

# **New South Wales Union of Rowers Inc. Constitution 2012 Revision**

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# **New South Wales Union of Rowers Inc. Constitution 2012 Revision**

## **1. NAME**

New South Wales Union of Rowers Incorporated hereafter called “the Union.” Founded in 1931 as “The Union of Old Oarsmen” and incorporated on 22nd June, 1993 as the “N.S.W. Union of Old Oarsmen Incorporated” and registered the name change on 29<sup>th</sup> November, 2004 to “New South Wales Union of Rowers Incorporated” No. Y1743422.

## **2. OBJECTS**

- a. To perpetuate the highest traditions of sportsmanship within the rowing community through the continuing association and reunion of rowers.
- b. To foster, improve and perpetuate the sport of rowing and sculling.
- c. To promote the ideals of rowing and sculling through an active interest in the affairs of the Rowing New South Wales Incorporated and its affiliates.
- d. To encourage Junior Rowing Development through the establishment of appropriate award schemes and programs.
- e. To recognize and record significant achievements of individuals and organizations.
- f. To assist the Rowing New South Wales Incorporated in the staging of regattas and other events.

## **3. AFFILIATION**

The Union is affiliated with the Rowing New South Wales Incorporated.

## **4. MOTTO**

“From the past, for the future.”

## **5. BADGE OR CREST**

The badge shall consist of circular gold plated lapel badge with sky blue background featuring a waratah surmounted on crossed oars with “N.S.W. Union of Rowers” on the perimeter.

## **6. MEMBERSHIP**

The qualifications for membership shall be those natural persons:

- a. Who are or who have been members of affiliated rowing clubs. OR
- b. Who have participated in rowing or sculling in school programs. OR
- c. Who wish to support the sport of rowing through membership in the Union and participation in its activities.

Applications for membership must be made in writing on 23. Schedule (i) to the Secretary and submitted with the prescribed sum (if applicable) for ratification at the next Committee meeting.

A right, privilege or obligation which a person has by reason of being a member of the Union:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person’s membership.

## **7. CLASSES OF MEMBERSHIP**

- a. Life members who shall be elected at an Annual General Meeting and their nomination will be included in the notice of such meeting.
- b. Permanent Members who shall pay a sum of money determined by the Committee and shall be afforded the privileges of membership for the period of their life.
- c. Members who shall pay a sum of money for a specific period that shall be determined by the Committee.
- d. Upon attaining the age of eighty (80) years current members will become exempt from the further payment of subscriptions.

## **8. SUBSCRIPTIONS**

The rates of membership subscription shall be set by the Committee from time to time.

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## **9. CESSATION OF MEMBERSHIP**

A person ceases to be a member of the Union if the person:

- a. dies, or
- b. submits a written resignation, or
- c. fails to renew membership within 6 months after the membership subscription is due.
- d. or is expelled.

## **10. COMMITTEE**

The Committee of the N.S.W. Union of Rowers shall consist of the following:

- a. Officers :
  - i. Patron,
  - ii. President,
  - iii. Deputy President,
  - iv. Elite Vice-President,
  - v. Four (4) Vice-Presidents,
  - vi. Honorary Secretary,
  - vii. Honorary Treasurer.
- b. Twelve (12) Ordinary Committee Members
- c. The Committee shall be elected annually at the Annual General Meeting. Nominations for the Committee from members, duly signed by the nominee, a proposer and seconder; must be lodged on Schedule (iii) twenty one (21) days prior to the date of the Annual General Meeting.
- d. Any casual vacancies shall be filled by the Committee.
- e. The office of President shall not be held by the same person for successive terms.
- f. A Officer or Ordinary Committee member may hold up to 2 Committee positions (other than both the President and Deputy President positions).
- g. Members of the Committee must disclose any potential conflict of interest; must not use their position or information for a dishonest or unlawful purpose and must hand over any documents of the Union to the Honorary Secretary or Honorary Treasurer within 14 days of ceasing to hold office.

## **11. MANAGEMENT**

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Union in General Meeting, the Committee:

- a. is to control and manage the affairs of the Union, and
- b. may exercise all such functions as may be exercised by the Union, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Union, and
- c. has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Union.
- d. The Committee shall comprise the elected Officers and Ordinary Committee Members as listed in "10. Committee"
- e. The Committee must meet at least 3 times in each period of 12 months.
- f. The Committee will raise funds through membership subscriptions, interest, excursions, donations, dinners, luncheons and social activities and direct the funds to fulfilling the Union's objects.
- g. The Committee may appoint Sub-Committees for any purpose, except powers of delegation or legal responsibility of the Committee, which shall further the objects of the Union.
- h. The current financial position of the Union shall be reported by the Honorary Treasurer at all Committee meetings and an audited report will be published and included in the Annual Report.
- i. Each member of the Committee is, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is

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eligible for re-election with the exception of the President who is eligible to hold any other office other than the Presidency.

- j. At all meetings of the Union the President or, in the President's absence, the Deputy President is to preside. If the President and the Deputy President are absent or unwilling to act then one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

### **12. DUTIES OF OFFICERS AND THE COMMITTEE**

#### **a. Patron**

The Committee will invite a member to nominate as Patron each year.

The Patron may attend all meetings and functions of the Union and use their best endeavours to promote the objects of the Union.

#### **b. President**

The Committee will invite the Deputy President to nominate as President. The term of office of the President is two years.

The President will preside over all meetings of the Union in accordance with this Constitution; uphold the Constitution of the Union and the Act and Regulation and use their best endeavours to promote the objects of the Union.

#### **c. Deputy President**

The Committee will invite a Vice President to nominate as Deputy President. The term of office of the Deputy President is two years.

The Deputy President will chair any meeting of the Union that the President is unable to attend; uphold the Constitution of the Union and use their best endeavours to promote the objects of the Union.

#### **d. Elite Vice-President**

The Committee will invite a member to nominate as Elite Vice-President each year.

The Elite Vice President may attend all meetings and functions of the Union and use their best endeavours to promote the objects of the Union and provide good council to the Union's Officers.

#### **e. Vice-Presidents (4)**

Members may nominate for the position of Vice President each year.

A Vice President may attend all meetings and functions of the Union; uphold the Constitution of the Union and use their best endeavours to promote the objects of the Union and recruit new members to the Union.

#### **f. Honorary Secretary**

Members may nominate for the position of Honorary Secretary each year. The Honorary Secretary will conduct all correspondence necessary to administer the affairs of the Union and convene meetings. At meetings it is the duty of the Secretary to keep minutes of:

- i. all appointments to the Committee, and
- ii. the names of members present at a committee meeting or a general meeting, and
- iii. all proceedings at Committee Meetings and General Meetings.

Minutes of the proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

The Secretary shall maintain a database registry of the Union's membership and produce membership lists for the Honorary Treasurer and Public Officer in accordance with the Act.

Produce newsletters and reports for the membership and with the cooperation of the Committee produce the Annual Report.

#### **g. Honorary Treasurer**

Members may nominate for the position of Honorary Treasurer each year. The Honorary Treasurer will ensure:

- i. that all funds due to the Union are collected and banked as soon as possible and that all payments authorized by the Committee are made by cheque and countersigned by the Secretary or Public Officer, and

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- ii. that correct books and accounts are kept showing the financial affairs of the Union, including full details of all receipts and expenditure connected with the activities of the Union.
  - iii. that a current Financial Report is tabled at all Committee Meetings.
- The Treasurer shall also provide financial advice to the Committee.

### **h. Honorary Auditor**

The Committee will invite a suitably qualified person to act as Honorary Auditor each year. The Honorary Auditor will audit the financial affairs of the Union in accordance with Australian Accounting Standards and present a report for publication in the Annual Report.

### **i. Public Officer**

The Committee will invite a suitably qualified member to act as Public Officer each year. The Public Officer must be a resident of N.S.W.

The Public Officer will perform all duties required by the Associations Incorporation Act 2009 and the Associations Incorporation Regulation 2010..

### **j. Ordinary Committee Members (12)**

Members may nominate for the position of Committee member each year.

Committee members may attend all Committee meetings of the Union; participate on Sub-Committees of the Union; uphold the Constitution of the Union and use their best endeavours to promote the objects of the Union and recruit new members to the Union.

## **13. ACCOUNTABILITY**

### **a. The Honorary Auditor**

The Honorary Auditor shall be appointed by the Committee and be a person who is a member of the Institute of Chartered Accountants in Australia and/or the National Institute of Accountants and/or the Australian Society of Certified Practising Accountants. The Honorary Auditor must be independent of the Committee and its members.

### **b. The Public Officer**

The Public Officer shall be appointed by the Committee and shall fulfil the requirements of the Act. The Public Officer may be a member of the Committee and must be a resident of N.S.W.

## **14. YEAR**

- a. The financial year of the Union will extend from 1st July to the 30th June.
- b. The administrative year will extend from the day following the Annual General Meeting to the date of the next Annual General Meeting in August of the following year.

## **15. ANNUAL GENERAL MEETINGS**

The Annual General Meeting shall be held during August of each year at such time and place as fixed by the Committee provided that at least twenty eighty (28) day's notice of the meeting shall be given.

## **16. SPECIAL GENERAL MEETINGS**

A Special General Meeting shall be called at the discretion of the Committee or upon a requisition in writing to the Honorary Secretary, signed by at least fifteen members of the Union.

At least 14 day's notice of a Special General Meeting must be given to the members of the Union and such notice must state the motion/s to be considered at the Special General Meeting.

## **17. VOTING**

- a. At all Annual General and Special General Meetings only financial, Permanent and Life Members who are present will be entitled to vote on motions and the election of Officers.
- b. Questions arising at any meeting of the Union are to be determined by a majority of the votes of members present and entitled to vote.
- c. Each member present at a meeting (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote to resolve the question.

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- d. A motion passed at an Annual General Meeting or Special General Meeting can only be rescinded at a subsequent Special General Meeting by a two thirds majority of those present and entitled to vote.
- e. Proxy voting must not be undertaken at or in respect of any meeting of the Union.
- f. A member is not entitled to vote at any General Meeting of the Union if the member is under 18 years of age.
- g. The Union may hold a postal ballot to determine any issue or proposal. A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **18. QUORUM**

At all Annual General and Special General Meetings of this Union twelve (12) from those present and entitled to vote shall form a quorum whilst seven (7) shall form a quorum at Committee Meetings.

No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

### **19. REGISTRY OF MEMBERS**

- a. The register of members shall be kept at the Secretary's private address is open for inspection, free of charge, by any member of the Union at any reasonable hour.
- b. A member of the Union may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- c. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, then that information must not be made available for inspection.
- d. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - i. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Union or other material relating to the Union, or
  - ii. any other purpose necessary to comply with a requirement of the Act or the Regulation.

### **20. ALTERATIONS TO THIS CONSTITUTION**

- a. Notice of any motion for any proposed alteration to this Constitution must be given in writing, setting out the text of the proposed alteration, to the Committee not later than twenty eight (28) days before the date set for an Annual General or Special General Meeting. Such notice must be signed by not fewer than fifteen (15) current members.
- b. The Committee will then place the motion for alteration before the membership on the notice paper for the Annual General or Special General Meeting.
- c. Any motion or amended motion to alter this Constitution will only be passed if a three quarters majority of those present and eligible to vote is attained.

### **21. COMMON SEAL**

- a. The Committee shall provide safe custody of the Common Seal of the Union.
- b. The Common Seal shall not be used without the authority by resolution of the Committee and shall be used in the presence of two members of the Committee.
- c. Two members of the Committee shall sign every instrument to which the Common Seal is fixed.

### **22. RESOLUTION OF DISPUTES**

- a. A dispute between a member and another member (in their capacity as members) of the Union, or a dispute between a member or members and the Union, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- b. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

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- c. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

### **23. DISCIPLINING OF MEMBERS**

- a. A complaint may be made to the committee by any person that a member of the Union:
- i. has refused or neglected to comply with a provision or provisions of this constitution, or
  - ii. has wilfully acted in a manner prejudicial to the interests of the Union.
- b. The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- c. If the committee decides to deal with the complaint, the committee:
- i. must cause notice of the complaint to be served on the member concerned, and
  - ii. must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - iii. must take into consideration any submissions made by the member in connection with the complaint.
- d. The committee may, by resolution, expel the member from the Union or suspend the member from membership of the Union if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- e. If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- f. The expulsion or suspension does not take effect:
- i. until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - ii. if within that period the member exercises the right of appeal, unless and until the Union confirms the resolution under clause 12, whichever is the later.

### **24. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- a. A member may appeal to the Union in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- b. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- c. On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the Union to be held within 28 days after the date on which the secretary received the notice.
- d. At a general meeting of the Union convened under subclause (3):
- i. no business other than the question of the appeal is to be transacted, and
  - ii. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - iii. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
  - iv. The appeal is to be determined by a simple majority of votes cast by members of the Union.

### **25. DISSOLUTION**

- a. The Union shall not be dissolved except at a Special General Meeting convened for that purpose and by a resolution carried by a majority of two thirds of those present and entitled to vote.
- b. The liability of a member of the Union to contribute towards the payment of the debts and liabilities of the Union or the costs, charges and expenses of the winding up of the Union is limited to the amount, if any, unpaid by the member in respect of membership of the Union as required by clause 7.

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- c. If upon winding up or dissolution there remains, after satisfaction of all its debts and liabilities any assets, then such assets shall be given or transferred to the Rowing New South Wales Inc. Inc.

### **26. SCHEDULES**

The following schedules shall form part of this Constitution:

- i. Application for Membership of the Union.
- ii. Renewal of Membership notice of the Union.
- iii. Nomination for Election of Committee Members of the Union.
- iv. Notification of acceptance of an application of membership of the Union.
- v. NSW Union of Rowers Inc. Membership Card.
- vi. Application for a N.S.W. Union of Rowers Youth Award.
- vii. Scholarship Club membership application.

### **27. DEFINITIONS**

In this Constitution:

- a. The Union means New South Wales Union of Rowers Incorporated
- b. Ordinary Committee member means a member of the committee who is not an Office-Bearer of the Union.
- c. Honorary Secretary or Secretary means the person holding office under this Constitution as Secretary of the Union, or if the Office is vacant then the Public Officer of the Union.
- d. Honorary Treasurer or Treasurer means the person holding office under this Constitution as Treasurer of the Union
- e. Special General Meeting means a General Meeting of the Union other than an Annual General Meeting.
- f. The Act means the Associations Incorporation Act 2009.
- g. The Regulation means the Associations Incorporation Regulation 2010.