

Torrens Rowing Club Constitution (Rules)

Ratified at AGM - 14 August 2022

TORRENS ROWING CLUB CONSTITUTION (RULES)

TABLE OF PROVISIONS

PART 1—PRELIMINARY	3
1 Name.....	3
2 Colours of the Association	3
3 Purpose	3
4 Financial year	3
5 Definitions and interpretations	3
PART 2—POWERS OF ASSOCIATION	4
6 Powers of Association	4
7 Not for profit organisation.....	5
PART 3—MEMBERS.....	5
Division 1—Membership	5
8 Minimum number of members	5
9 Who is eligible to be a member.....	5
10 Application for membership	5
11 Consideration of application.....	6
12 New membership.....	6
13 Annual subscription and fee on joining.....	7
14 Classes of membership	7
15 Full members	8
Division 2— Policies	11
23 Adherence by members	11
24..Policies about grievances and discipline	11
PART 4—GENERAL MEETINGS OF THE ASSOCIATION.....	12
25 Annual general meetings	12
26 Special general meetings	12
27 Special general meeting held at request of members	13
28 Notice of general meetings	13
29 Proxies	13
30 Use of technology.....	14
31 Quorum at general meetings.....	14
32 Adjournment of general meeting.....	15
33 Voting at general meeting.....	15
34 Special resolutions	15
35 Determining whether resolution carried.....	16
36 Minutes of general meeting	16
37 Patron.....	16
PART 5—COMMITTEE.....	17
Division 1—Powers of Committee.....	17
38 Role and powers	17
39 Delegation.....	17
Division 2—Composition of Committee and duties of members	18
40 Composition of Committee	18
41 General Duties	18
42 President	19
43 Secretary and Public Officer.....	19
44 Treasurer.....	19

TORRENS ROWING CLUB CONSTITUTION (RULES)

45	Captain.....	20
46	Vice-Captain.....	20
47	Ordinary Committee Members.....	20
Division 3—Election of Committee members and tenure of office.....		20
48	Who is eligible to be a Committee member.....	20
49	Positions to be declared vacant.....	20
50	Nominations.....	21
51	Election of Executive Committee.....	21
52	Election of Ordinary Committee Members.....	21
53	Ballot.....	21
54	Term of office.....	22
55	Vacation of office.....	23
56	Filling casual vacancies.....	23
Division 4—Meetings of Committee.....		23
57	Meetings of Committee.....	23
58	Notice of meetings.....	24
59	Urgent meetings.....	24
60	Procedure and order of business.....	24
61	Use of technology.....	24
62	Quorum.....	24
63	Voting.....	25
64	Conflict of interest.....	25
65	Minutes of meeting.....	25
66	Leave of absence.....	26
PART 6—FINANCIAL MATTERS.....		26
67	Source of funds.....	26
68	Management of funds.....	26
69	Financial records.....	27
70	Property of the Association.....	27
71	Auditor of a prescribed association.....	27
PART 7—GENERAL MATTERS.....		28
72	Common seal.....	28
73	Registered address.....	28
74	Notice requirements.....	28
75	Custody and inspection of books and records.....	29
76	Winding up and cancellation.....	29
77	Alteration of Rules.....	29

TORRENS ROWING CLUB CONSTITUTION (RULES)

Torrens Rowing Club Constitution (Rules)

Note

Under section 23 of the **Associations Incorporation Act 1985**, these rules bind the Association and all members of the association.

To the extent that there is an inconsistency between these rules and the Act, the Act will prevail.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Torrens Rowing Club Incorporated" ("**the Association**").

2 Colours of the Association

(1) The colours of the Association shall be red and white.

(2) Members of the Association shall wear the Association's uniform whenever they use the Association's boats for competition.

(3) The Association's uniform shall be determined as provided for by policy and amended from time to time.

3 Purpose

The purposes of the Association are to encourage the sport of rowing and provide facilities, equipment, coaching and support to enable its members to take part in that sport.

4 Financial year

The financial year of the Association is each 12 month period ending on 30 June.

5 Definitions and interpretations

In these Rules—

absolute majority of the Committee means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

business day means a day on which banks which are authorised deposit-taking institutions are open for business in the City of Adelaide;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 40;

the Commission means the Corporate Affairs Commission;

the Committee means the Committee having management of the business of the Association;

TORRENS ROWING CLUB CONSTITUTION (RULES)

committee meeting means a meeting of the Committee held in accordance with these rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

financial year means the 12 month period specified in rule 4;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 of these rules;

member entitled to vote means a full member who under rule 15 is entitled to vote at a general meeting and includes a life member;

Patron means a person appointed under rule 37;

prescribed association means an incorporated association under rule 69;

returning officer means a person appointed under rule 51;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the **Associations Incorporation Act 1985 (SA)** and includes any regulations made under that Act;

In this Constitution, unless the context otherwise requires:-

- (a) the singular includes the plural and vice versa;
- (b) a reference to a gender includes all genders; and
- (c) a reference to any law or regulation is a reference to that law or regulation as amended from time to time and also to any law or regulation enacted or promulgated in substitution thereof.

PART 2—POWERS OF ASSOCIATION

6 Powers of Association

(1) Subject to the Act, the Association has power to do all things and engage in any activity incidental or conducive to achieve its purposes.

(2) Without limiting subrule (1), the Association may—

- (a) acquire, hold, deal with and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;

TORRENS ROWING CLUB CONSTITUTION (RULES)

- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

(3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

7 Not for profit organisation

(1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Subrule (1) does not prevent the Association from paying a member—

- (a) reimbursement for expenses properly incurred by the member; or
- (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS

Division 1—Membership

8 Minimum number of members

The Association must have at least 5 members.

9 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

10 Application for membership

(1) To apply to become a member of the Association, a person must submit an application – either in writing or electronically – to the Treasurer stating that the person—

- (a) wishes to become a member of the Association; and
- (b) supports the purposes of the Association; and
- (c) agrees to comply with these Rules.

TORRENS ROWING CLUB CONSTITUTION (RULES)

(2) The application—

(a) must be signed by hand or electronically by the applicant; and

(b) must contain the contact details of a proposer and a seconder, both of whom are members of the Association, who may be contacted by the Committee to provide a reference for the applicant; and

Note

Each of the proposer and seconder must be a member entitled to vote.

(c) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Committee and payable by a person under rule 12(2)(b).

11 Consideration of application

(1) As soon as practicable after an application for membership is received, the Treasurer must put forward the application to the Committee which must decide by resolution whether to accept or reject the application.

(2) The Committee must notify the applicant in writing or electronically of its decision as soon as practicable after the decision is made.

(3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.

(4) No reason need be given for the rejection of an application.

(5) No applicant for membership will be unfairly prejudiced due to religious or political beliefs, gender, sexual preference, level of ability or disability, race or age.

12 New membership

(1) If an application for membership is approved by the Committee—

(a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and

(b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

(2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—

(a) the Committee approves the person's membership; or

(b) the person pays the joining fee.

TORRENS ROWING CLUB CONSTITUTION (RULES)

13 Annual subscription and fee on joining

- (1) The Committee must determine the amount of the annual subscription (if any) for the following financial year.
- (2) The annual subscription will be payable on the 1st day of July of each year.
- (3) Rowing SA registration and race entry fees are to be paid in addition to the annual subscription.
- (4) The Committee may determine that a lower or no annual subscription is payable by a member or class of members.
- (5) The Committee may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (6) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- (7) Upon payment of the annual subscription fee, a member will hold a valid membership for the financial year in which membership is taken out.
- (8) Any member who does not pay the annual subscription within three (3) months of the Annual General Meeting shall be given a notice by the Association drawing to their attention the delay in payment and adding a 10% penalty to the amount of the annual subscription outstanding
- (9) If any annual subscription fees remain outstanding one (1) month after the giving of the notice described in sub-rule (8) of this rule the Association may exercise the right to cancel the membership without providing further notice to the member.

14 Classes of membership

From the date of adoption of this constitution the Association will have the following classes of membership:

- (a) full members;
- (b) affiliate members;
- (c) provisional members; and
- (d) life members.

TORRENS ROWING CLUB CONSTITUTION (RULES)

15 Full members

(1) A full member is —

- (a) a rowing member who is:
 - (i) a ‘full fee’ member; or
 - (ii) a ‘student fee’ member

Note

A student fee member is a person who is under the age of 18 years or having attained the age of 18 can establish that they are a full-time student

- (b) an associate member; or
- (c) a coxswain member;

(2) A rowing member is a member who pays the annual subscription set by the Committee for rowing members and is entitled—

- (a) (with the approval of the Captain) to the use of the Association’s rowing and sculling equipment;
- (b) to the use of the Association’s gymnasium equipment and ergo machines;

Note

Sub-rules (a) and (b) are subject to a member being over the age of 18 years. A member under 18 years of age may not use the equipment referred to in (a) and (b) unless a coach, their parent or guardian, or captain is present

- (c) to invitations to Association events; and
- (d) subject to subrule (5) of this rule, to vote at general meetings.

(3) An associate member is a member who pays the subscription set by the Committee for associate members and is entitled—

- (a) (with the approval of the Captain) to limited use of the Association’s rowing and sculling equipment;
- (b) to invitations to Association events; and
- (c) subject to subrule (5) of this rule, to vote at general meetings.

(4) A coxswain member is a member who pays the subscription set by the Committee for coxswain members and who is principally a coxswain and is entitled—

- (a) (with the approval of the Captain) to limited use of the Association’s rowing and sculling equipment;
- (b) to the use of the Association’s gym equipment and ergo machines;

TORRENS ROWING CLUB CONSTITUTION (RULES)

(c) to invitations to Association events; and

(d) subject to subrule (5) of this rule, to vote at general meetings.

(5) A full member is entitled to vote if—

(a) the member has attained the age of 18 years; and

(b) more than 5 business days have passed since he or she became a member of the Association; and

(c) the member's membership rights are not suspended for any reason.

(6) A full member who is entitled to vote has the right—

(a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;

(b) to submit items of business for consideration at a general meeting;

(c) to attend and be heard at general meetings; and

(d) to vote at general meetings.

16 Affiliate members

(1) An Affiliate member is a member who pays the subscription set by the Committee for affiliate members and is a person who—

(a) does not row, scull or cox; or

(b) has had temporary membership conferred on them; or

(c) is engaged with a school rowing program and is able to co-engage with the Association and their school for programs, training and competition.

(2) An affiliate member does not have the right to vote but may have other rights as determined by the Committee including the use of the Association's boats and equipment:

(a) in the presence of a full member appointed by the Captain; or

(b) as otherwise determined by the Committee.

(3) Temporary membership is membership conferred by the Secretary or Treasurer on a person who has applied for it but may not be conferred for a longer period than six (6) months.

17 Provisional members

(1) A provisional member is a member who pays the subscription set by the Committee for a provisional members and is a person who wants to try the sport of rowing and is entitled to:

(a) a three (3) month temporary membership;

TORRENS ROWING CLUB CONSTITUTION (RULES)

(b) the use of the Association's rowing and sculling equipment but only in the presence of a full member; and

(c) the use of the Association's gymnasium equipment and ergo machines but only in the presence of a full member.

(2) A provisional member does not have the right to vote.

18 Life members

(1) Life membership is the highest honour that can be bestowed by the Association on a member and may only be bestowed for some special service or services to the Association.

(2) A member may be nominated for life membership by:-

(a) a proposer, being a full member, completing a nomination form;

(b) a seconder, being a full member, completing a nomination form;

(c) the nomination form being submitted to the Committee, by provision to the Secretary.

(3) The nomination form must include a written report outlining the special service or services of the nominee, together with comments on the suitability of the honour. In completing the nomination form the proposer and the seconder must have regard to the Life Membership Policy to be created by the Committee and in effect for the time being.

(4) Life members will have all the benefits of full members and are not required to pay the Association's annual subscription fee or any other fees specifically mentioned in the Life Membership Policy.

(5) The Committee will consider each nomination and put to the following annual general meeting such of them as are of nominees it considers suitable to be elected, life members.

(6) A nominee will only be elected a life member by a two thirds majority vote of members entitled to vote and present at the annual general meeting.

19 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

20 Ceasing membership

(1) The membership of a person ceases on resignation, cancellation or death.

(2) If a person's membership of the Association ceases, the Secretary must, as soon as practicable, enter in the register of members the date the person's membership ceased.

(3) Where a person whose membership has ceased seeks to join another rowing club, the Committee will not provide clearance for the former member to join another rowing club until all of the former member's outstanding debts to the Association have been paid.

TORRENS ROWING CLUB CONSTITUTION (RULES)

21 Resigning as a member and membership cancellation

(1) A member may resign their membership of the Association by notice given to the Association.

Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

(2) A member including all class of members is taken to have resigned if the member's annual subscription is more than 12 months in arrears.

(3) A membership of any type may be cancelled at any time by resolution of the Committee in accordance with the Torrens Rowing Club Members' Protection Policy and rules 23 and 24 of this Constitution.

22 Register of all class of members

The Secretary must keep and maintain a register of all classes of members that includes—

(a) for each current member—

(i) the member's name;

(ii) the address for notice last given by the member;

(iii) the date of becoming a member;

(iv) the member's category of membership;

(v) any other information determined by the Committee; and

(b) for each former member, the date of ceasing to be a member.

Division 2— Policies

23 Adherence by members

All members of the Association will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Association whether under a Policy or these Rules.

24 Policies about grievances and discipline

The Committee may make a Policy or Policies for:-

(a) the hearing and determination of grievances by any member against the Association or between any members in relation to the conduct or administration of rowing; and

(b) the discipline of members;

(c) the cancellation of membership; and

TORRENS ROWING CLUB CONSTITUTION (RULES)

(d) any other matter it considers appropriate.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

25 Annual general meetings

(1) The Committee must convene an annual general meeting of the Association to be held after the end of each financial year and by no later than 6 months after the end of the financial year.

(2) The Committee may determine the date, time and place of the annual general meeting.

(3) The ordinary business of the annual general meeting is as follows—

(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

(b) to receive and consider—

(i) an annual report prepared by the Committee on the activities of the Association during the preceding financial year; and

(ii) financial information of the Association for the preceding financial year prepared by the Committee.

(c) to elect the members of the Committee;

(d) to appoint a Patron;

(4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

Note

See rules 15, 29, 30 and 33 in relation to who may vote at a general meeting and how.

26 Special general meetings

(1) Any general meeting of the Association other than an annual general meeting is a special general meeting.

(2) The Committee may convene a special general meeting whenever it thinks fit.

(3) No business other than that set out in the notice of the meeting may be conducted at the meeting.

Note

See rules 15, 29, 30 and 33 in relation to who may vote at a general meeting and how.

TORRENS ROWING CLUB CONSTITUTION (RULES)

27 Special general meeting held at request of members

(1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 75% of the total number of members entitled to vote.

(2) A request for a special general meeting must—

- (a) be in writing;
- (b) state the business to be considered at the meeting and any resolutions to be proposed;
- (c) include the names and signatures of the members requesting the meeting; and
- (d) be given to the Secretary.

(3) If the Committee does not convene a special general meeting within twenty-one (21) days after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

(4) A special general meeting convened by members under subrule (3)—

- (a) must be held within one (1) month after the date on which the original request was made; and
- (b) may only consider the business stated in that request.

(5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

28 Notice of general meetings

(1) The Secretary (or, in the case of a special general meeting convened under rule 27(3), the members convening the meeting) must give to each member of the Association at least 4 days' notice of the general meeting.

(2) The notice must—

- (a) specify the date, time and place of the meeting; and
- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
- (d) comply with rule 29(5).

29 Proxies

(1) A member entitled to vote may appoint another member entitled to vote as his or her proxy to vote and speak on his or her behalf at a general meeting.

TORRENS ROWING CLUB CONSTITUTION (RULES)

- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) Whether or not the Committee has approved a form for the appointment of a proxy, the member may use any form that clearly identifies the person appointed as the member's proxy and has been signed by the member.
- (5) Notice of a general meeting given to a member must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

30 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person but may not take part in any ballot.

31 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting the presence is twelve (12) members present in person or by proxy or participating under rule 30.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 27—
the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another meeting, the members must make a new request under rule 27.

- (b) in any other case—
 - (i) the meeting must be adjourned for not more than 21 days; and

TORRENS ROWING CLUB CONSTITUTION (RULES)

(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

(4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

32 Adjournment of general meeting

(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting subrule (1), a meeting may be adjourned—

(a) if there is insufficient time to deal with the business at hand; or

(b) to give the members more time to consider an item of business.

(3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 28.

33 Voting at general meeting

(1) On any question arising at a general meeting—

(a) subject to subrule (3), each member has one vote;

(b) members may vote in person or by proxy; and

(c) except in the case of a special resolution, the question must be decided by a majority of votes.

(2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

(3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that previous meeting may vote.

34 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy or participating as provided for in rule 30) vote in favour of the resolution.

TORRENS ROWING CLUB CONSTITUTION (RULES)

35 Determining whether resolution carried

(1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands or by ballot, declare that a resolution has been—

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost—

and an entry to that effect in the minutes of the meeting approved by a subsequent meeting is conclusive proof of that fact.

(2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- (b) the Chairperson must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

36 Minutes of general meeting

(1) The Secretary must ensure that minutes are taken and kept of each general meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each annual general meeting must include—

- (a) the names of the members attending the meeting whether in person or by proxy or participating as provided for by rule 30; and
- (b) any proxy forms given to the Chairperson of the meeting under rule 29(6).

37 Patron

(1) The members at the annual general may on the recommendation of the Committee appoint a Patron subject to the approval of the person recommended by the Committee.

(2) The Patron shall be a person who is a supporter and advocate for the Association and promotes its purposes in the public sphere.

(3) The Patron is not required to be or to have been a member of the Association.

TORRENS ROWING CLUB CONSTITUTION (RULES)

- (4) The Patron is not an officer of the club and is not entitled to vote.
- (5) The Patron is entitled to:
 - (a) notice of all general meetings;
 - (b) to attend and speak at all general meetings.

PART 5—COMMITTEE

Division 1—Powers of Committee

38 Role and powers

- (1) Subject to rule 68 the business of the Association must be managed by or under the direction of the Committee.
- (2) Subject to any resolution of a general meeting directing or constraining the Committee in relation to any matter the Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by a general meeting.
- (3) The Committee's powers include powers to—
 - (a) appoint and remove Committee members; and
 - (b) establish subcommittees consisting of members of any class with terms of reference it considers appropriate.
- (4) Committee members who have not been removed by the Committee shall hold office until the end of the annual general meeting next following their election or appointment. Each member of the Committee shall be eligible for re-election.
- (5) Only the Committee or a person nominated and authorised to act on behalf of the Committee may execute powers of the Association.

39 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

TORRENS ROWING CLUB CONSTITUTION (RULES)

Division 2—Composition of Committee and duties of members

40 Composition of Committee

(1) The Committee consists of—

- (a) the President;
- (b) the Secretary;
- (c) the Treasurer;
- (d) the Captain; and
- (e) Ordinary Committee Members elected under rule 47, including a Vice-Captain.

(2) The Immediate Past President shall ex-officio be a member of the Committee and shall act solely in an advisory role and have no vote at Committee meetings.

(3) Such of the President, Secretary, Treasurer, Captain and Vice-Captain as are available shall form the Executive Committee.

41 General Duties

(1) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

(2) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

(3) Committee members must exercise their powers and discharge their duties—

- (a) in good faith in the best interests of the Association; and
- (b) for a proper purpose.

(4) Committee members and former committee members must not make improper use of—

- (a) their position; or
- (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3A of Part 4 of the Act which sets out the general duties of the office holders of an incorporated association.

(5) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

TORRENS ROWING CLUB CONSTITUTION (RULES)

42 President

(1) Subject to subrule (2) the President or in the President's absence the Secretary or a person nominated by the President or Secretary is the Chairperson for any general meetings and for any committee meetings.

(2) If the President and the Secretary are both absent, or are unable to preside, the Chairperson of the meeting must be—

(a) in the case of a general meeting—a member elected by the other members present; or

(b) in the case of a committee meeting—a committee member elected by the other committee members present.

(3) The role of the President includes acting as the public face of the Association.

43 Secretary and Public Officer

(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

(2) The Secretary or any other person appointed by the Committee is the public officer required by section 56 of the Act and because of that section is required to be above the age of 18 years and a resident of the State of South Australia.

(3) Subject to rule 42, in the absence of the President, the Secretary will stand in for the president.

(4) The Secretary must—

(a) maintain the register of members in accordance with rule 22;

(b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 69(3), all books, documents and securities of the Association;

(c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

(d) perform any other duty or function imposed on the Secretary by these Rules.

44 Treasurer

(1) The Treasurer must—

(a) receive all moneys paid to or received by the Association and issue or cause to be issued receipts for those moneys in the name of the Association; and

(b) Subject to rule 68(6) ensure that all moneys received are paid into an account of the Association within 7 working days after receipt; and

(c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and

TORRENS ROWING CLUB CONSTITUTION (RULES)

(d) ensure cheques and electronic withdrawals are signed by two committee members one of whom must be the President or the Treasurer.

(2) The Treasurer must—

(a) ensure that the financial records of the Association are kept in accordance with the Act; and

(b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.

(3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

(4) The financial statements of the Association referred to in sub-rule 2(b) shall be presented to members at the annual general meeting.

45 Captain

(1) At the annual general meeting the members entitled to vote shall elect a Captain.

(2) The role of the Captain is to manage the rowing and sculling activities of the Association and the maintenance of its rowing, sculling and training equipment.

46 Vice-Captain

The person elected Vice-Captain in accordance with subrule 51(5) will assist the Captain and stand in for the Captain if and when the Captain is unavailable.

47 Ordinary Committee Members

(1) At each annual general meeting, members entitled to vote may elect up to six (6) persons as Ordinary Committee Members;

(2) A member is eligible for a position under subrule (1) in accordance with rule 48 and rule 50.

Division 3—Election of Committee members and tenure of office

48 Who is eligible to be a Committee member

(1) A member is eligible to be elected or appointed as a committee member if the member is a member entitled to vote.

(2) Persons precluded by section 30 of Division 1 of Part 4 of the Act are not entitled to be members of the Committee.

49 Positions to be declared vacant

The Chairperson of each annual general meeting must after the annual report and financial statements of the Association have been received declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 50 to 53.

TORRENS ROWING CLUB CONSTITUTION (RULES)

50 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) A person may only be nominated by a member entitled to vote and such a member may nominate themselves.
- (3) A person nominated may only be elected if that person consents to being nominated.
- (4) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

51 Election of Executive Committee.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Secretary;
 - (c) Treasurer; and
 - (d) Captain.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 53.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.
- (5) At the annual general meeting, a separate election must be held for one of the persons elected under rule 52 to concurrently hold the position of Vice-Captain. Only persons successfully elected as Ordinary Committee Members are eligible for this position.

52 Election of Ordinary Committee Members

- (1) The annual general meeting may elect six (6) members to hold the position of Ordinary Committee Members for the next year.
- (2) A single election may be held to fill all of those positions in accordance with rule 51.

53 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.

TORRENS ROWING CLUB CONSTITUTION (RULES)

- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each member entitled to vote present in person; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other 5 members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule(7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

- (12) Save for a person elected under rule 51(2), where there is only one (1) candidate for a position that candidate must obtain a majority vote of the members present and entitled to vote at the annual general meeting.

54 Term of office

- (1) Subject to subrule (3) and rule 55, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.

TORRENS ROWING CLUB CONSTITUTION (RULES)

(3) A general meeting of the Association may—

- (a) by special resolution remove a committee member from office; and
- (b) elect a member to fill the vacant position in accordance with this Division.

(4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

(5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

55 Vacation of office

(1) A committee member may resign from the Committee by written or electronic notice addressed to the Committee.

(2) A person ceases to be a committee member if he or she—

- (a) ceases to be a member of the Association; or
- (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 66.

56 Filling casual vacancies

(1) The Committee may appoint a member entitled to vote to fill a position on the Committee that—

- (a) has become vacant under rule 55; or
- (b) was not filled by election at the last annual general meeting.

(2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

(3) Rule 54 applies to any committee member appointed by the Committee under subrule (1) or (2).

(4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

57 Meetings of Committee

(1) The Committee must meet at least once every two months at dates, times and places determined by the Committee.

TORRENS ROWING CLUB CONSTITUTION (RULES)

(2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.

(3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

58 Notice of meetings

(1) Notice of each committee meeting must be given to each committee member no later than 4 days before the date of the meeting.

(2) Notice may be given of more than one committee meeting at the same time.

(3) The notice must state the date, time and place of the meeting.

(4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

(5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

59 Urgent meetings

(1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

(2) Any resolution made at the meeting must be passed by an absolute majority.

(3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60 Procedure and order of business

(1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.

(2) The order of business may be determined by the members present at the meeting.

61 Use of technology

(1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

(2) A committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

62 Quorum

(1) No business may be conducted at a Committee meeting unless a quorum is present.

TORRENS ROWING CLUB CONSTITUTION (RULES)

- (2) The quorum for a committee meeting is four (4) committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58.

63 Voting

- (1) On any question arising at a committee meeting, each committee member present in person or as permitted under rule 61(1) has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting in person or as permitted under rule 61(1) vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

64 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

65 Minutes of meeting

- (1) The Secretary must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—

TORRENS ROWING CLUB CONSTITUTION (RULES)

- (a) the names of the members in attendance at the meeting;
- (b) the business considered at the meeting;
- (c) any resolution on which a vote is taken and the result of the vote;
- (d) any material personal interest disclosed under rule 64.

66 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

67 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

68 Management of funds

- (1) The Association must maintain one or more accounts with a financial institution or institutions from one or other of which accounts all expenditure of the Association is made and into one or other of which accounts all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) Any proposed expenditure under subrule (3) that is in excess of \$50,000 shall require the consent of a two thirds majority of the members present at a general meeting.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed and all payments made by electronic funds transfer authorised by two (2) committee members one of whom must be the President or the Treasurer.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

TORRENS ROWING CLUB CONSTITUTION (RULES)

69 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) (if relevant) enable financial information to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

70 Property of the Association

The Committee has the management and control of the funds and other property of the Association.

71 Auditor of a prescribed association

- (1) In the event that the Association meets the requirements of a “prescribed association” specified in Division 2 of Part 4 of the Act, the Association will comply with the accounting and audit obligations outlined in the Act.
- (2) For clarity, the Association will be a “prescribed association” under the Act where in the previous financial year, the Association had gross receipts in excess of –
 - (a) \$200,000; or
 - (b) such greater amount as is prescribed by regulation.
- (3) Without limiting the applicability of the Act, where the Association is a “prescribed association” it shall comply with the legislative requirements in respect of:-
 - (a) the inspection and auditing of accounts by an appointed auditor;
 - (b) the preparation and reporting of the financial position of the Association at the annual general meeting;
 - (c) the keeping of accounts;
 - (d) the lodgement of the Association’s periodic returns by the public officer.

TORRENS ROWING CLUB CONSTITUTION (RULES)

PART 7—GENERAL MATTERS

72 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary or the President.

73 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

74 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing it to the member personally; or
 - (b) by sending it by post to the address recorded for the member on the register of members in which event it is deemed to have been given on the third business day after the day of posting.
 - (c) by sending it by email to any email address supplied by the member or committee member as his or her email address in which event it is deemed to have been given at the time of sending.
- (2) Subrule (1) does not apply to notice given under rule 58.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing it to a member of the Committee; or
 - (b) by sending it by post to the Association's postal address namely G.P.O. Box 512 Adelaide SA 5001 in which event it is deemed to have been given on the fifth business day after the day of posting; or
 - (c) by sending it by email to the email address of the Secretary namely secretray@torrensrowingclub.com.au in which event it is deemed to have been given at the time of sending.

TORRENS ROWING CLUB CONSTITUTION (RULES)

75 Custody and inspection of books and records

Members may apply to the District Court for an order authorising an inspection of the Association's books on behalf of the member by a person authorised under the Act to audit the accounts of a prescribed association or a legal practitioner.

76 Winding up and cancellation

(1) The Association may be wound up voluntarily by the Supreme Court, or on the certificate of the Commission issued with the consent of the Minister.

(2) Pursuant to subrule (1), the Association may be wound up voluntarily by special resolution, with the permission of the Court, on the basis that it is unable to pay its debts.

(3) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

(4) Subject to the section 43 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

(5) The body to which the surplus assets are to be given must be decided by special resolution.

77 Alteration of Rules

(1) These Rules may only be altered by special resolution of a general meeting.

(2) Such alteration must be registered with the Commission, within one month after making the alteration and in the form prescribed in section 24(3) of the Act.