

DRAGONS ABREAST CANBERRA INCORPORATED

CONSTITUTION (AO4204)

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1. Preface

Dragons Abreast Canberra (DAC) is a not for profit organisation incorporated in the Australian Capital Territory on 1 December 2004 (**AO4204**), under the *Associations Incorporation Act 1991* and the *Associations Incorporation Regulation 1991*.

DAC supports breast cancer survivors and is a member group of Dragons Abreast Australia (DAA) and Dragon Boat ACT (DBACT).

2. Name

Dragons Abreast Canberra Inc. from hereinafter will be referred to as DAC.

3. Definition

In this constitution:

(a) "DBACT" means Dragon Boat ACT. Dragon Boat ACT is a business name of Canberra Dragon Boat Association Inc.

(b) "DAA" means Dragons Abreast Australia Ltd.

(c) "DAC" means Dragons Abreast Canberra Inc.

(d) "the Act" means the Associations Incorporation Act 1991.

(e) "the Executive Committee" means the DAC Committee having the management of the association.

(f) "the Public Officer" means the Public Officer of DAC appointed in pursuance of Section 57 of the Act.

(g) "the Register" means the register of members of DAC established under the Act.

4. Aims and objectives

The aims and objectives of DAC are to:

(4.1) raise awareness of breast cancer in the Canberra region, primarily but not exclusively through the sport of dragon boat racing; and

(4.2) encourage and promote dragon boating to breast cancer survivors as beneficial exercise, and part of a healthy and adventurous lifestyle despite a diagnosis of breast cancer; and

(4.3) maintain links with other breast cancer survivor dragon boat teams nationally and internationally; and

(4.4) adhere to the rules for dragon boat racing in Australia as advised by the Dragon Boat ACT (“DBACT”), DAA and the Australian Dragon Boat Federation (“AusDBF”); and

(4.5) fundraising for the purposes of furthering the approved objectives of DAA.

5. Membership

5.1. Types of membership

Membership of DAC will be divided into the following classes:

- (a) Ordinary Member;
- (b) Supporter Member;
- (c) Life Member;
- (d) Dual member.

5.2 Application for Ordinary Membership

- (a) An individual who:
 - (i) is not less than 18 years of age at the date of application; and
 - (ii) provides evidence (which is reasonably acceptable to the Executive Committee) of having had breast cancer or a prophylactic mastectomy; and
 - (iii) declares that he or she is supportive of the objects of the association, may apply for ordinary membership of DAA.
- (b) Ordinary Membership does not require the Ordinary Member to participate in paddling. Ordinary Membership can be either paddling or non-paddling.

5.3 Application for Supporter Membership

- (a) An individual who:
 - (i) is not less than 18 years of age at the date of application or at the discretion of the Executive Committee; and
 - (ii) declares that he or she is supportive of the objects of the association;
 - (iii) demonstrates that they have a close association with a breast cancer survivor, or have demonstrated an understanding of the ethos of DAA, or are involved professionally with Survivors; may apply for Supporter Membership of DAA.

(b) Supporter applications must be approved by the DAC Executive Committee.

(c) Supporter Membership does not require the Supporter Member to participate in paddling and Supporter Membership can be either paddling or non-paddling.

5.4 Life Membership

5.4.1. Life Membership may be bestowed upon any individual who in the opinion of DAC has given outstanding service to DAC.

5.4.2. A proposal for Life Membership can be made by any member by notice to the Executive Committee and shall include a resume of the proposed recipient's contribution of service.

5.5 Dual Membership

5.5.1. A member of any DBACT sporting club is entitled to become a dual member of DAC if that member is eligible according to clause 5.2, Ordinary Membership Application.

6. Register

(6.1) The Membership Officer must ensure that a Register is kept by DAC in accordance with the Act.

(6.2) The following details must be entered in the Register in respect of each Member:

(a) full name;

(b) the address, telephone contact, electronic mail address (if any);

(c) the class of Membership; and

(d) the date of admission to Membership.

(6.3) Each Member must notify the Membership Officer in writing of any change in that person's name, address, telephone number or electronic mail address within one month after the change.

(6.4) The Register must also show the name and details of each person who ceased being a member of the Association.

7. Cessation of Membership

(7.1) A person ceases to be a member of DAC if the person:

(a) dies or if DAC is wound up; or

(b) resigns from membership of DAC; or

(c) is expelled from DAC; or

(d) fails to renew membership of DAC by the due date and fails to pay the subscription within 2 months.

The transfer of DAA membership between clubs can be achieved using the DAA transfer form.

8. Disciplining of members

(8.1) The DAC Executive Committee has the responsibility to discipline members of the association within the policies and guidelines of DAA, DBACT and AusDBF.

9. Fees and subscriptions

(9.1) Membership fees are payable on application for club membership or before the renewal date for existing club members.

(9.2) The annual fee for membership for the individual to become a member of DAA is determined by DAA and is payable at a date that is determined by DAA.

(9.3) A member of DAC must also pay the prescribed fee to DBACT if that person wishes to be a paddling member of the association.

(9.4) Club members may be required to pay additional costs for uniforms and any other necessary arrangements.

10. Members' liabilities

(10.1) In accordance with DAA, the liability of the member to contribute towards the payment of the debts and liabilities of DAC, or the costs, charges and expenses of the winding up of the association is limited to the amount (if any) unpaid by the member in relation to membership of DAC.

11. Executive Committee

Powers of the Executive Committee

(11.1) The affairs of DAC shall be managed by an Executive Committee subject to DAA, DBACT and AusDBF requirements.

(a) control and manage the affairs of DAC;

(b) appoint any sub-committee/s as required for specific purposes;

(c) appoint coaching positions;

(d) ensure that each individual member DAC is and remains a financial member of DAA;

(e) DAC is identified as a member of DAA in all promotional activities and competitions;
and

(f) identify the proposed use of funds when conducting fundraising activities.

12. Constitution and membership

(12.1) Management of DAC shall be vested in the Executive Committee elected by the members of DAC at the Annual General Meeting and consisting of:

The office bearers of DAC must be members of DAC.

- (a) Coordinator;
- (b) Assistant Coordinator;
- (c) Secretary;
- (d) Treasurer; and
- (e) up to five Ordinary Committee Members.

(12.2) Each member of the Executive Committee holds office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

(12.3) If there is a vacancy in the membership of the committee, the committee may appoint a member of DAC to fill the vacancy and the member so appointed holds office until the conclusion of the next Annual General Meeting after the date of the appointment.

(12.4) The majority of persons on the Executive Committee must be breast cancer survivors.

(12.5) The Association's Coordinator and Assistant Coordinator must be breast cancer survivors.

13. Election of committee members

(13.1) Nominations for candidates for election as office bearers of DAC or as ordinary members:

- (a) must be made in writing, signed by 2 members of DAC and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (b) must be given to the Secretary of DAC not less than 7 days before the date fixed for the Annual General Meeting at which the election is to take place.

(13.2) If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated are taken to be elected and further nominations may be received at the Annual General Meeting for vacant positions.

(13.3) If insufficient further nominations are received, any vacant positions remaining on the Executive Committee are taken to be vacancies.

(13.4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.

(13.5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

(13.6) The ballot for the election of office bearers and ordinary committee members must be conducted at the Annual General Meeting in the way the Executive Committee may direct.

(13.7) A person is not eligible to hold more than one position on the Executive Committee.

14. Secretary

(14.1) The Secretary must keep minutes of:

- (a) all elections and appointments of office bearers and ordinary committee members; and
- (b) the names of members of the Executive Committee present at a committee meeting or a general meeting; and
- (c) all proceedings at committee meetings and general meetings.

(14.2) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

15. Treasurer

(15.1) The Treasurer of DAC must:

- (a) collect and receive all amounts owing to DAC and make all payments by the association; and
- (b) keep correct accounts and books showing the financial affairs of DAC with full details of all receipts and expenditure connected with activities of the association.

16. Vacancies

(16.1) A vacancy in the office of a member of the Executive Committee happens if the member:

- (a) dies, ceases to be a member of DAC, resigns the office, is removed from office under section 8; or
- (b) is absent without the consent of the Executive Committee for all meetings of the Executive Committee during a period of 3 months.

17. Removal of Executive Committee members

(17.1) A general meeting of DAC may by resolution remove any member of the Executive Committee from the office of the committee before the end of the member's term of office.

18. Executive Committee meetings and quorum

(18.1) The Executive Committee shall meet as often as required to conduct the business of DAC and not less than six times in each calendar year.

(18.2) Additional Executive Committee meetings may be requested by any member of the Committee by giving written notice to the Secretary. The notice shall set out clearly the business for which the meeting has been called.

(18.3) Oral or written notice of an Executive Committee meeting, including a draft agenda, shall be given by the Secretary to each member of the Executive Committee at least twenty- four (24) hours (or any other period all other members of the Executive Committee agree to) before the time appointed for the holding of the meeting.

(18.4) A quorum of the Executive Committee shall be half of its members plus one. If, at the end of thirty (30) minutes after the time appointed in the notice for the opening of the meeting, there be no quorum the meeting shall stand adjourned for one week.

(a) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

(18.5) If the Coordinator is unable to be present the Assistant Coordinator presides.

(a) If the Coordinator and the Assistant Coordinator are absent - one of the remaining members of the Executive Committee may be chosen by the members to preside.

19. Voting and decisions

(19.1) Questions arising at a meeting of the Executive Committee or of any subcommittee appointed by the Executive Committee are decided by a majority of the votes of members of the Executive Committee or subcommittee present at the meeting.

(a) Each member present at the meeting or any of the subcommittee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

20. Annual General Meetings

(20.1) DAC convene an Annual General Meeting (AGM) of its members at least once per calendar year and within 5 months after the end of the financial year.

(20.2) The Secretary shall give at least fourteen (14) days notice of the date of the AGM to DAC members. An audited report must be sent out to all members 14 days prior to the AGM.

(20.3) All financial members of DAC may attend the AGM.

(20.4) No business shall be transacted at any AGM unless a quorum is present at the time when the meeting proceeds to business. A quorum for AGMs of DAC shall be 25% of its members. If, at the end of thirty (30) minutes after the time appointed in the notice for the opening of the meeting, there be no quorum the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

(20.5) The business to be transacted at the AGM includes:

- (a) to confirm the minutes of the last AGM and any general meeting held since that meeting;

- (b) the presentation of audited accounts;

- (c) reports of the Executive Committee (in relation to the activities of the association during the last preceding financial year including the names of all those who held positions on the executive during the past 12 months);

- (d) the election of Executive Committee Members;

- (e) notice/s of Motion; and

- (f) any other matters as raised in accordance with the procedures set out in this constitution.

(20.6) Each individual financial member shall be entitled to appoint another member of the association as proxy by notice given to the secretary before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy shall be in writing. All votes shall be given personally or by proxy but no member may hold more than two (2) proxies at any meeting.

(20.7) The auditor must be a person who is not a member of the association and has not prepared or assisted in the preparation of the accounts. Auditors have the right of access to all records and are entitled to information and explanation.

(20.8) DAC provides DAA with a full signed copy of its annual financial report and such other documentation as may be required by DAA within thirty (30) days of the association's AGM.

(20.9) Appointment of a Public Officer.

21. General meetings

(21.1) General meetings may be called by the Executive Committee on its own motion, or at the petition of 10 per cent of the total DAC DAA financial members.

(21.2) A requisition of members for a general meeting must state the purpose of the meeting and must be signed by the members making the requisition. It must be lodged with the Secretary.

(21.3) If the committee fails to call a general meeting within one month after the date that the requisition for the meeting is lodged any one or more of the members who made the requisition may call a general meeting to be held no later than 3 months after that date.

(21.4) The Secretary shall give at least seven (7) days notice, in writing, of the date of the general meeting to members of the Association. Notice of general meetings shall set out clearly the business for which the meeting has been called.

(21.5) No business, other than that specified in the notice convening the meeting may be transacted at the meeting.

(21.6) A quorum for general meetings of DAC shall be 25 per cent of the members. If, at the end of thirty (30) minutes after the time appointed in the notice for the opening of the meeting, there be no quorum the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

(21.7) If the Coordinator or Assistant Coordinator is unable to attend, then a Chairperson nominated by the Coordinator shall chair that General Meeting.

(21.8) The procedures to be followed at a general meeting are those which are agreed by the meeting to be fair and proper for the conduct of the meeting.

(21.9) If the votes on a question at a general meeting are equal, the Coordinator is entitled to exercise a casting vote.

(21.10) Each individual financial member shall have one (1) vote at general meetings and the Annual General Meeting.

(21.11) Each individual financial member shall be entitled to appoint another member of DAC as proxy by notice given to the secretary before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy shall be in writing.

(21.12) All votes shall be given personally or by proxy but no member may hold more than two (2) proxies at any meeting.

(21.13) Any member entitled to vote who has an actual or perceived conflict of interest on any particular question to be voted on shall declare this to the Co-ordinator or Chairperson and shall not be entitled to vote on that particular question.

(21.14) A question arising at a meeting shall be determined on a show of hands. A declaration by the person presiding that a resolution has been carried or lost, or an entry to that effect in the minutes, is evidence of the fact without proof of the number or proportion of the votes in favour of or against that resolution.

22. Finance

(22.1) All DAC funds shall be deposited into the association's accounts at such bank or recognised financial institution as the Executive Committee may determine.

(22.2) All accounts due by DAC shall be paid by cash, cheque or electronic funds transfer after having been passed for payment at the Executive Committee meeting or, when immediate payment is necessary, account/s shall be paid and the action endorsed at the next Executive Committee meeting.

(22.3) A statement showing the financial position of the association shall be tabled at each Executive Committee meeting by the Treasurer.

(22.4) A statement of income and expenditure, assets and liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.

(22.5) The financial year of the association shall commence on 1 July each year. The accounts, books and all financial records of the Association shall be audited each year.

(22.6) Fundraising for the purposes of furthering the approved objectives of DAA.

(22.7) The signatories DAC's accounts will be the Treasurer and any one (1) from the following

- Coordinator
- Assistant Coordinator
- Secretary.

23. Public statements

(23.1) Public statements on behalf of DAC may only be made by the Coordinator, a member of the Executive Committee authorised for that purpose by the Executive Committee, or as delegated.

24. Public officer

(24.1) The Executive Committee of DAC shall appoint a resident of the Australian Capital Territory to be the Public Officer and, if the office becomes vacant, shall within fourteen (14) days after it becomes vacant, appoint a member resident in the Australian Capital Territory to fill the vacancy.

(24.2) The office of the Public Officer becomes vacant if the person holding that office:

- (a) dies; or
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent creditors or compounds with his or her creditors; or
- (c) resigns from office by writing under his or her hand addressed to the Executive Committee; or
- (d) is removed as Public Officer by resolution of the Association; or
- (e) ceases to be a resident of the Australian Capital Territory.

25. Auditor

(25.1) The Executive Committee shall elect or appoint a qualified auditor or auditors. Auditors must not have prepared or assisted with the preparation of DAC's accounts and must not be a member of DAC.

(25.2) The Auditor/s shall examine and audit all the books and accounts of DAC annually, and have the power to call for all books, papers, accounts, receipts, etc., of the Association and report thereon to the AGM.

26. Common Seal

(26.1) The common seal of the Association shall be kept in the custody of a delegate of the Executive Committee.

(26.2) The common seal shall not be affixed to any instrument except by authority of the Executive Committee and the affixing of the common seal shall be attested by the signatures of two members of the Executive Committee.

27. Amendments of the rules

(27.1) These Rules may be amended by special resolution passed at a General Meeting of the Association. All members will be given 14 days' notice of the meeting.

(27.2) A special resolution must be passed by a three-quarters majority of the voting members. This includes proxy votes. No member may have more than two proxy votes at the meeting.

28. Custody and inspection of books

(28.1) All records, books and other documents relating to DAC shall be kept in the custody or under the control of delegates of the Executive Committee.

(28.2) All records, books and other documents (including electronic) relating to DAC shall be open to inspection by any member of the association, free of charge, at any reasonable hour, and at the place where these records, books and other documents are usually kept or at any other place mutually agreed between the member and a delegate of the Executive Committee.

29. Notice and Communication

(29.1) Any notice required to be given under this constitution (including for the convening of meetings) may be given in writing by email – to the email address for the member recorded in the Register, or if required to be given to DAC, the Executive Committee or Secretary – to the general contact email address referred to on the association’s website.

30. Winding up

(30.1) In the event of a dissolution or winding up (however described) of DAC, the property, and income of DAC must be applied to DAA or, if DAA is no longer in existence, then to an organisation which is a legal entity and which has objectives which are substantially similar to, and are consistent with, the objectives of DAA.

(30.2) No DAC asset with an initial value in excess of \$5,000 shall be disposed of, assigned or transferred by DAC without first obtaining the written approval of DAA.

(30.3) Provide that no part of that property or income of DAC may be paid or otherwise distributed, directly or indirectly, to other DAA Member Groups or affiliates unless first approved in writing by DAA, and only in good faith in the promotion of those objectives upon a winding up of DAA according to law.