

# **CENTENARY ROWING CLUB INC**

## **RULES**

**19<sup>TH</sup> April 2010**

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# 1. Preliminary

## 1.1 Definitions

In these Rules, unless the contrary intention appears:

**"Act"** means the *Associations Incorporation Act 1981* (Qld)

**"AGM"** means the Club's annual general meeting

**"Auditor"** means the Club's auditor as appointed under these Rules, and who is a person suitable to be the Club's auditor pursuant to the Act

**"By Laws"** means any by laws or, procedures prepared and implemented by the Management Committee and advised to Members from time to time

**"Club"** means the Centenary Rowing Club Inc ABN 77 699 076 028

**"Club Captain"** means either the Club Captain (Male) or Club Captain (Female), as the case may be. **"Club Captains"** means a joint reference to the positions of Club Captain (Male) and Club Captain (Female)

**"Club Vice-Captain"** means either the Club Vice-Captain (Male) or Club Vice-Captain (Female), as the case may be. **"Club Vice-Captains"** means a joint reference to the positions of Club Vice-Captain (Male) and Club Vice-Captain (Female)

**"Code of Conduct"** means any code of conduct prepared and implemented by the Management Committee from time to time to regulate and govern the standard of conduct expected and required of Members

**"Common Seal"** means the common seal of the Club

**"Financial Year"** means the period commencing on 1 January and ending on 31 December of each year

**"Founding Life Member"** means a person who has applied to the Club to become and has been accepted as a Founding Life Member of the Club

**"General Meeting"** means a general meeting of the Club called pursuant to these Rules, and includes the Club's AGM

**"Junior Member"** means a person who has applied to the Club to become and has been accepted as a Junior Member of the Club.

**"Life Member"** means a person who has been conferred a life membership by the Club pursuant to Rule 5.5

**"Management Committee"** means the committee elected by Voting Members to be responsible for the management, operation and administration of the Club

**"Member"** means a person who has been accepted by the Club as a member in one of the classes of membership set out in Rule 5

**"Membership Term"** means the period commencing on 1 January and ending on 31 December of each year

**"Operational Committee"** means the operational committee, established pursuant to these Rules, and to whom the Management Committee may from time to time delegate its powers or functions for the management, operation and administration of the Club

**"Ordinary Member"** means a person who has applied to the Club to become and has been accepted as an Ordinary Member of the Club

**"Pioneer Life Member"** means a person who has applied to the Club to become and has been accepted as a Pioneer Life Member of the Club

**"Register of Members"** means a register of Members required to be maintained by the Management Committee pursuant to these Rules

**"Rules"** means the rules governing the Club as set out in this document

**"School Rowing Support Group President"** means the president for the time being of any school affiliated to the Club pursuant to the By Laws

**"Secretary"** means the person elected or appointed (as the case may be) to be the secretary of the Club

**"Special General Meeting"** means a General Meeting called pursuant to Rule 27

**"Special Resolution"** means a resolution passed at a General Meeting by the votes of three quarters (3/4) of the Voting Members present

**"Sub-Committee"** means each and any of the Sub-Committees established by the Management Committee pursuant to these Rules

**"Voting Member"** means

- (a) an Ordinary Member,
- (b) an Pioneer Life Member;
- (c) anFounding Life Member; and
- (d) such other class of membership established pursuant to Rule 5.1(f) if full voting rights and privileges are conferred on such class of membership

## **1.2 Interpretation**

- (a) In these Rules, unless the contrary intention appears:
  - (i) the singular includes the plural and vice versa and words importing a gender include other genders;
  - (ii) words importing natural persons include corporations;
  - (iii) words and expressions defined in the Act have the same meaning in these Rules;
  - (iv) headings are for ease of reference only and do not affect the construction of these Rules; and
  - (v) a reference to the Act is a reference to the Act as modified, amended or re-enacted from time to time.

- (b) An expression in a provision of these Rules has the same meaning as in a provision of the Act that deals with the same matter as the provision, unless the contrary intention appears in these Rules.
- (c) Subject to Rule 3, where the Act authorises or permits the Club to do anything if authorised by these Rules, the Club is authorised or permitted to do that thing despite any other provision in these Rules.
- (d) Where any provision in these Rules is invalid or unenforceable or conflicts with any provision of the Act, it will be read and interpreted as being subject to the provisions of the Act and will be ineffective, but only to the extent of any invalidity, unenforceability or conflict.
- (e) Subject to Rule 3, where the Club or a member of the Management Committee or any other person is given a power, right or discretion under these Rules:
  - (i) the power, right or discretion may be exercised absolutely without restriction unless the power, right or discretion is expressly limited by these Rules and/or By Laws; and
  - (ii) any exercise of that power, right or discretion on any occasion will not restrict the further exercise of the power, right or discretion on any other occasion or at any time.

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## **2. Name**

The name of the incorporated association shall be "Centenary Rowing Club Inc".

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## **3. Objects**

The objects for which the Club is established are:

- (a) to promote and encourage the competitive, recreational and social aspects of the sport of rowing;
- (b) to maintain and improve the standard of rowing and sculling;
- (c) work with various organisations for the enhancement of rowing in Queensland;
- (d) to hold rowing regattas and races; and
- (e) to do all such things as are necessary or incidental to the achievement of the above objects.

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## **4. Powers**

- (a) The Club has the powers of an individual.
- (b) Subject to the Act and these Rules and only in furtherance of the Club's objects, the Club may conduct all activities an individual may undertake in such a manner as an individual is entitled to at law, including but not limited to the following:
  - (i) to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its

income and property among its members to an extent at least as great as that imposed on the Club pursuant to Rule 35;

- (ii) to buy, sell and deal in all kinds of articles, commodities, merchandise and provisions, for the members of the Club or persons frequenting the Club's premises;
- (iii) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Club, provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (iv) to enter into any arrangements with any government, local authority or regulatory body; to obtain from any such government, local authority or regulatory body any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (v) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen, service providers and other persons as may be necessary or convenient for the purposes of the Club;
- (vi) to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Club, or in or about the Club or promotion of the Club or in the furtherance of its objects;
- (vii) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may directly or indirectly advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (viii) to invest and deal with money of the Club not immediately required in such manner as may from time to time be thought fit;
- (ix) to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (x) to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate; and otherwise to assist any person or body corporate;
- (xi) (in a manner decided by the Voting Members in General Meeting) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise; represent or secure any moneys and further advances borrowed or raised or to be borrowed or raised alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the

Club's property or assets present or future and to purchase, redeem or pay-off any such securities;

- (xii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques, bills of lading and other negotiable or transferable instruments and to open and operate accounts with an authorised deposit taking institution;
- (xiii) to borrow amounts from members and pay interest on the amounts borrowed. For any borrowings pursuant to this Rule 4(b)(xiii), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
  - A. the financial institution for the Club; or
  - B. if there is more than one financial institution for the Club - the financial institution nominated by the Management Committee;
- (xiv) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club;
- (xv) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others;
- (xvi) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the proviso in Rule 4(b)(iii);
- (xvii) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, sponsorship, annual subscriptions or otherwise;
- (xviii) to print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects;
- (xix) to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed on the Club pursuant to Rule 35;
- (xx) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Club is authorised to amalgamate;
- (xxi) to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the incorporated associations with which the Club is authorised to amalgamate;
- (xxii) to make donations for patriotic, charitable or community purposes;
- (xxiii) to establish a Code of Conduct; and



- (xxiv) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.
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## **5. Membership**

### **5.1 Classes of members**

The membership of the Club shall consist of any of the following classes of members:

- (a) Pioneer Life Member;
- (b) Founding Life Member;
- (c) Ordinary Member;
- (d) Junior Member; and
- (e) Life Member; and
- (f) such other classes as established by the Management Committee from time to time with such rights and privileges (including voting rights) as the Management Committee thinks fit.

The prerequisites of entry for each of the above membership classes are set out in the By Laws.

### **5.2 Limit in Member classes**

The number of Members in each class is limited as follows:

- (a) Pioneer Life Member - twenty five (25);
- (b) Founding Life Member - fifty (50);
- (c) Ordinary Member - unlimited;
- (d) Junior Member - unlimited; and
- (e) Life Member - unlimited.

### **5.3 Membership of unincorporated entity**

- (a) A person who, on the day the Club is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the Management Committee, agrees in writing to become a Member of the Club, must be admitted by the Management Committee to the same class of membership of the Club as the Member held in the unincorporated association.
- (b) A member of the Club who, before becoming a Member, has paid the member's annual subscription for membership of the unincorporated association on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Management Committee as the day on which the next annual subscription is payable.

### **5.4 Application for membership**

- (a) An applicant for membership of the Club, other than by the members of the unincorporated association mentioned in Rule 5.3, must be proposed by one (1)

current Voting Member (the "**proposer**") and seconded by another current Voting Member (the "**seconder**").

- (b) An applicant for membership of the Club (other than an applicant to be a Junior Member) must be at least eighteen (18) years of age at the time of making the application.
- (c) An applicant to become a Junior Member must be below the age of eighteen (18) years.
- (d) An application for membership must:
  - (i) be in writing;
  - (ii) be signed by the applicant and the proposer and seconder;
  - (iii) subject to Rule 5.4(e), indicate the class of membership being applied for;
  - (iv) be in the form and contain such other information required by the Management Committee from time to time; and
  - (v) be accompanied by payment of the membership fee for the time being for the class of membership being applied for.
- (e) A person may not apply to become a Life Member.

## **5.5 Appointment as a Life Member**

Life Members of the Club may be appointed at an AGM in recognition of the person's contribution and services rendered to the Club and/or the sport of rowing which are of such special merit as to entitle them to that honour.

## **5.6 Rights of Members**

- (a) Subject to Rule 20(b)(iv), only Voting Members have the right to vote at General Meetings.
- (b) Subject to other provisions in these Rules, a Member who is not a Voting Member shall have the right to attend, but not the right to vote, at General Meetings.
- (c) Notwithstanding Rule 5.6(a), a Life Member who was a Voting Member before being appointed a Life Member shall continue to have the right to attend and vote at General Meetings.
- (d) A Member's membership is not transferable to another person without the prior approval of the Management Committee.
- (e) The benefits, advantages and privileges of each class of membership of the Club shall be set out in the By Laws.

## **5.7 Obligations of Members**

Upon admission as a Member or the use of any of the Club's services and/or services, each Member is deemed to acknowledge and agrees:

- (a) these Rules constitute a contract between each him/her and the Club and he/she agrees to be bound by these Rules, By Laws, the Code of Conduct and any Club

procedures established by the Management Committee and amended from time to time;

- (b) he/she will comply with and observe these Rules, By Laws, the Code of Conduct and any Club procedures established by the Management Committee and amended from time to time;
- (c) by submitting to these Rules, he/she is subject to the jurisdiction of the Club;
- (d) to pay the membership fee and other fees and charges prescribed by these Rules, By Laws and any Club procedures established by the Management Committee and amended from time to time;
- (e) he/she is entitled to the benefits, advantages and privileges of membership for the class in which he/she is admitted to membership while he/she is a Member;
- (f) not to do or permit to be done any act or thing which is considered to be injurious, adverse or prejudicial to the character, reputation, objects or interests of the Club; and
- (g) (if a Junior Member) that his/her status as a Junior Member automatically ceases when he/she reaches the age of eighteen (18). Subject to Rule 5.4(e), upon reaching the age of eighteen (18), a Junior Member may apply to become a Member under any other class of membership.

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## **6. Membership fees**

The annual membership fee for each class of Member:

- (a) shall be an amount decided by the Voting Members from time to time at a General Meeting; and
- (b) is payable and shall be paid by each Member when, and in the manner, prescribed by the Management Committee from time to time.

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## **7. Admission and rejection of Members**

- (a) The Management Committee must, at each of its meetings, consider any applications for membership ("**application**") it has received since the immediately previous Management Committee meeting.
- (b) The Management Committee must decide at the meeting whether to accept or reject the application.
- (c) If a majority of the Management Committee members present at the meeting decide to accept the applicant as a Member, the applicant shall be accepted as a Member in the class of membership applied for.
- (d) The Secretary must, as soon as practicable after the Management Committee decides to accept or reject the application, give the relevant applicant a written notice of the decision.
- (e) Subject to Rule 9, the Management Committee shall not be obliged to provide an applicant with any reasons in the event an application is rejected.

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## **8. When membership ends**

### **8.1 Resignation of membership**

- (a) A Member may resign from the Club by giving a written notice of resignation to the Secretary.
- (b) A Member's resignation takes effect on:
  - (i) the day and at the time the notice is received by the Secretary;
  - (ii) if a later day is stated in the notice - the later day; or
  - (iii) on any other date agreed between the resigning Member and the Management Committee.

### **8.2 Termination of membership**

- (a) The Management Committee may decide to terminate a Member's membership if the Member:
  - (i) dies;
  - (ii) becomes of unsound mind or whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
  - (iii) is convicted of an offence under the Act;
  - (iv) is convicted of an indictable offence or an offence punishable on summary conviction for which the Member is sentenced to imprisonment, other than in default of payment of a fine;
  - (v) does not comply with any of the provisions of these Rules, By Laws, the Code of Conduct and the Club procedures established from time to time;
  - (vi) has membership fees in arrears for a period of thirty (30) days or more; or
  - (vii) conducts himself/herself in a way considered to be injurious, adverse or prejudicial to the character, reputation, objects or interests of the Club.
- (b) If the Management Committee decides to terminate a member's membership, the Management Committee must give the Member a full and fair opportunity to show why his/her membership should not be terminated.
- (c) If, after considering all representations made by the Member, the Management Committee decides to terminate the Member's membership, it shall instruct the Secretary to give the Member a written notice of the decision.
- (d) The powers of the Management Committee in this Rule 8.2 to terminate memberships are in addition to any powers, or functions which the Management Committee may in its discretion exercise under the Code of Conduct.
- (e) Unless approved by the Management Committee, any Member whose membership has been terminated pursuant to these Rules:
  - (i) will not be entitled to any refund (or part refund) of the relevant membership fees; and

- (ii) will remain liable for and will pay to the Club all subscriptions, fees and moneys which were due at the date of the termination of membership.
- (f) For the avoidance of doubt, if a Member whose membership with the Club has been terminated under this Rule 8.2 is a member of the Management Committee and/or the Operational Committee at the time of termination, that Member's membership(s) of the relevant committee(s) will also automatically terminate.

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## **9. Appeal against rejection of application or termination of membership**

- (a) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- (b) A notice of intention to appeal must be given by the person to the Secretary within fourteen (14) days after the person receives written notice of the decision.
- (c) If the Secretary receives a notice of intention to appeal pursuant to Rule 9(b), the Secretary must, within two (2) months after the day of receipt, call a Special General Meeting to conduct the appeal.
- (d) At the Special General Meeting called pursuant to Rule 9(c):
  - (i) the person must be given a full and fair opportunity to show why his/her application should not be rejected or his/her membership should not be terminated (as the case may be); and
  - (ii) the Management Committee and/or Management Committee members who decided to reject the application or terminate the membership (as the case may be) must be given an opportunity to show why the application should be rejected or the membership should be terminated (as the case may be).
- (e) The appeal shall be decided by a vote of the Voting Members present at such Special General Meeting.
- (f) If a person whose application has been rejected does not appeal against the decision within the timeframe set out in Rule 9(b), or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership application fee paid by the person.
- (g) For the avoidance of doubt, Rule 8.2(e) applies to a person whose membership has been terminated but does not appeal against the decision within the timeframe set out in Rule 9(b), or the person appeals but the appeal is unsuccessful.
- (h) For the avoidance of doubt, if any appeal under this Rule 9 is unsuccessful, the rejection of application of membership or termination of membership (as the case may be), shall be deemed to have taken effect as from the date of the decision made by the Management Committee pursuant to Rule 7(b) or 8.2(c) (as the case may be).

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## **10. Register of Members**

- (a) The Management Committee must keep a Register of Members.
- (b) The Register of Members must include the following particulars for each Member:
  - (i) the full name and residential address of the Member;

- (ii) the date of admission as a Member;
  - (iii) the current class of membership;
  - (iv) the date of death or resignation of the Member;
  - (v) details about the termination or reinstatement of membership; and
  - (vi) any other particulars the Management Committee or the Voting Members at a General Meeting require from time to time.
- (c) The Register of Members must be open for inspection by Members at all reasonable times.
  - (d) Notwithstanding Rule 10(c), before a member may inspect the Register of Members, the Member must apply to the Secretary at least seven (7) days before the Member's nominated inspection date.

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## **11. Secretary**

- (a) If the Club has not elected a Secretary for the Club before its incorporation, the Management Committee must ensure a Secretary is appointed or elected (as the case may be) for the Club within one (1) month after incorporation.
- (b) If a vacancy occurs in the office of Secretary, the Management Committee must ensure that a Secretary is appointed or elected for the Club within one (1) month of the vacancy occurring.
- (c) The Secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is:
  - (i) a Member of the Club elected by the Voting Members in General Meeting as Secretary; or
  - (ii) any of the following persons appointed by the Management Committee:
    - A. a member of the Management Committee;
    - B. a Member; or
    - C. another person.
- (d) The Management Committee may, in its sole and absolute discretion, appoint or remove the Secretary at any time.

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## **12. Membership of Management Committee**

- (a) The Management Committee consists of the following office bearers:
  - (i) President;
  - (ii) Vice-President;
  - (iii) Treasurer;
  - (iv) Secretary; and
  - (v) a maximum of three (3) other members.

- (b) A member of the Management Committee, other than the Secretary, must be a Voting Member of the Club.

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### 13. Electing the Management Committee

- (a) At each AGM of the Club, all members of the Management Committee for the time being shall retire from office, but are eligible, on nomination, for re-election.
- (b) A Voting Member of the Club may only be elected to the Management Committee as follows:
  - (i) Any two (2) Voting Members of the Club may nominate another Voting Member (for the purposes of this Rule 13 called the "**candidate**") to serve as a member of the Management Committee;
  - (ii) the nomination must:
    - A. be in writing and in a form prescribed by the Management Committee from time to time;
    - B. state the Management Committee position the candidate is nominated for;
    - C. be signed by the candidate and the Voting Members who nominated him/her;
    - D. contain an acknowledgement by the applicant that, should he/she be elected to the Management Committee, that he/she agrees to perform the duties and responsibilities of the relevant position as set out in these Rules, By Laws, the Code of Conduct or any Club procedures established by the Management Committee and amended from time to time; and
    - E. be given to the Secretary at least fourteen (14) days before the AGM at which the election is to be held;
  - (iii) at the AGM, each candidate will be required to introduce himself/herself and make an oral submission in support for his/her election to the Members attending. Such submission shall include any information prescribed by the Management Committee from time to time;
  - (iv) each Voting Member present at the AGM may vote for any number of candidates not more than the number of vacancies; and
  - (v) if, at the start of the AGM, there are not enough candidates nominated for the positions of President, Vice-President, Treasurer or Secretary, nominations may be taken from the floor of the meeting. Candidates nominated from the floor will also be required to comply with Rule 13(b)(iii).
- (c) A list of the candidates' names in alphabetical order, with the names of the Voting Members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for, or a copy of the list sent to each Voting Member, at least seven (7) days immediately preceding the AGM.
- (d) If required by the Management Committee, balloting lists shall be prepared containing the names of the candidates in alphabetical order.

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## **14. Resignation or removal of a Management Committee member**

### **14.1 Resignation from Management Committee**

- (a) A Management Committee member may resign from the Management Committee by giving written notice of his/her resignation to the Secretary.
- (b) The resignation takes effect on:
  - (i) the day and at the time the notice is received by the Secretary;
  - (ii) if a later day is stated in the notice - the later day; or
  - (iii) on any other date agreed between the resigning member and the Management Committee.

### **14.2 Removal from Management Committee**

- (a) A member of the Management Committee may be removed from office at a General Meeting if a majority of the Voting Members present at the General Meeting vote in favour of removing the member, or the member's membership of the Club is terminated in accordance with these Rules.
- (b) Before a vote of Voting Members is taken about removing the member from the Management Committee, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (c) A member of the Management Committee will cease to be a member of the Management Committee if they are absent from three (3) consecutive meetings of the Management Committee occurring not less than three (3) weeks apart without prior written agreement of at least three (3) other members of the Management Committee.
- (d) In addition, a member of the Management Committee may be removed from office pursuant to any grounds for such removal as set out in the Act.
- (e) A member who has been removed from the Management Committee pursuant to this Rule 14.2 has no right of appeal under these Rules against the removal.

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## **15. Vacancies on Management Committee**

- (a) If a casual vacancy occurs on the Management Committee, the continuing members of the Management Committee may appoint another Voting Member to fill the vacancy until the next AGM.
- (b) The existing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (c) However, if the number of Management Committee members is less than the number specified as a quorum of the Management Committee under Rule 17, the existing members of the Management Committee may act only to:
  - (i) increase the number of Management Committee members to the number required for the quorum; or
  - (ii) call a General Meeting of the Club,but for no other purpose.



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## **16. Functions of Management Committee**

Subject to these Rules or a resolution of the Voting Members carried at any General Meeting, the Management Committee:

- (a) has the general control and management of the administration of the affairs, property and funds of the Club;
- (b) has the authority to interpret the meaning of these Rules, By Laws, the Code of Conduct and any Club procedures established by the Management Committee from time to time, and any matter relating to the Club on which the above documents are silent;
- (c) may exercise all the powers of the Club set out in Rule 4;
- (d) has the power to act as an arbiter in respect of all rowing and sculling matters pertaining to the Club;
- (e) perform the functions and exercise the powers of any disciplinary committee or body established by the Code of Conduct; and
- (f) determine and carry out any disciplinary action (including but not limited to censures, fines, suspension or termination of membership, de-selection from a Club representative capacity) for any breach by a Member or an athlete affiliated with the Club of these Rules, By Laws, the Code of Conduct and any Club procedures established by the Management Committee from time to time.

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## **17. Meetings of Management Committee**

### **17.1 Management Committee meetings generally**

- (a) Subject to Rules 17.1(b) to 17.2(a), the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (b) The Management Committee must meet at least once every four (4) calendar months to exercise its functions.
- (c) The Management Committee may call a Management Committee meeting in the following manner:
  - (i) by notice of meeting signed by the President (or his/her nominated delegate) and given to the members of the Management Committee by the Secretary; or
  - (ii) in such manner as prescribed by the Management Committee from time to time.
- (d) The quorum for a Management Committee meeting shall be four (4) Management Committee members.
- (e) If a quorum is not present within thirty (30) minutes after the time fixed for a Management Committee meeting (other than a Special Management Committee meeting called pursuant to Rule 17.3), the meeting is to be adjourned to:
  - (i) the same day, time and place in the next week; or
  - (ii) a day, time and place determined by the Management Committee.

- (f) If, at a Management Committee meeting adjourned pursuant to Rule 17.1(e), a quorum is not present within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.
- (g) The President, or if there is no President or if the President is not present within twenty (20) minutes after the time fixed for a Management Committee meeting, then the Vice-President, is to preside as chairperson at the meeting.
- (h) If both the President and the Vice-President are absent from a Management Committee meeting within twenty (20) minutes after the time fixed for a Management Committee meeting, the members of the Management Committee then present may choose one of their number to preside as chairperson at the meeting.
- (i) A question arising at a Management Committee meeting is to be decided by a majority vote of Management Committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (j) A Management Committee member must not vote on a question about a contract or proposed contract involving the Club where that member has an interest in the contract or proposed contract (or on any related matters), and if that member does vote, the member's vote must not be counted.
- (k) The Management Committee may in its sole and absolute discretion request the Operational Committee (or any member thereof) or a School Rowing Support Group President to attend and participate in a Management Committee meeting.

## **17.2 Minutes of Management Committee meetings**

- (a) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of a Management Committee meeting are entered in the Club's Management Committee meeting minute book.
- (b) A signed copy of such minutes shall be sent to each Management Committee member within fourteen (14) days of the relevant Management Committee meeting.
- (c) To ensure the accuracy of the minutes recorded under Rule 17.2(a), the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.
- (d) The Secretary must ensure that the Club's Management Committee meeting minute book is open for inspection at all reasonable times by a Voting Member who previously applies to the Secretary for an inspection.

## **17.3 Special Management Committee meetings**

- (a) If the Secretary receives a written request signed by at least thirty three percent (33%) of the members of the Management Committee, the Secretary must call a special meeting of the Management Committee.
- (b) A request for a special Management Committee meeting made pursuant to Rule 17.3(a) must state:
  - (i) why the special meeting is being called; and
  - (ii) the business to be conducted at the meeting.
- (c) The Secretary must give each Management Committee member at least seven (7) days notice of a special Management Committee meeting.

- (d) A notice of a special Management Committee meeting must state:
  - (i) the day, time and place of the meeting; and
  - (ii) the business to be conducted at the meeting.
- (e) If a quorum is not present within thirty (30) minutes after the time fixed for a special Management Committee meeting called pursuant to this Rule 17.3, the meeting lapses.
- (f) Except to the extent expressly provided for in this Rule 17.3, all other aspects of a special Management Committee meeting will be regulated by Rules 17.1 and 17.2 (with the necessary changes being made).

## **17A Honorary Vice Presidents**

Any Member nominated by the Management Committee may be appointed as an Honorary Vice President by and at an AGM in recognition of the Member's contribution and services to the Club. Honorary Vice Presidents may attend and participate in discussions at meetings of the Management Committee but unlike the Vice President referred to in Rule 12(a)(ii) they are not members of the Management Committee, do not constitute part of the quorum for any Management Committee meeting and they are not entitled to vote at such meetings.

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## **18. Delegation to Operational Committee**

The Management Committee may, in its sole and absolute discretion, delegate the whole or part of its powers or functions to the Operational Committee.

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## **19. Operational Committee**

### **19.1 Membership**

The Operational Committee shall be comprised of the Club Captain (Male), Club Captain (Female), Club Vice-Captain (Male) and Club Vice-Captain (Female), for the time being and such Voting Members considered appropriate and appointed by the Management Committee in its sole and absolute discretion from time to time.

### **19.2 Sub-Committees**

- (i) The Management Committee may from time to time establish such Sub-Committees as it thinks fit and necessary for the management, administration and operation of the Club, and appoint any Voting Member on the Operational Committee to chair such a Sub-Committee.

### **19.3 Term of appointment**

- (a) Subject to Rule 19.3(b), a Voting Member's appointment to the Operational Committee shall commence on the date of his/her appointment pursuant to Rule 19.1 and shall cease on a date determined by the Management Committee in its sole and absolute discretion or if they cease to be a Voting Member
- (b) Clubs Captains and Club Vice-Captains will be members of the Operational Committee for so long as they hold such positions and will cease to be members of the Operational Committee when they are no longer Club Captains or Club Vice-Captains, as the case may be. However, nothing in this Rule 19.3(b) prevents a former Club Captain or Club-Vice-Captain being appointed to or continuing as a

member of the Operational Committee if they are a Voting Member appointed to the Operational Committee at the discretion of the Management Committee under Rule 19.1

#### **19.4 Resignation from Operational Committee**

- (a) An Operational Committee member may resign from the Operational Committee by giving written notice of his/her resignation to the Secretary.
- (b) The resignation takes effect on:
  - (i) the day and at the time the notice is received by the Secretary;
  - (ii) if a later day is stated in the notice - the later day; or
  - (iii) on any other date agreed between the resigning member and the Management Committee.

#### **19.5 By Laws**

The By Laws may from time to time prescribe the duties and responsibilities attaching to, the procedures to be followed by, and the prerequisites and qualifications required for each member of, the Operational Committee or any Sub Committee.

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### **20. Election of Club Captains and Club Vice-Captains**

- (a) At each AGM, the Club Captains and Club Vice-Captains for the time being shall retire from office, but are eligible, on nomination, for re-election.
- (b) A Member may only be elected as Club Captain or Club Vice-Captain as follows:
  - (i) any two (2) Members of the Club (one (1) of whom must be a Voting Member) may nominate another Member (for the purposes of this Rule 20 called the "**candidate**") to the position of Club Captain and/or Club Vice-Captain;
  - (ii) the nomination must:
    - A. be in writing and in a form prescribed by the Management Committee from time to time; and
    - B. be signed by the candidate and the Members who nominated him/her;
    - C. contain an acknowledgement by the applicant that, should he/she be elected as the relevant Club Captain or Club Vice-Captain (as the case may be), that he/she agrees to perform the duties and responsibilities of the relevant position as set out in these Rules, By Laws, the Code of Conduct or any Club procedures established by the Management Committee and amended from time to time; and
    - D. be given to the Secretary at least fourteen (14) days before the AGM at which the election is to be held;
  - (iii) at the AGM, each candidate will be required to introduce himself/herself and make an oral submission to the floor of the meeting in support for his/her election. Such submission shall include any information and be in the form prescribed by the Management Committee from time to time;

- (iv) each Member present at the AGM may vote but only for one (1) person in each of the following positions:
  - A. Club Captain (Male);
  - B. Club Captain (Female);
  - C. Club Vice-Captain (Male); and
  - D. Club Vice-Captain (Female);
- (v) if, at the start of the AGM, there are no candidates nominated for the relevant Club Captain or Club Vice-Captain position, nominations may be taken from the floor of the meeting. Any candidates nominated from the floor will also be required to comply with Rule 20(b)(iii).
- (c) A list of the candidates' names in alphabetical order, with the names of the Members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Club for, or a copy of the list sent to each Member, at least seven (7) days immediately preceding the AGM. This Rule 20(c) does not limit Rule 20(b)(v).
- (d) If required by the Management Committee, balloting lists shall be prepared containing the names of the candidates in alphabetical order.
- (e) If:
  - (i) there are no nominations for either position of Club Vice-Captain; but
  - (ii) there is more than one (1) candidate for the relevant position of Club Captain,

the Management Committee may, after the AGM, offer the relevant position of Club Vice-Captain to the candidate who received the second highest number of votes for the relevant position of Club Captain, which the candidate may accept at his/her sole and absolute discretion.
- (f) If fourteen (14) days after an AGM, a relevant Club Vice-Captain is not able to be elected or appointed, the Management Committee may appoint a Member to the relevant position of Club Vice-Captain.
- (g) For the avoidance of doubt:
  - (i) only male Members are eligible to be nominated and appointed for the positions of Club Captain (Male) or Club Vice-Captain (Male); and
  - (ii) only female Members are eligible to be nominated and appointed for the positions of Club Captain (Female) or Club Vice-Captain (Female).
- (h) If a Club Captain or Club Vice-Captain ceases to be a Member of the Club at any time after their appointment as such and before the next AGM, the Management Committee may, in its absolute discretion but subject to Rule 20(g), appoint another Member of the Club to replace that person as Club Captain or Club Vice-Captain, as the case may be, until the next AGM.

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## **21. Acts not affected by defects or disqualifications**

- (a) All acts performed by the Management Committee, the Operational Committee or a person acting as a member of the relevant committee(s) are taken to have been validly performed.
- (b) Rule 21(a) applies even if the act was performed when:
  - (i) there was a defect in the appointment of a member of the Management Committee, the Operational Committee or person acting as a member of the relevant committee; or
  - (ii) a Management Committee member, Operational Committee member or person acting as a member of the relevant committee was disqualified from being a Member, or had his/her membership terminated pursuant to these Rules.

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## **22. Resolutions of Management Committee without meeting**

- (a) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held.
- (b) A resolution referred to in Rule 22(a) may consist of several documents in like form, each signed by one or more members of the Management Committee.
- (c) This Rule 22 shall, with the necessary changes being made, also apply to the Operational Committee and Sub-Committees.

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## **23. First General Meeting**

- (a) The first General Meeting must be held not less than one (1) month, and not more than three (3) months, after the day the Club is incorporated.
- (b) The Management Committee must decide where the first General Meeting is to be held.
- (c) The business to be conducted at the first General Meeting must include the appointment of an Auditor.

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## **24. First AGM**

The first AGM must be held within eighteen (18) months after the day the Club is incorporated.

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## **25. Subsequent AGMs**

Each subsequent AGM must be held:

- (a) at least once each calendar year; and
- (b) within six (6) months after the end of the Club's previous Financial Year.

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## **26. Business to be conducted at an AGM**

The following business shall be conducted at each AGM:

- (a) receiving the Management Committee's report for the last Financial Year;
- (b) receiving the statement of income and expenditure, assets, liabilities and any mortgages, charges and securities affecting the property of the Club for the last Financial Year;
- (c) receiving the Auditor's report on the financial affairs of the Club for the last Financial Year;
- (d) presenting the audited statement to the AGM for adoption by the Voting Members;
- (e) electing members of the Management Committee, the Club Captains and Club Vice-Captains;
- (f) appointing an Auditor;
- (g) to transact any other business of which notice in writing has been given by a Voting Member to the Secretary not less than fourteen (14) days before the date fixed for the AGM. This Rule 26(g) shall also apply to General Meetings; and
- (h) the appointment of any Life Members.

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## **27. Special General Meetings**

- (a) The Secretary may only call a Special General Meeting by giving each Member notice of the meeting:
  - (i) within fourteen (14) days - after being directed to call the meeting by the Management Committee; or
  - (ii) within fourteen (14) days - after being given a written request signed by:
    - A. at least thirty three percent (33%) of the members of the Management Committee; or
    - B. at least the number of Voting Members of the Club equal to double the number of members on the Management Committee (at the time of the request) plus one; or
  - (iii) within two (2) months - after being given a written notice of an intention to appeal against the decision of the Management Committee:
    - A. to reject an application for membership; or
    - B. to terminate a Member's membership.
- (b) A request made pursuant to Rule 27(a)(ii) must state:
  - (i) why the Special General Meeting is being called; and
  - (ii) the business to be conducted at the Special General Meeting.
- (c) If a quorum is not present within thirty (30) minutes after the time fixed for a Special General Meeting, the meeting lapses.
- (d) Except to the extent expressly provided for in this Rule 27, all other aspects of a Special General Meeting will be regulated by Rules 28 to 30 (with the necessary changes being made).

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## **28. Notice of General Meeting**

- (a) The Secretary may, under the authority of the Management Committee, call a General Meeting of the Club.
- (b) The Secretary must give at least fourteen (14) days notice of the General Meeting to each Member, each member of the Management Committee and Operational Committee, and the Auditor.
- (c) Subject to Rule 28(d), the Management Committee may decide the way in which notice of the General Meeting must be given.
- (d) However, notice of General Meetings called for the following reasons must be given in writing:
  - (i) to hear and decide the appeal of a Member against the rejection of an application for, or termination of the Member's, membership by the Management Committee; or
  - (ii) to hear and decide a proposed Special Resolution of the Club.
- (e) In any case, a notice of a General Meeting must state:
  - (i) the day, time and place of the meeting; and
  - (ii) the business to be conducted at the meeting.

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## **29. Quorum for, and adjournment of, General Meeting**

- (a) Subject to Rule 29(d), the quorum for a General Meeting shall the number of Voting Members which is equal to double the number of members on the Management Committee on the day on the General Meeting plus one.
- (b) No business may be conducted at a General Meeting unless a quorum of Voting Members exists when the General Meeting proceeds to business.
- (c) If a quorum is not present within thirty (30) minutes after the time fixed for a General Meeting (not being a Special General Meeting), the General Meeting is to be adjourned to:
  - (i) the same day, time and place in the next week; or
  - (ii) a day, time and place decided by the Management Committee.
- (d) If at an adjourned General Meeting, a quorum for the purposes of Rule 29(a) is not present within forty five (45) minutes after the time fixed for the adjourned General Meeting, the Voting Members present form a quorum.
- (e) A chairperson elected pursuant to Rule 30 may, with the consent of any General Meeting at which a quorum exists, and must if directed by the Voting Members at the General Meeting, adjourn the General Meeting from time to time and from place to place.
- (f) If a General Meeting is adjourned under Rule 29(e), only the business left unfinished at the meeting referred to in Rule 29(e) may be conducted at the adjourned General Meeting.



- (g) The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned General Meeting unless the meeting is adjourned for fourteen (14) or more days.
- (h) If a General Meeting is adjourned for fourteen (14) or more days, notice of the adjourned General Meeting must be given in the same way notice is given for an original General Meeting.
- (i) In this rule:  
  
**"Voting Member"** includes a person attending as a proxy or representing a corporation that is a Voting Member.

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## **30. Procedure at General Meetings**

### **30.1 Conduct of General Meeting**

- (a) Subject to these Rules, at each General Meeting:
  - (i) the President, or if there is no President or if the President is not present within twenty (20) minutes after the time fixed for the General Meeting or is unwilling to act, then the Vice-President, is to preside as chairperson;
  - (ii) if both the President and the Vice-President are absent from a General Meeting within twenty (20) minutes after the time fixed for a General Meeting or the Vice-President is unwilling to act as chairperson, the Voting Members present shall elect one of their number to preside as chairperson at the General Meeting;
  - (iii) the chairperson must conduct the meeting in a proper and orderly way; and
  - (iv) each question, matter or resolution must be decided by a majority of votes of the Voting Members present;
  - (v) each Voting Member present and entitled to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote;
  - (vi) a Voting Member is not entitled to vote at a General Meeting if the Voting Member's annual membership fee is unpaid or not fully paid up as at the date of the General Meeting;
  - (vii) voting may be by a show of hands or a division of the Voting Members, unless at least twenty percent (20%) of the Voting Members present demand a secret ballot;
  - (viii) if a secret ballot is held, the chairperson must appoint 2 Management Committee members to conduct the secret ballot in the way the chairperson decides;
  - (ix) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the General Meeting at which the ballot was held;
  - (x) a Voting Member may vote in a person or by proxy or by attorney and:

- A. on a show of hands, each person present who is a Voting Member or a representative of the Voting Member has one vote; and
  - B. in a secret ballot, each Voting Member present in person or by proxy or by attorney or other properly authorised representative has one vote;
- (xi) an instrument appointing a proxy must be in writing::
  - A. if the appointer is an individual - signed by the appointer or the appointer's attorney properly authorised in writing; or
  - B. if the appointer is a corporation - either under seal or signed by a properly authorised officer or attorney of the corporation;
- (xii) a proxy may be a Member or another person;
- (xiii) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot;
- (xiv) the instrument appointing a proxy must be in the form set out in Schedule 1, or in a like form;
- (xv) each instrument appointing a proxy must be given to the Secretary before the start of the General Meeting or adjourned General Meeting at which the Voting Member named in the instrument proposes to vote;
- (xvi) the decision of the chairperson of a General Meeting from time to time as to the interpretation of these Rules, By Laws, the Code of Conduct and any Club procedures established by the Management Committee from time to time, and any matter relating to the Club on which the above documents are silent, shall be final; and
- (xvii) any person using objectionable language or engaging in objectionable conduct may be called upon by the chairperson to retract or apologise for same at any General Meeting. Any failure by the person to do so as required will be dealt with as the chairperson may think fit. Such person shall, if required by the chairperson to retire from the General Meeting while his/her language or conduct is being discussed.

## **30.2 Minutes of General Meeting**

- (a) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of a General Meeting are entered in the Club's General Meeting minute book.
- (b) The Secretary must ensure that the Club's General Meeting minute book is open for inspection at all reasonable times by a Voting Member who previously applies to the Secretary for the inspection.
- (c) To ensure the accuracy of the minutes recorded under Rule 30.2(a):
  - (i) the minutes of each General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting, verifying their accuracy; and

- (ii) the minutes of each AGM must be signed by the chairperson of the AGM, or the chairperson of the next General Meeting or AGM, verifying their accuracy.

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### **31. By Laws**

- (a) The Management Committee may make, amend or repeal By Laws, not inconsistent with these Rules, for the management and operation of the Club.
- (b) Subject to these Rules and the Act, a By Law may, if the Management Committee thinks fit, be set aside by a vote of Voting Members at a General Meeting.

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### **32. Variation of Rules**

- (a) Subject to the Act, these Rules may be varied, repealed or added to by a Special Resolution carried at a General Meeting.
- (b) However, a variation, repeal or addition is valid only if it is registered by the chief executive from time to time of the relevant government department as required by the Act.

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### **33. Common Seal**

- (a) The Management Committee shall ensure the Club has a Common Seal.
- (b) The Common Seal must be:
  - (i) kept securely by the Management Committee; and
  - (ii) used only under the authority of the Management Committee.
- (c) Each instrument to which the Common Seal is affixed must be signed by a member of the Management Committee and countersigned by:
  - (i) the Secretary; or
  - (ii) another member of the Management Committee; or
  - (iii) someone from time to time authorised by the Management Committee for this purpose.

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### **34. Funds and accounts**

- (a) The funds of the Club must be kept in an account in the name of the Club in a financial institution nominated by the Management Committee.
- (b) Proper records and accounts shall be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- (c) All moneys must be deposited in the financial institution account as soon as practicable after receipt.
- (d) If an amount of one hundred dollars (\$100) or more is paid by cheque, the cheque must be signed by any two (2) of the following:
  - (i) the President;
  - (ii) the Secretary;

- (iii) the Treasurer; or
- (iv) another Management Committee member from time to time authorised for this purpose.
- (e) Cheques other than cheques for wages, allowances or petty cash recoupment, must be crossed "Not Negotiable".
- (f) A petty cash account must be kept on the imprest system, and the Management Committee shall decide the amount of petty cash to be kept in such account.
- (g) All expenditure must be approved or ratified at a Management Committee meeting.
- (h) The Treasurer must, as soon as practicable (and in any event within six (6) months) after the end of each Financial Year:
  - (i) ensure a financial statement containing the following particulars is prepared:
    - A. the income and expenditure for the Financial Year just ended;
    - B. the Club's assets and liabilities as at the close of the Financial Year just ended; and
    - C. any mortgages, charges and securities affecting the property of the Club as at the close of the Financial Year;
  - (ii) arrange for the Auditor to audit the financial affairs of the Club and the financial statement prepared under this Rule 34(h), and present a report about these matters to the Secretary before the next AGM following the Financial Year for which the financial statement was prepared; and
  - (iii) present the audited financial statement to the AGM referred to in this Rule 34(h) for adoption.
- (i) If the Club is incorporated within three (3) months before the end of the Club's Financial Year, Rule 34(h) does not apply for the Financial Year in which the Club is incorporated.

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## **35. Use of Club income and property**

- (a) The income and property of the Club, regardless of how same is derived shall be used and applied solely in promotion of the Club's objects and in the exercise of its powers as set out in these Rules.
- (b) No portion of the Club's income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members, provided that nothing in this Rule 35 shall prohibit the payment:
  - (i) in good faith of interest to any such Member in respect of moneys advanced by him/her to the Club (or otherwise owing by the Club to him/her);
  - (ii) of remuneration to any officers or servants of the Club; or
  - (iii) to any Member or other person in return for any services actually rendered to the Club,

provided further that nothing in this Rule 35 shall be construed so as to prevent the payment or repayment to any Member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Club or reasonable and proper rent for premises demised or let to the Club.

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### **36. Documents**

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Club.

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### **37. Notices**

- (a) Notices or lists may be given by the Club to any person who is entitled to receive same under these Rules:
  - (i) by serving it on the person; or
  - (ii) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register of Members or the address supplied by the person to the Club for sending notices or lists to the person.
- (b) A notice or list sent by post is taken to be served:
  - (i) by properly addressing, prepaying and posting a letter containing the notice; and
  - (ii) on the day after the day on which it was posted.
- (c) A notice or list sent by facsimile transmission or electronic notification is take to be served:
  - (i) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
  - (ii) on the day after its despatch.
- (d) A certificate in writing signed by a member of the Management Committee stating that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- (e) Subject to the Act, the signature to a written notice or list given by the Club or the Secretary may be written or printed.

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### **38. Distribution of surplus assets to another entity**

- (a) This Rule 38 applies if the Club:
  - (i) is wound-up under Part 10 of the Act; and
  - (ii) it has surplus assets.
- (b) Such surplus assets must not be distributed among the Members.
- (c) The surplus assets must be given or transferred to another entity:
  - (i) having objects similar to the Club's objects as set out in Rule 3; and

- (ii) the rules of which prohibit the distribution of the entity's income and assets amongst or to its members to an extent at least as great as is imposed on the Club pursuant to Rule 35; and
  - (iii) such entity to be determined by the Voting Members.
- (d) In this section:  
**"surplus assets"** has the meaning given by section 92(3) of the Act.

## Schedule 1 - Proxy Form

<p>Centenary Rowing Club Inc (the "<b>Club</b>")</p> <p>I, _____</p> <p>of _____,</p> <p>being a Voting Member of the Club, appoint _____</p> <p>of _____ as</p> <p>my proxy to vote for me on my behalf at the (Annual) General Meeting</p> <p>of the Club, to be held on the _____ day of _____, 20____,</p> <p>and at any adjournment of the meeting.</p> <p>Signed this _____ day of _____, 20____.</p> <p>Signature: _____</p> <p>This form is to be used:</p> <p>* in favour of</p> <p>* against</p> <p>the resolution.</p> <p><i>* Tick applicable box (Unless otherwise instructed, the proxy may vote as the proxy considers appropriate)</i></p>
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