

INDIAN OCEAN PADDLERS, Inc.

CONSTITUTION

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INDIAN OCEAN PADDLERS, Inc CONSTITUTION

1.0 NAME

The name of the club shall be the INDIAN OCEAN PADDLERS, Inc hereinafter referred to as the "Club".

2.0 OBJECTS

The Objects of the Club are:

- 2.1 To promote and encourage paddling, particularly ocean paddling
- 2.2 To unite and co-ordinate the activities of members and their guests with regards to competitive events and to foster participation by members in paddling events at championships, regattas and social events.
- 2.3 To act on behalf of members in their relationship with the Canoeing Association of Western Australia and other associated organisations
- 2.4 To encourage and maintain high standards of paddling and to promote safe paddling practices within the Club and the community
- 2.5 To encourage and promote a positive attitude towards the conservation of flora and fauna and the preservation of our natural waterways
- 2.6 To encourage and develop good social relationships between members and other clubs and groups
- 2.7 To raise funds, own and dispose of real and personal property and expend money for any purpose which directly or indirectly may be associated with the attainment of any or all of the Objects of the Club
- 2.8 To make, develop and issue rules and regulations for the classifications of paddling craft used in competition and controlled events organised by the Club
- 2.9 To make, develop and issue rules from time to time regarding the age and sex classification to be used in events and competitions which are controlled by the Club.

3.0 ATTAINING OBJECTS

The Club shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the Objects of the Club.

4.0 PROPERTY OF THE CLUB

The Club must apply all property and income of the Club towards the promotion of the Objects or purposes of the Club. No part of that income or property to be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of these Objects or purposes.

- 5.0 **POWERS OF THE CLUB (as conferred by Section 13 of the Act)**
- 5.1 To acquire, hold, deal with, and dispose of any real or personal property
- 5.2 To open and operate bank accounts
- 5.3 To invest its money
- (i) in any security in which trust moneys may be invested; or
- (ii) in any other manner authorised by the rules of the Club
- 5.4 To borrow money upon such terms and conditions as the Club thinks fit
- 5.5 To give such security for the discharge of liabilities incurred by the Club as the Club thinks fit
- 5.6 Accept donations and gifts in accordance with the Objects of the Club
- 5.7 Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the Club
- 5.8 Provide gifts and prizes in accordance with the Objects of the Club
- 5.9 Organise social events for Members and the promotion of the Club
- 5.10 To enter into any other contract the Club considers necessary or desirable

6.0 MEMBERSHIP

- 6.1 Membership shall be open to any person who wishes to further the interests of the Club
- 6.2 Any person seeking membership shall make application to the Management Committee, and the Management Committee shall determine whether the application is successful or not
- 6.3 Application for membership should be made in writing by using the standard membership form supplied by the Management Committee
- 6.4 Each person admitted to membership shall be:
- 6.4.1 Bound by the Constitution and By-Laws of the Club
- 6.4.2 Come liable for such fees and subscriptions as may be fixed by the Club
- 6.4.3 Entitled to all advantages and privileges of membership
- 6.5 Membership Categories
- 6.5.1 **COMPETITIVE MEMBER**
Any person who is a financial member of the Club and is affiliated with Canoeing Western Australia. A competitive member will pay the fees for affiliation and the Club and receive the associated benefits and privileges of affiliation with Canoeing Western Australia and the Club. They will be entitled to hold any office.
- 6.5.2 **RECREATIONAL MEMBER**
Any person who is a financial member of the Club and is not affiliated with Canoeing Western Australia. A recreational member will pay fees and levies associated with the Club and be entitled to vote. A recreational member is unable to hold a position of office.

6.6 Register of Members

- 6.6.1 The Management Committee shall appoint a member of the Management Committee to maintain an up to date register of members of the Club.
- 6.6.2 A member may at any reasonable time inspect the records and documents of the Club.
- 6.6.3 The register shall be kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.

7.0 MEMBERSHIP FEES

Subscription fee shall be paid by the different classes upon acceptance of application by the Management Committee.

8.0 TERMINATION OF MEMBERSHIP

8.1 Any person's membership may be terminated by the following events:

- 8.1.1 resignation
- 8.1.2 expulsion
- 8.1.3 a members annual membership fee remains unpaid after three months falling due

8.2 The Management Committee shall have the power to suspend or expel any member of the Club for:

- 8.1.1 any events in Item 8.1
- 8.1.2 false or inaccurate statements made in the member's application for membership of the Club
- 8.1.3 breach of any rule, regulation or by-law of the Club and
- 8.1.4 by any act detrimental to the Club. After having undertaken due inquiry.

8.3 Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

9 MANAGEMENT COMMITTEE

- 9.1 The Committee must meet together for the dispatch of business not less than six (6) times in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- 9.2 Management of the Club shall be vested in the Management Committee elected by members at the Annual General Meeting and consisting of:
 - 9.2.1 President
 - 9.2.2 Vice President
 - 9.2.3 Secretary
 - 9.2.4 Treasurer
 - 9.2.5 Three (3) Committee Members
- 9.3 No person shall hold more than one position on the Management Committee at any one time. A person shall cease to be a member of the Management Committee at the conclusion of the Annual General Meeting which follows his / her election and he/she will be eligible for re-election.
- 9.4 A quorum of the Management Committee shall be half of its members plus one.
- 9.5 If the President or Vice President is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.
- 9.6 A member of the Management Committee may lose his or her seat on the committee for either of the following:
 - 9.6.1 Absence from three or more meetings without leave of absence
 - 9.6.2 Found not to be a financial member
- 9.7 The initial Management Committee will be established before lodging the Constitution and application for Incorporation with DOCEP, therefore the first Committee will hold office until the next AGM in approximately twelve months.
- 9.8 The term of the Management Committee will be for twelve months. Existing members or new members may be re-elected / elected at each AGM.

10.0 POWERS OF THE MANAGEMENT COMMITTEE

The Management Committee shall carry out the day to day running of the Club and shall have the power to:

- 10.1 Administer the finances, appoint bankers, and direct the opening of bank accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
- 10.2 Fix the manner in which such banking accounts shall be operated upon, providing the Management Committee passes all payments;
- 10.3 Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and enforce payment thereof

- 10.4 Adjudicate on all matters brought before it which in any way affect the Club
- 10.5 Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members
- 10.6 Make, amend and rescind rulings and by-laws
- 10.7 Have the power to form and appoint any sub committee/s as required for specific purposes
- 10.8. May at their discretion employ a person or persons to carry out certain duties required by the Club, at salaries or remunerations for such a period of time, as deemed necessary
- 10.9 Should a vacancy occur on the Management Committee during the season, the Management Committee shall appoint a successor until the next Annual General Meeting
- 10.10 Appoint an officer/s or agent of the Management Committee to have custody of the Club's records, documents and securities
- 10.11. Management Committee members must be affiliated with Canoeing Western Australia to hold any office.

11. AUDITOR

- 11.1 The Annual General Meeting shall elect or appoint an Auditor or Auditors
- 11.2 The Auditor/s shall examine and audit all the books and accounts of the Club annually, and have the power to call for all books, papers, accounts, receipts etc of the Club and report thereon to the Annual General Meeting.

12. GENERAL MEETINGS

- 12.1 Annual General Meeting
 - 12.1.1 The Annual General Meeting of the Club must be held within four months of the end of the club's financial year
 - 12.1.2 The Secretary shall give at least fourteen (14) days notice, in writing, of the date of the Annual General Meeting to members
 - 12.1.3 All financial members may attend the Annual General Meeting
 - 12.1.4 A quorum at the Annual general meeting shall be a minimum of ten (10) members. If at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting there is no quorum the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.
 - 12.1.5 The agenda for the Annual General Meeting shall be:
 - Opening of meeting
 - Confirmation of Minutes of previous Annual General Meeting
 - Presentation of Annual Report
 - Adoption of Annual Report
 - Presentation of Treasurer's statement

- Election of new Executive and appointment of Auditor
- Vote of thanks for outgoing Executive
- Determination of Annual Membership Fee
- Notice/s of Motion
- Urgent general business
- Closure

12.2 General Meetings

- 12.2.1 General Meetings may be called by the Management Committee or at the request of the President and Secretary or on the written request of five (5) members of the Club
- 12.2.2 The Secretary shall give at least seven (7) days notice, in writing, of the date of the General Meeting to the members. Notice of General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.
- 12.2.3 The quorum of the General Meeting shall be a minimum of ten (10) members.

13. VOTING

13.1 Voting powers at the Annual General Meeting and General Meetings:

- 13.1.1 The President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.
- 13.1.2 Each individual financial member present shall have one (1) vote.

13.2 Voting powers at Management Committee Meetings:

- 13.2.1 The President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.
- 13.2.2 Each individual committee member present shall have one (1) vote.

14. FINANCE

- 14.1 All funds of the Club shall be deposited into the Club's accounts at such bank or recognised financial institution as the Management Committee may determine.
- 14.2 All accounts due by the Club shall be paid by cheque or electronic transfer after having been passed for payment at the Management Committee Meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next Management Committee Meeting.
- 14.3 The Treasurer shall not spend more than a set amount of Petty Cash without the consent of the Management Committee, and shall keep a record of such expenditure in a Petty Cash Book.
- 14.4 A statement showing the financial position of the Club shall be tabled at each Management Committee meeting by the Treasurer.

- 14.5 A statement of income and expenditure, assets and liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
- 14.6 The financial year of the Club shall commence on 1 October each year. The accounts, books and all financial records of the Club shall be audited each year.
- 14.7 The signatories to the Club's account/s will be the Treasurer and any one (1) from the following:
- President
 - Vice President
 - Secretary
 - Treasurer
- 14.8 All property and income of the Club will apply solely to the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.
- 14.9 The financial books, documents and records shall be kept and maintained at the Treasurer's place of residence, or at such other place as the members at a general meeting decide.

15. COMMON SEAL

The common seal of the Club shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Management Committee and in the presence of at least the President and two members of the Committee, both of whom shall inscribe their names as witnesses.

16. ALTERATIONS TO THE CONSTITUTION

- 16.1 No alterations, additions or amendments may be made to this Constitution unless and until carried by a resolution at an Annual General Meeting or General Meeting convened for that purpose
- 16.2 Notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.
- 16.3 The Secretary shall forward such notices of motion to each Management Committee member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.
- 16.4 Alterations to the By-laws can be made only at Management Committee meetings provided notice of the proposed alteration/s has been duly notified to Committee Members.
- 16.5 Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to vote at the Annual General Meeting, General Meeting or Management Committee Meeting, as the case may be.

16.6 Within one month of the passing of a Special Resolution, the Secretary shall notify the Department of Consumer and Employment Protection of the amendment. In the event that the Club becomes licensed, the Director of Licensing will also be notified.

17.0 STATUS AND COMPLIANCE OF CLUB

COMPLIANCE OF CLUB AS A MEMBER OF WESTERN AUSTRALIA CANOEING INC ("STATE ASSOCIATION") AND AUSTRALIAN CANOEING INC ("ACI")

The Members acknowledge and agree the Club shall:

- (a) be incorporated in Western Australia (WA);
- (b) if directed by the State Association, elect or appoint one (1) delegate to represent it at general meetings of the State Association in accordance with the State Association Constitution;
- (c) ensure the objects of the Club are consistent with the objects of the State Association and ACI;
- (d) maintain a membership structure which is consistent with the structure and membership categories of the State Association and ACI;
- (e) provide the State Association with copies of its audited accounts, annual report and other associated documents within 30 days of the Club's annual general meeting;
- (f) continue to recognise the State Association as the state peak body for the sport of canoeing in WA and ACI as the national peak body for the sport of canoeing in Australia;
- (g) continue to recognise the State Association as the final arbiter on matters pertaining to the sport of canoeing in WA, including disciplinary proceedings and ACI as the final arbiter on matters pertaining to the sport of canoeing in Australia, including disciplinary proceedings;
- (h) generally, have regard to the objects of the State Association, and in particular the object to create a single uniform entity for the conduct, promotion, encouragement and administration of the sport of canoeing, in any matters of the Club pertaining to the sport of canoeing;
- (i) abide by the State Association constitution and the constitution of ACI;

- (j) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the sport of canoeing, and its maintenance and enhancement;
- (k) make full and proper disclosure to the State Association of all matters of importance to the State Association and the sport of canoeing;
- (l) not acquire a private advantage at the expense of ACI, the State Association or any other Club or the sport of canoeing;
- (m) promote the economic and sporting success, strength and stability of the State Association and the other Clubs and to act interdependently with each other in pursuit of the objects of the State Association and ACI; and
- (n) if it has administrative, operational or financial difficulties, including but not limited to where the Club:
 - (i) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Club; or
 - (ii) enters into a composition or arrangement with its creditors, other than a voluntary winding up by members for the purpose of reconstruction or amalgamation; or
 - (iii) a mortgagee or other creditor takes possession of any of its assets;

permit the State Association, in its absolute discretion, to act to assist the Club in whatever manner and on such conditions as the State Association considers appropriate, including, but not limited to the appointment of an administrator.

18. DISSOLUTION

If, on the winding up of the Club, any property of the Club remains after the satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, the property shall be distributed:

- (a) to another incorporated club having objects similar to those of the club;
- (b) for charitable purposes, which incorporated club or purposes, as the case requires, shall be determined by resolution of the members.