



## **Mitta Mitta Canoe Club Incorporated**

### **Draft Constitution**

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### 1. NAME OF THE CLUB

The name of the club is **Mitta Mitta Canoe Club (Albury/Wodonga) Incorporated (“the Club”)**.

### 2. OBJECTS OF THE CLUB

The Objects of the Club are to:

- a) Promote and develop competitive canoeing focusing on the Albury Wodonga Regional community;
- b) Promote and encourage recreational canoeing in the Albury Wodonga Region;
- c) Provide opportunities for Canoeists to interact socially;
- d) Encourage the enhancement and environmental protection of waterways and associated shores;
- e) Be a socially responsible member of the Albury Wodonga community;
- f) Promote safety in canoeing;
- g) promote canoeing values and the implications for canoeing in recreational and natural resource planning and management;
- h) represent and promote the interests of Members to Australian Canoeing, Canoeing Victoria and (if applicable) Paddle New South Wales; and
- i) pursue high standards of safety, education and training in all aspects of canoeing.

### 3. DEFINITIONS

In this Constitution unless the contrary intention appears, these words shall have the following meanings:

“Act” means the Associations Incorporation Act 2009 (NSW) or any other Act under which The Club may be incorporated from time to time.

“Affiliated Club” means a club (whether incorporated, unincorporated or otherwise) which is a member of Australian Canoeing.

“Australian Canoeing” means Australian Canoeing Incorporated or its successors, being the national peak body of canoeing in Australia.

“Australian Canoeing Constitution” means the constitution of Australian Canoeing as amended from time to time and any by-laws of Australian Canoeing as amended from time to time.

“Canoeing” means all activities recognised as a discipline within the charter of the International Canoeing Federation (ICF), as well as recreational paddling.

“Canoeing Victoria” means Victoria Canoeing Incorporated, Victorian Canoe Association, Canoeing Victoria or its successors, being the State peak body of Canoeing in Victoria.

“Committee” means the committee of management of the Club as elected under Clause 8.

“Delegate” means the member or members elected from time to time by the Club to act for, and on behalf of, the Club at General Meetings of Canoeing Victoria or of any of its Committees. Only one member shall hold the right to vote on behalf of the Club at these meetings – this member will be as elected to the role or as nominated by the Committee where required.

“Financial Year” means the year commencing 1st July and ending 30th June.

“General Meeting” means the annual or any special general meeting of the Club.

“Honorary Member” means an individual upon whom honorary membership has been conferred under Clause 7 b)

“Individual Member” means a registered financial individual member of the Club.

“Life Member” means an individual upon whom life membership of the Club has been conferred under Clause 7 d).

“Member” means a member for the time being of the Club under Clause 7 of this Constitution.

“Regulations” means regulations under the Act.

“Registered Instructors and Guides” means an individual with a current Australian Canoeing Instructional or Guiding Award or relevant industry award and a coach or official with National Coaching Accreditation Scheme or National Officiating Accreditation Scheme accreditation, who meets the updating policy as adopted by Australian Canoeing from time to time.

“Special Resolution” means a resolution passed:

- (a) at a General Meeting of the Club of which 21 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Member in accordance with this Constitution; and
- (b) by at least three quarters of votes of those Members who, being entitled to vote, vote in person or by proxy at the meeting.

#### 4. INTERPRETATION

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power,

authority or duty, a reference to the exercise of the power or authority of the performance of the duty;

(c) words importing the singular include the plural and vice versa;

(d) words importing any gender include the other genders;

(e) references to persons include corporations and bodies politic;

(f) references to a person include the legal personal representatives, successors and permitted assigns of that person;

(g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and

(h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

#### 4.3 Severance

If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

#### 4.4 Expressions in Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter dealt with by a particular provision of the Act has the same meaning as that provision of the Act.

### 5. POWERS OF CLUB

The Club may in the exercise of furthering its Objects:

- a) Own property including, but not limited to, boats and associated sporting and safety equipment, land and buildings, fittings and furnishings;
- b) Purchase , hold , sell , Lease or rent property;

- c) Enter into commercial arrangements with other parties;
- d) make changes for services and facilities it supplies;
- e) Affiliate with other bodies with similar or complementary Objects; and

do other things necessary or convenient to be done in the carrying out of its affairs.

## 6. AFFILIATIONS

- a) The Club is affiliated with Canoeing Victoria Incorporated which in turn is a member body of Australian Canoeing.
- b) The Club may on a vote of two thirds of its members affiliate with another state association either instead of or in addition to its affiliation with Canoeing Victoria.

## 7. MEMBERS

- a) Membership of the Club is open to all people who agree to the Objects of the Club and to abide by its Policies and By-Laws, and who pay the annual subscription fee as determined, from time to time, by the Club. and are members of Canoeing Victoria.
- b) The Members of the Club shall consist of:
  - (i) Life Members, who subject to this Constitution, may attend and debate at General Meetings, and have the right to vote at General Meetings / Special General Meetings; Life Members who, at their discretion, do not choose to be members of Canoeing Victoria, are not entitled to participate in on-water club activities and events;
  - (ii) Individual Members who must be members of Canoeing Victoria and who, subject to this Constitution, may attend General Meetings, and have the right to vote at General Meetings / Special General Meetings;
  - (iii) Honorary Members who are not entitled to participate in on water club activities, do not have Canoeing Victoria membership and do not have voting rights but who are conferred honorary membership by the committee due to an ongoing role in the Club's affairs
  - (iv) such new categories of Members, as are created in accordance with Clause 7c) below.
- c) Creation of New Categories The Committee has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights.
- d) Life Membership may be conferred on individuals who have given outstanding service to the Club. Life Membership is conferred following a written nomination and citation by a proposer and seconder who are members of the Club. Such a nomination and citation are to be confidential and not revealed to the nominee and should be submitted to the Committee for consideration. If the Committee agrees to the nomination, they are to advise the nominee in writing and subject to, his/her agreement, they will be added to the register of Life Members. As a general rule, no more than ten percent of members should be Life Members.

## 8. EXECUTIVE COMMITTEE

The Executive Committee consists of the following three positions all of which must be held by members of the Club and elected annually at the Annual General Meeting:

- a) A President whose role is to:
  - i. preside over all meetings of the club at which they are present;
  - ii. be empowered to inspect records, files and books of the Secretary and Treasurer and see that the duties of all officers are carried out effectively;
  - iii. be an ex-officio member of all committees;
  - iv. prepare and present to the Annual General Meeting a report in writing of the Club's activities since the date of the preceding annual meeting.
- b) A Treasurer whose role is to:
  - i. receive all monies due to the Club and pay same into the Club's account with a recognized bank;
  - ii. Initiate payment of invoices received by the Club. Operations on the account are to be authorised by any two of the President, Secretary or Treasurer;
  - iii. keep proper records of all financial transactions, prepare and present to the Committee a monthly report and balance sheet;
  - iv. have the books independently audited annually at least seven days before the Annual General Meeting.
  - v. Provide annually, to Canoeing Victoria, a list of current financial members and make payment of the relevant membership fees to that body.
  - vi. Submit any financial reports required by relevant Authorities in a timely manner.
- c) A Secretary whose role is to:
  - i. keep a record of the proceedings of all meetings;
  - ii. receive and bring before the Committee all correspondence;
  - iii. carry out any instructions that the Committee or members at a general meeting may assign;
  - iv. keep an up to date roll of (financial) members and their addresses.

## 9. SUB-COMMITTEES

The Executive Committee may create and appoint members to sub-committees to carry out tasks and make recommendations. Sub-committees may be standing or ad hoc.

## 10. SUBSCRIPTIONS AND FEES

10.1 Annual membership categories and subscriptions are determined annually either by resolution at a General Meeting or, in the absence of such a resolution, by the Executive Committee.

Subscriptions are payable on a Financial Year basis. The Treasurer will update the list of financial members in the three to four months following June 30<sup>th</sup> each year.

Fees for events or for the use of Club facilities etc are determined by the Executive Committee and are guided by any relevant General Meeting resolution.

10.2 Any Member which or who has not paid all monies due and payable by that Member to the Club shall (subject to the Committee's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Committee's discretion. In the meantime, the Member shall have no automatic right to resign from The Club, and shall be dealt with in the Committee's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Committee considers appropriate.

## 11. REGISTER OF MEMBERS

11.1 The Secretary, on advice from the Treasurer, maintains a register of current financial members.

### **11.2 Discretion to Accept or Reject Application**

(a) The Club may accept or reject an application. If the application for membership is rejected, the Committee must provide in writing an explanation to the applicant within 28 days of the rejection, as to the reasons for the rejection.

(b) A rejected member has the option to present their case to the next General Meeting of the Club, where the decision to accept or reject is ratified by a vote of the members at that meeting

(c) Where the Club accepts an application, the applicant shall become a Member. Membership of the Club shall be deemed to commence upon acceptance of the application by the Club.

(d) Where the Club rejects an application, the Club shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.

## 12. EFFECT OF MEMBERSHIP

12.1 Members acknowledge and agree that:

(a) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the By-Laws;

(b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Committee or any duly authorised committee;

(c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Club;

(d) this Constitution is made in pursuit of a common object, namely the mutual and

collective benefit the Club, the Members and canoeing;

(e) this Constitution and By-Laws are necessary and reasonable for promoting the objects of the Club and particularly the advancement and protection of canoeing; and

(f) they are entitled to all benefits, advantages, privileges and services of Club membership.

### **12.2 Members' liabilities**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association 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 respect of membership of the association as required by clause 10.

## **13. DISCONTINUANCE OF MEMBERSHIP**

13.1 Membership will be discontinued if a member:

- a. remains unfinancial at the annual close of the books;
- b. resigns;
- c. is expelled from the Club; or
- d. dies.

13.2 Notice of Resignation

Subject to this Constitution any Member who has paid all monies due and payable to The Club and has no other liability (contingent or otherwise) to The Club may resign from The Club by giving one month's notice in writing to The Club of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member.

## **14. DISCIPLINARY ACTION**

Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club, the Committee may by resolution

- (a) fine that member an amount not exceeding \$500; or
- (b) suspend that member from membership of the Club for a specified period; or
- (c) expel that member from the Club.

A resolution of the Committee under this rule does not take effect unless

(d) at a meeting held in accordance with this rule, the Committee confirms the resolution;

and

(e) if the member exercises a right of appeal to the Club under this rule, the Club confirms the resolution in accordance with this rule.

A meeting of the Committee to confirm or revoke the resolution must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member.

For the purposes of giving notice of this meeting of the Committee, the Secretary must, as soon as practicable, cause to be given to the member a written notice

(f) setting out the resolution of the Committee and the grounds on which it is based; and

(g) stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and

(h) stating the date, place and time of that meeting; and

(i) informing the member that he or she may do one or both of the following-

(i) attend that meeting;

(ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;

(j) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.

At a meeting of the committee to confirm or revoke a resolution passed under this rule, the committee must

(k) give the member, or his or her representative, an opportunity to be heard; and

(l) give due consideration to any written statement submitted by the member; and

(m) determine by resolution whether to confirm or to revoke the resolution.

If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.

If the Secretary receives such a notice, he or she must notify the Committee and the Committee must convene a general meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.

At this general meeting of the Club

(n) no business other than the question of the appeal may be conducted; and

(o) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and

(p) the member, or his or her representative, must be given an opportunity to be heard; and

(q) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

#### 10.2 Disputes and mediation within the Club

The grievance procedure set out in this Clause applies to disputes under these Clauses, or under the By-Laws of the Club, between

(a) a member and another member; or

(b) a member and the Club.

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.

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.

The mediator must be

(c) a person chosen by agreement between the parties; or

(d) 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 Club; or

(ii) in the case of a dispute between a member and the Club, a person who is a mediator appointed by Canoeing Victoria.

The mediator cannot be a member who is a party to the dispute.

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

The mediator, in conducting the mediation, must

(e) give the parties to the mediation process every opportunity to be heard; and

(f) allow due consideration by all parties of any written statement submitted by any party;

and

(g) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

The mediator must not determine the dispute.

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.

#### 15. DISPUTES AND MEDIATION – CANOEING VICTORIA OR AUSTRALIAN CANOEING

The grievance procedure set out in the Constitutions of Canoeing Victoria or Australian Canoeing, as applicable, applies to disputes, between

(a) a member and a member or another Club affiliated with Canoeing Victoria or Australian Canoeing; or

(b) the Club and another Club, or member of another Club, affiliated with Canoeing Victoria.

#### 16. DELEGATES

The Club may appoint any member or members to act as delegates to affiliated bodies. Such appointments may be made at the Annual General meeting or any other General Meeting.

#### 17. GENERAL MEETINGS

There should be at least six general meetings per annum, generally on a regular monthly basis during the warmer months with notice of at least one week given.

The Annual General Meeting will be generally held in December each year where the election of the Executive Committee should take place. In the event of any position on the Executive Committee not being able to be filled at the Annual General Meeting, or in the event of a causal vacancy occurring on the Executive Committee, the vacancy should be filled at a subsequent General Meeting.

A quorum for all General Meetings consists of at least two members of the Executive Committee and at least five other members. If the President is absent for any General Meeting, the Secretary may act as President for that meeting or may appoint another member to preside over that meeting.

#### 18. NOTICES OF MOTION

Motions without notice may be considered at any General Meeting. However, if the President at that meeting considers that a motion is of such a substantive nature that it should be considered on

notice, it should be deferred to a subsequent General Meeting and members should be notified in a timely manner of its listing.

#### 19. PROCEEDINGS OF GENERAL MEETINGS

All General Meetings will be minuted by the Secretary, in the absence of the Secretary, another member nominated by the President. Draft minutes will be circulated prior to the following General Meeting for confirmation at that subsequent meeting.

#### 20. VOTING

All adult members will have one vote on any election or issue put to a vote at a General Meeting.

#### 21. POLICIES AND BY-LAWS

Policies and By-Laws may be established, amended or revoked by voting at any General Meeting, provided that at least two weeks' notice has been provided to members of the intent to propose the establishment, amendment or revocation of the Policy or By-Law.

Any proposed Policy or By-Law or amendment may be ruled out of order if the President considers that it is inconsistent with the Constitution or other Policies or By-Laws.

The Secretary will keep a register of current Policies and By-Laws.

#### 22. ALTERATION OF THE CONSTITUTION

The Constitution may be amended at any General Meeting by a proposer, seconder and simple vote provided that at least two weeks' notice of the proposed amendment is given to members.

Any proposed amendment must be consistent with the Objects of the Club unless it is, or involves an amendment of those Objects.

#### 23. WINDING UP OF THE CLUB

23.1 The Club will be wound up if:

- a. its membership falls below ten members; or
- b. there is a successful motion to wind it up at a General Meeting; or
- c. it becomes insolvent;

In the event that the Club is wound up, its assets will be transferred to another not-for-profit body with similar or complementary Objects.

23.2 Liability of Members

The liability of the Members of the Club is limited.