the opinion of the Association, detrimental to the interests of the Association or its members. The Committee must communicate, either orally or in writing, to the member-
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct, not less than 30 days before the date of the

Committee meeting referred to in paragraph (a).

- (3) At the Committee meeting referred to in a notice communicated under sub- rule 11(2), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, within 7 days after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (4) Subject to sub-rule (6), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (3).
- (5) A member who is suspended or expelled under sub-rule (3) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Administration Officer of his or her intention to do so within the period of 14 days referred to in sub-rule (4).
- (6) When notice is given under sub-rule (5)-
 - a. the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
 - b. the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.
- (7) At the Committee meeting mentioned in a notice sent under sub-rule 11(2), if the Committee fails to achieve the necessary votes, to expel, suspend or reprimand any member the President of the Association shall have the casting vote.

12. Consequences of Suspension

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

13. Members' Liability

The Members of the Association are not liable to contribute towards the payment of the Association's debts, liabilities, winding-up costs, charges, or expenses, except for any unpaid membership or registration fees.

14. Committee of Management

- (1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by an elected "Committee of Management" consisting of-
 - (a) a President;
 - (b) a Vice-President;
 - (c) an Administration Officer; and
 - (d) a Treasurer.
 - all of whom must be members of the Association.
- (2) Additional volunteer Committee members may include and are encouraged to fulfil the positions as follows:
 - i. Team Manager
 - ii. Membership Administrator
 - iii. Committee Member 1 – alternating year
 - iv. Committee Member 2 – alternating year
- (3) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (9).
- (3A) Prior to the election of Committee members at the first annual general meeting to be held after the incorporation of the Association under the Act, a ballot will be held to choose
 - (a) if the Committee consists of an even number of members, half of that number; or
 - (b) if the Committee consists of an odd number of members, the number of members nearest to, and exceeding, half of that odd number, who will cease to be Committee members, but will be eligible for re-election to membership of the Committee.
- (4) Subject to sub-rules (3A) and (9), a Committee member's term will be from his or her election at an annual general meeting until the election of Committee members at the second annual general meeting after his or her election, [i.e. a two year term], but he or she is eligible for re-election to membership of the Committee.
- (4A) Subject to sub-rules (3A), (9) and (4) a Committee member's term will be further subject to the rotation system shown below:

Only 50% of the Committee may retire at a time in the following rotation system:

No 1 Rotation:	Vice-President and Administration Officer
No 2 Rotation:	President and Treasurer
- (5) Except for nominees under sub-rule (8), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-
 - (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election, to the Administration Officer not less than 7 days before the day on which the annual general meeting concerned is to be held.

- (6) A person who is eligible for election or re-election under this rule may –
 - (a) propose himself or herself for election or re-election;
 - (b) shall be endorsed or second by a current and financial member; and
 - (c) may vote for himself or herself.
- (7) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-
 - (a) the Administration Officer must report accordingly to; and
 - (b) the President must declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.
- (8) If vacancies remain on the Committee after the declaration under sub-rule (7), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (9) If a vacancy remains on the Committee after the application of sub-rule (8), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee:
 - (a) the Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will -
 - i. hold office until the election referred to in sub-rule (2); and
 - ii. be eligible for election to membership of the Committee, the next following annual general meeting.
- (10) The Committee may delegate, in writing, to one or more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or any other law.
- (11) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- (12) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (10).
- (13) The Committee may seek to employ personnel or to obtain contract personnel at its discretion. Such a person(s) employed will have no voting rights and will be selected at a Committee meeting. The employment basis and job description will be determined at the same meeting of the Board.

- (14) A Committee member shall cease to hold office in any capacity with the Association upon any of the following:
- i. Death
 - ii. Ceasing to be a financial registered member of the Associate and eligible to vote.
 - iii. Given notice of resignation in writing to the Administration Officer.
 - iv. Becoming insolvent under administration, with the meaning of the Corporations Act.
 - v. Becoming mentally incapacitated.
 - vi. Being absent without apology from three consecutive Committee meetings.
 - vii. Upon membership or affiliation with a body or association with objectives or aims that are a conflict with the objectives and aims of this Association.
- (15) Where a Committee member has an interest in any similar sporting activity run for personal profit or advantage they will declare a conflict of interest and disqualify themselves from taking part in any Committee vote in relation to that activity.

(15)

15. President and Vice-President

- (1) Subject to this rule, the President must preside at all general meetings and Committee meetings.
- (2) In the event of the absence from a general meeting of-
- (a) the President, the Vice-President; or
 - (b) both the President and the Vice-President, a member elected by the other members present at the general meeting, must preside at the general meeting.
- (3) In the event of the absence from a Committee meeting of-
- (a) the President, the Vice-President; or
 - (b) both the President and the Vice-President, a Committee member elected by the other Committee members present at the Committee meeting, must preside at the Committee meeting.

16. Administration Officer

Administrative Duties:

The Administration Officer must-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with-
 - (i) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 7;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and

- (iii) section 29 of the Act by maintaining a record of:
 - (a) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 30; and
 - (b) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,
 and the Administration Officer must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose.

17. Treasurer

Treasurer Duties:

- (d) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (e) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (f) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (g) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by:
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (h) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (i) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (c), (d) and (e); and
- (j) perform such other duties as are imposed by these rules on the Administration Officer.

18. Team Manager

The Team Manager must-

- (a) co-ordinate all matters to do with entering any events that the Association may decide to compete in;
- (b) ensure that members are aware of all facets of the requirements needed to be eligible to compete in any event entered;
- (c) ensure that all members are financial members of the Association in order to be eligible to be considered for any event entered;
- (d) to assist as directed by the Committee with regard to any National or International event entered.

19. Casual vacancies in membership of Committee

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
 - (i) three consecutive Committee meetings; or
 - (ii) three Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings, of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

20. Proceedings of Committee

- (1) The Committee must meet together for the dispatch of business not less than six times [6] in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee meeting 50% of the Committee members plus one constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- (6) As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary

- interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-
- a. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - b. not take part in any deliberations or decision of the Committee with respect to that contract.
- (7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- (8) The Administration Officer must cause every disclosure made under sub- rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

21. General Meetings

- (1) The Committee-
- (a) may at any time convene a special general meeting;
 - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
 - (c) must, within 30 days of:
 - (i) receiving a request in writing to do so from not less than five [5] members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Administration Officer receiving a notice under rule 11 (5), convene a general meeting to deal with the appeal to which that notice relates.
 - (iii) must, after receiving a notice under rule 6 (12), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.
- (2) The members making a request referred to in sub-rule (1) (c) (i) must:
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to:
- (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b) the

Association must pay the reasonable expenses of convening and holding the special general meeting.

- (5) Subject to sub-rule (7), the Administration Officer must give to all members not less than 14 days notice of a special general meeting and that notice must specify:
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule (7), the Administration Officer must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-
 - (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-
 - (i) confirm the minutes of the last annual general meeting;
 - (ii) to receive and consider financial statements and reports from the Committee;
 - (iii) to elect Office Bearers and Committee members as specified in clauses 14(1) and (2) for the ensuing two-year period; and
 - (iv) any other business requiring consideration by the Association at the general meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Administration Officer must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub- rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Administration Officer must give a notice under sub-rule (5), (6) or (7) by:
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6; or
 - (c) sending the notice to the member via electronic means, such as email, secure member portal, or any other electronic communication platform that has been provided by the member for the purpose of receiving notices, ensuring delivery is made to the most recent contact information on file.
- (9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly affected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

22. Quorum and proceedings at general meetings

- (1) At general meetings 50% of the Committee plus one and 40% of financial members constitutes a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 21 (5) or (6)-
 - (a) as a result of a request or notice referred to in rule 21 (1) (c) or as a result of action taken under rule 21 (3) a quorum is not present, the general meeting lapses; or

- (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Administration Officer must give notice under rule 21 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting-
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).
- (8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

23. Minutes of meetings of the Association

- (1) The Administration Officer must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 14 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or

Committee meeting, as the case requires.

- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - a. the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - b. all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - c. all appointments or elections purporting to have been made at the meeting have been validly made.
- (4) The Administration Office shall circulate the minutes of the meeting to the members of the Committee, within 14 days of the meeting being held.

24. Voting

- (1) All members of the Committee, present at a Committee meeting (or involved in a poll of the Committee Meeting) shall be entitled to one (1) vote.
- (2) Each Committee Member or Proxy will be entitled to one (1) vote on any one motion or matter at any Committee meeting at which they are present or in any poll of a meeting of the Committee, called for whatever purpose.
- (3) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (4) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (5) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- (6) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.
- (7) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- (8) An appointment made under sub-rule (7) must be made by a resolution of the board or other governing body of the body corporate concerned:
 - a. which resolution is authenticated under the common seal of that body corporate; and
 - b. a copy of which resolution is lodged with the Administration Officer.
- (9) A person appointed under sub-rule (7) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

25. Proxies of members of Association

- (1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
- (7) (7) Notice of a general meeting given to an ordinary member under rule 52 must-
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

26. Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a general 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.

27. Rules of Association

(1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows:

- (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
- (c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
- (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

28. Audit

The Committee shall appoint an auditor who shall report to the Members in accordance with the relevant standards and regulations.

29. Financial Year

The financial year of the Association shall commence on the 1st day of October and end on the 30th Day of September, of the following year.

30. Common seal of Association

- (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 18.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, and any Committee Member.

- (4) The common seal of the Association must be kept in the custody of the Administration Officer or of such other person as the Committee from time to time decides.

31. Inspection of records, etc. of Association

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

32. Disputes and mediation

(1) The grievance procedure set out in this rule applies to disputes under these rules between:-

- (a) a member and another member; or
 - (b) a member and the Association; or
 - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.

- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

33. Alteration to the Rules of Association

These rules shall not be altered, repealed or added to except by a special resolution carried by at least fifty majority of those present at an Annual General Meeting or Extraordinary General Meeting, of which 21 days' notice together with a copy of any proposed alteration, repeal or addition has been given.

34. Dissolution and distribution of surplus property

- (1) The Association shall be deemed to have been dissolved if and when a resolution in favour of dissolution shall be carried by at least three fourths (75%) majority at a meeting of the Committee specially called for the purpose of considering such dissolution, and such resolution shall be ratified by at least three fourths (75%) majority of members at a General Meeting specially called for the purpose.
- (2) Upon the dissolution of the Association a liquidator shall be appointed to wind up the affairs of the Association. All property of the Association shall be realised and sold and the monies obtained thereby together with any monies in hand shall be used and applied firstly in paying the expenses of such realisation and sale, secondly in paying and discharging all debts and liabilities for which the Association is responsible, and the surplus (if any) then remaining shall be distributed to another association incorporated under the Act which has similar objects and aims and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

35. General Regulations

- (1) All matters not contained within these rules may be provided for in the General Regulations of the Association.
- (2) General Regulations as prescribed and affirmed by the Committee from time to time shall have the same force as these Rules of Association.
- (3) No regulations shall be repugnant of these Rules of Association.
- (4) Any alteration or addition to the regulations shall be affirmed by a simple majority of members eligible to vote at a Committee meeting.
- (5) All members shall be given 21 days notice of any proposed alteration or addition to the General Regulations.
- (6) Any matter not specifically covered by these Rules of Association or the General Regulations may be determined by a resolution of a simple majority of those Committee members eligible to vote at a Committee meeting.

APPOINTMENT OF PROXY

I,

.....
(Insert MEMBER'S name)

of

...

(Insert MEMBER'S address)

being a member of

Hurricane Outrigger Canoe

Club Incorporated

APPOINTS

.....
.....

(Insert PROXY'S name)

who also is a member of the Association, as my proxy.

My proxy is authorised to vote on my behalf: (Tick ☐ only **ONE** of the following)

☐ at the general meeting/s (and any adjournments of the meeting/s) on

.....
.....
(Insert relevant date/s)

OR

in relation to the following resolutions and/or nominations

In favour:

Against:

.....
.....
.....
.....
.....
.....
.....

.....
.....
.....
.....
.....
.....
.....

(Insert resolution Nos, brief description or
nominees' name/s)

(Insert resolution Nos. brief description or
nominees' name/s)

Signature:

Date:

(of Member appointing Proxy)

NOTICE OF GENERAL MEETING TO ALTER THE RULES

of

Hurricane Outrigger Canoe

Club Incorporated

is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the rules of the association.

The meeting will be held at _____ a.m./p.m. on _____
the _____ 20 _____.

The meeting will take place at _____

SPECIAL RESOLUTION/S:

Currently rule.....states: It is proposed to alter this rule so that it states as follows:

Currently rule.....states: It is proposed to alter this rule so that it states as follows:

OR

A list of alterations to the rules which will be proposed as special resolutions at the meeting is attached.

INFORMATION for MEMBERS

- Rule 20 allows for proxy votes. A proxy form is enclosed for you to nominate another member to vote on your behalf if you cannot attend the meeting.
- Alterations to the rules only take effect when lodged with the Department of Consumer & Employment Protection.