

CLUB KAWANA RADIO YACHTING CONSTITUTION



RULE ONE - NAME

The name of the incorporated association shall be CLUB KAWANA RADIO YACHTING INC (in these rules called “the association”.)

RULE TWO - OBJECTS

The objects for which the association is established are:

- (a) To provide radio yachting facilities for members and to maintain these facilities at an operational standard,
- (b) To provide a forum for discussion on the technical aspects of design and operation of radio yachts.
- (c) To encourage and promote interest in the sport of radio yachting.
- (d) To conduct where possible, family and outside social activities in conjunction with (a), (b) and (c) above.

RULE THREE – POWERS.

- (1) The association has, in the exercise of its affairs, all the powers of an individual.
- (2) The association may, for example.
 - (a) Enter into contracts
 - (b) Acquire, hold, deal with and dispose of property.
 - (c) Make charges for services and facilities it supplies: and
 - (d) Do other things necessary or convenient to be done in carrying out its affairs.

- (3) The association may take over the funds and other assets and liabilities of any other similar incorporated association if it so desires.
- (4) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

RULE FOUR – CLASSES OF MEMBERSHIP

(1) The membership of the association shall consist of ordinary members, and any of the following classes of members,(each class of membership is unlimited in number).

Class of membership	Limitations of rights for class	Conditions of entry to Membership Class
* Ordinary	Nil	Accepted members
* Junior	May not vote. Not eligible for election to the Management Committee	Must be under 18 years of age
* Life	Nil	Persons rendering outstanding service to the club.
* Associate (a)	May not vote. Not eligible, for election to Management Committee	Must be the partner of an ordinary member
* Associate (b)	Not eligible for election to management Committee	Must be a Full Member of another Club

- (2). The number of ordinary members shall be unlimited.

RULE FIVE - MEMBERSHIP

(1) Every person who at the date of change of name of the Association was a member of the previous incorporated association and who, on or before the day of change of name of the association, agrees in writing to become a member of the association shall be admitted by the Management Committee to the same class of membership of the association as that member held in the previous incorporated association

- (a) Every member of the association who previously to agreeing to become a member of the association has paid the members' subscription, due on the day of change of name of the association, as a member of the previous incorporated association, shall not be liable to pay any further sum by way of

annual subscription to the association for the period prior to the day of change of name of the incorporated association.

- (2) Every applicant for any class of membership of the association (other than the members of the previous incorporated association referred to in sub-rule (1) shall be proposed by one member of the association and seconded by another member.
- (3) The application for membership shall be made in writing, signed by the applicant and the applicant's proposer and seconder and shall be in such form as the management committee from time to time prescribes.

RULE SIX - MEMBERSHIP FEES

- (1) The membership fees for each class of membership shall be such sum, as the members shall from time to time at any general meeting so determine,
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the management committee shall from time to time determine.

RULE SEVEN --ADMISSION AND REJECTION OF MEMBERS

- (1) At the next meeting of the management committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the management committee, who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the management committee present at the meeting at which such application is being considered shall, be accepted as a member to the class of membership applied for.
- (3) Upon the acceptance or rejection of application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

RULE- EIGHT - TERMINATION OF MEMBERSHIP

- (1) A member may resign from the association at any time by giving notice in writing to the secretary.
- (2) Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (3) If a member:
 - (a) is convicted of an indictable offence, or
 - (b) fails to comply with any of the provisions of these rules, or
 - (c) has membership fees in arrears for a period of two months or more, or
 - (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the association, the management committee shall consider whether the member's membership shall be terminated.
- (4) The member concerned shall be given a full and fair opportunity of presenting the

member's case and if the management committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly

RULE NINE - APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) A person whose application for membership has been rejected or whose membership has been terminated, may, within one month of receiving written notification thereof lodge with the secretary written notice of the person's intention to appeal against the decision of the management committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership, the secretary shall convene, within three months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal,
 - (a) At any such meeting, the applicant shall be given the opportunity to fully present the applicant's case and the management committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case
 - (b) The appeal shall be determined by the vote of the members present at such a meeting.
- (3) Where a person whose application is rejected, does not appeal against the decision of the management committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

RULE TEN – REGISTER OF MEMBERS.

- (1) The management committee shall cause a register to be kept in which shall be entered the name and residential addresses of all persons admitted to membership of the association and the dates of their admission.
- (2) Particulars shall also be entered into the register of deaths, resignations, terminations, reinstatement of membership and any further particulars as the management committee or the members at any general meeting may require from time to time.
- (3) The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

RULE TEN (A) - THE SECRETARY

- (1) If the association has not elected an interim officer as secretary for the association before the change of name, the members of the management committee must appoint or elect a secretary for the association within 14 days after the change of the name,
- (2) If a vacancy happens in the office of secretary, the members of the management

- committee must appoint or elect a secretary within 14 days after the vacancy happens.
- (3) The secretary must be an individual residing in the State who is:
 - (a) A member of the association elected by the association as secretary, or
 - (b) A member of the association's management committee appointed by the committee as secretary, or
 - (c) Appointed by the management committee as secretary (whether or not the individual is a member of the association).
 - (4) The management committee may appoint and remove the secretary at any time.

RULE ELEVEN - MEMBERSHIP OF MANAGEMENT COMMITTEE

- (1) The management committee of the association shall consist of a Commodore (President), a Vice commodore (Vice president), treasurer (secretary/treasurer), all of whom shall be members of the association. Other members such as rear commodore, measurer, secretary, radio officer, publicity officer; may be elected or appointed as the members of the association at any general meeting, may from time to time decide.
- (2) At the annual meeting of the association, all members of the management committee for the time being shall retire from the office, but shall be eligible upon nomination for re-election.
- (3) The election of officers and other members of the management committee shall take place in the following manner:
 - (a) Any two members of the association shall be at liberty to nominate any other member to serve as an officer or other member of the management committee,
 - (b) The nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place,
 - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the association for at least seven days immediately preceding the annual general meeting,
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies,
 - (e) Should, at the commencement of such a meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

RULE TWELVE - RESIGNATION AND REMOVAL FROM MANAGEMENT COMMITTEE

- (1) Any member of the management committee may resign from membership of the management committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the association where that member shall be given the opportunity to fully present the member's case.
- (2) The question of removal shall be determined by the vote of the members present at such a general meeting.
- (3) There is no right of appeal against a member's removal from office under this section.

RULE THIRTEEN - VACANCIES ON MANAGEMENT COMMITTEE

- (1) The management committee shall have power at any time to appoint any member of the association to fill any casual vacancy on the management committee until the next annual general meeting.
- (2) The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the management committee, the continuing member or members may act for the purpose of increasing the number of members of the management committee to that number or of summoning a general meeting of the association, but for no other purpose.

RULE FOURTEEN - FUNCTIONS OF THE MANAGEMENT COMMITTEE

- (1) Except as otherwise provided by these rules and subject to resolutions of the members of the association carried at any general meeting the management committee:
 - (a) Shall have the general control and management of the administration of the affairs, property and funds of the association, and
 - (b) Shall have the authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.
- (2) The management committee may exercise all the powers of the association.
 - (a) To borrow or raise or secure the payment of money in such manner as members of the association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way

and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property, both present or future, and to purchase, redeem or pay off any such securities,

- (b) To borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property and any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association, and to provide and pay off any such securities, and from time to time.
 - (c) To invest in such manner as the members of the association from time to time determine.
- (3) For subsection (2) (b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for the money lent (whatever the term of the loan) by:
- (a) The financial institution for the association, or
 - (b) If there is more than one financial institution for the association – the institution nominated by the association.

RULE- FIFTEEN -- MEETINGS OF THE MANAGEMENT COMMITTEE

- (1) The management committee shall meet at least once every two calendar months to exercise functions:
 - (a) The management committee must decide how a meeting is to be called
 - (b) Notice of a meeting is to be given in the way decided by the management committee.
- (2) A special meeting of the management committee shall be convened by the secretary on requisition in writing signed by not less than one-third of the members of the management committee, which requisition shall clearly state the reasons why such special meeting convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the management committee a simple majority of a number equal to the number of members elected and/or appointed to the management committee as at the close of the last general meeting of the members, shall constitute a quorum.
- (4) Subject as previously provided in this rule, the management committee may meet together and regulate its proceedings, as it thinks fit.
 - (a) However, questions arising at any meeting of the management committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

- (5) A member of the management committee shall not vote in respect of any contract or proposed contract with the association in which the member is interested, or any matter arising thereout, and if the member does so vote, the member's vote shall not be counted.
- (6) Not less than 14 days notice shall be given by the secretary to members of the management committee of any special meeting of the management committee.
 - (a) Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The Commodore shall preside as chairperson at every meeting of the management committee, or if there is no commodore, or if at any meeting the Commodore is riot present within ten minutes after the time appointed for holding the meeting, the Vice-Commodore shall be Chairperson, or if the Vice-Commodore is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a management committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee shall lapse.
- (9) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the meeting shall lapse.

RULE SIXTEEN - THE SUBCOMMITTEE

- (1) The management committee may delegate any of its powers to a subcommittee consisting of such members of the association as the management committee thinks fit,
 - (a) Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the management committee.
- (2) A subcommittee may elect a chairperson of its meetings
 - (a) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.
- (3) A subcommittee may meet and adjourn as it thinks proper

- (4) Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

RULE SEVENTEEN - INDIVIDUAL AUTHORITY

- (1) All acts done by any meeting of the management committee or of a subcommittee or by any person acting as a member of the management committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the management committee or person acting as aforesaid, or that the members of the management committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the management committee.

RULE EIGHTEEN - ALTERNATIVE TO MANAGEMENT COMMITTEE MEETING

- (1) A resolution in writing signed by all members of the management committee for the time being entitled to receive notice of a meeting of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held.
- (2) Any such resolution may consist of several documents in like form, each signed by one or more members of the management committee.

RULE NINETEEN -- FIRST GENERAL MEETING

- (1) The first general meeting must be held not less than one month, and not more than three months, after the day the association changed its name.
- (2) The management committee must decide where the meeting is to be held.
- (3) The business to be transacted at the first general meeting must include- the appointment of an auditor

RULE NINETEEN (A) --- FIRST ANNUAL GENERAL MEETING

- (1) The first annual general meeting must be held within 18 months after the day the association changed its name.

RULE NINETEEN (B) - SUBSEQUENT ANNUAL GENERAL MEETINGS

- (1) Each subsequent annual general meeting must be held:
 - (a) At least once each year: and
 - (b) Within three months after the end of the association's previous financial year.

RULE TWENTY - BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING

- (1) The following business must be transacted at every annual general meeting:
 - (a) The receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association for the last financial year,
 - (b) The receiving of the auditor's report on the financial affairs of the association for the last financial year,
 - (c) The presenting of the audited statement to the meeting for adoption,
 - (d) The election of members of the management committee, and
 - (e) The appointment of an auditor.

RULE TWENTY-ONE - SPECIAL GENERAL MEETING

- (1) The secretary shall convene a special general meeting by sending out notice of the meeting within fourteen days of:
 - (a) Being directed to do so by the management committee: or
 - (b) Being given a requisition in writing signed by not less than one-third of the members presently on the management committee or not less than the number of ordinary members of the association which equals double the number of members presently on the management committee plus one:
 - (c) Being given a notice in writing of an intention to appeal against the decision of the management committee to reject an application for membership or to terminate the membership of any person.
- (2) A requisition mentioned in subsection (1) (b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

RULE TWENTY-TWO - QUORUM AT GENERAL MEETING

- (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the management committee plus one.
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
 - (a) For the purpose of this rule: "member" includes a person attending as a proxy or as representing a corporation which is a member.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee or the association shall lapse.
 - (a) In any other case it shall stand adjourned to the same day in the next week at

the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.

- (4) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (5) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (6) Save as aforesaid it shall not be necessary to give any notice, of an adjournment or of the business to be transacted at any adjourned meeting.

RULE TWENTY-THREE - NOTICE OF GENERAL MEETING

- (1) The secretary shall convene all general meetings of the association by giving not less than 14 days notice of any such meeting to the members of the association.
- (2) The manner by which such notice shall be given shall be determined by the management committee.
- (3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of their membership by the management committee shall be given in writing.
- (4) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

RULE TWENTY-FOUR - PROCEDURE AT GENERAL MEETING

- (1) Unless otherwise provided by these rules, at every general meeting:
 - (a) the Commodore shall preside as chairperson, or if the commodore is not present within 15 minutes after the time appointed for the holding of the Meeting or is unwilling to act, the Vice-Commodore shall be the chairperson or if the vice commodore is not present or is unwilling to act, then the members present shall elect one of their number to be chairperson of the meeting,
 - (b) The Chairperson shall maintain order, and conduct the meeting in a proper and orderly manner,
 - (c) Every question, matter or resolution shall be decided by a majority of votes of the members present,
 - (d) Every member present shall be entitled to one vote, and in the case of an equality of votes the chairperson shall have a second casting vote,
 - (e) However, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than one month in arrears at the date of the meeting,
 - (f) Voting shall be by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot in which event there

shall be a secret ballot,

- (9) The chairperson shall appoint two members to conduct the secret ballot in such manner as the chairperson shall determine, and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded,
- (h) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote,
- (i) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of the appointer's attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised,
- (j) A proxy may, but need not be, a member of the association.
- (k) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot,
- (l) Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit. (Unless otherwise instructed, the proxy may vote as the proxy thinks fit).

<p>ASSOCIATION: _____ _____</p> <p>I _____ of _____ being a member of the above mentioned association, _____, hereby appoint _____ of _____ as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the _____ day of _____ 19__ and at any adjournment thereof. Signed this _____ day of _____ 19__ Signature _____ This form is to be used (in favour of/ against) the resolution.</p>

- (m) The instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote,
- (n) The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee meeting and general meeting to be entered in a book to be open for inspection at all

reasonable times by any financial member who previously applies to the secretary for that inspection.

- (2) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every management committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding management committee meeting verifying their accuracy.
- (3) Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting-
- (4) However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting,

RULE TWENTY-FIVE - BY LAWS

- (1) The management committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association and any by- law must be set aside by a general meeting of members.

RULE TWENTY-SIX - ALTERATION OF RULES

- (1) Subject to the provisions of the ASSOCIATIONS INCORPORATION ACT 1981, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
- (2) However, an amendment, rescission or addition is valid only if it is registered by the chief executive.

RULE-TWENTY-SEVEN -- COMMON SEAL

- (1) The management committee shall provide for common seal and its safe custody
- (2) The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned by the secretary or by a second member of the management committee or by some other person appointed by the management committee for the purpose.

RULE TWENTY-EIGHT'- FUNDS AND ACCOUNTS

- (1) The funds of the association must be kept in the name of the association in a financial institution decided by the management committee.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All cheque withdrawals shall be signed by any two of the treasurer or

- secretary/treasurer and commodore or vice-commodore, or other member authorised from time to time by the management committee.
- (5) Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recouplement which may be open,
 - (6) The management committee shall determine the amount of petty cash which shall be kept on the imprest system.
 - (7) All expenditure shall be approved or ratified at a management committee meeting.
 - (8) As soon as practicable after the end of each financial year, the treasurer shall cause to be prepared a statement containing the particulars of:
 - (a) The income and expenditure for the financial year just ended, and
 - (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the association at the close of that year
 - (9) If the association is incorporated within three months of the end of the association's financial year, subsection (8) does not apply for the financial year the association is incorporated.
 - (10) The auditor must examine the statement prepared under subsection (8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
 - (11) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

RULE TWENTY-NINE - DOCUMENTS

- (1) The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the association.

RULE THIRTY - FINANCIAL YEAR

- (1) The financial year of the association shall close on 31 March in each year.

RULE THIRTY-ONE - DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- (1) This section applies if the association is wound-up under part 7 of the Act and there are surplus assets.
- (2) The surplus assets must not be distributed among the members but must be given to another entity:
 - (a) That has objects similar to the association's objects, and
 - (b) The rules of which prohibit the distribution of the entity's income and assets to its members.
- (3) In this section - "surplus assets" has the meaning given by section 47(3) of the Act.

RULE THIRTY-TWO - DEFINITIONS

In accordance with Section 61 (3) of the Associations Incorporation Act 1981 - The Management Committee must have at least three (3) members of whom -

- (a) One holds the office of the President.
- (b) The Commodore is the President as per the Act.
- (c) The Vice Commodore is the Vice-President.