

# **RULES of the UNIVERSITY OF QUEENSLAND CANOE CLUB INC**

## **1. Name**

The name of the incorporated association shall be "UNIVERSITY OF QUEENSLAND CANOE CLUB" ("the association") ("the Club")

## **2. Interpretation**

1) In these rules –

**Act** means the Associations Incorporations Act 1981

**Present** –

- a) At a management committee meeting, see rule 23(6); or
- b) At a general meeting, see rule 31(2).

2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

**Management Committee** – all members of the clubs governing body elected at a general meeting or special meeting or appointed in accordance with these rules.

**Executive Committee**– consists of the President, Vice President, Secretary and Treasurer of the club

**Committee** – all members of either the Management Committee or Executive Committee

**UQ SPORT** – means UQ Sport Ltd ABN 25 135 537 183 of The University of Queensland, Building 25, Union Road, St Lucia Queensland 4067

**Club House** – Boat Shed, Sir William MacGregor Drive, St LUCIA Queensland 4067

**"QCI"** - Queensland Canoeing Incorporated trading as "Paddle Queensland"

**"PAI"** – Paddle Australia Incorporated

**"General Meeting"** - Any General Meeting of the Club including the Annual General Meeting and any Special General Meeting

**"Member of the Committee"** - A member of the Executive Committee or Management Committee

Masculine words include the feminine and the neuter.  
Singular words include the plural.

## **3. OBJECTS**

The objects of the association are:

- 1) To foster interest in all canoe and kayaking paddling sports within the University of Queensland and the broader community, including, but not limited to the following disciplines:

- a) Sea Kayaking;
  - b) Flatwater paddling;
  - c) Whitewater paddling;
  - d) Canoe Polo;
- 2) To promote individual or group paddling on the Brisbane river or at other organised paddling events around Queensland and Northern New South Wales.
  - 3) To participate in such competitions as may be arranged by the Association and other clubs, associations or bodies whose objects are, in the opinion of the Committee, altogether or in part similar to those of the Club, and in particular, but without limiting the generality of the foregoing, competitions arranged by QCI or PAI;
  - 4) To affiliate with other clubs, associations or bodies whose objects are, in the opinion of the Committee, altogether or in part, similar to those of the Club, and in particular, but without limiting the generality of the foregoing, QCI, Paddle Australia Incorporated, and the International Canoe Federation.
  - 5) To promote, provide and participate in educational programs, lectures, classes, meetings, conferences and training sessions for the purpose of educating, informing and training students, staff and other persons associated with the University of Queensland on all aspects of canoe and kayaking paddle sport disciplines.
  - 6) To raise money by way of membership and otherwise for the purpose of pursuing the objects of the Club, and to accept donations and gifts.
  - 7) To comply with the constitution and regulations of UQ Sport
  - 8) To do all such other things as are incidental or conducive to the attainment of the above objects.

#### **4. Powers**

- 1) The association has the powers of an individual.
- 2) The association may, for example –
  - a) Enter into contracts; and
  - b) Acquire, hold, deal with and dispose of property; and
  - 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 also issue secured and unsecured notes, general security or specific security interests in personal property and debenture stocks.
- 4) The association may also grant collateral in the form of a general or specific security interest(s) in the property of the association both present and future;

#### **5. Membership**

- 1) The membership of the association is open to adults over 18 years of age and consists of ordinary members and the following special classes of members:
  - a) **Semester Member** –

- i. Offered at the discretion of the Management committee to a current student of the University of Queensland or other educational institution approved by the Management Committee;
    - ii. a member who has joined the club for part of the year, where the term is limited as set out in 8(3).
    - iii. Approved by the Committee or its delegate(s) on the application of the member;
  - b) **Life Member** –
    - i. Offered at the discretion of the Management committee to current or former members who, in the opinion of the committee, has made a significant contribution to the objects of the club over an extended period of time, being not less than 10 years; and
    - ii. is a current or former member of the club; and
    - iii. must agree to be bound by the rules of the club. and
    - iv. is nominated by at least two current financial ordinary member of the club; and
    - v. is approved by a majority vote of those present and entitled to vote at a general meeting of the club.
- 2) Ordinary and other classes of members consist of the following categories of membership:
- a) **UQ Alumni Member** - Those persons who are former University of Queensland students
  - b) **UQ Student Member** - Those persons who are currently enrolled students of the University of Queensland
  - c) **UQ Staff Member** - Those persons who are current employed by the University of Queensland.
  - d) **Other Student Member** – Those persons who are a student of another recognised educational institution not being the UQ.
  - e) **General Member** - Those persons who are not eligible for UQ Student, UQ Alumni, or UQ Staff membership.
- 3) The number of members shall be unlimited.

## 6. New Membership

- 1) Any person who should, in the opinion of the management committee, be admitted to membership, may become a member of the Club on submission of an approved application and payment of the applicable membership fee.
- 2) An application for membership must be in a form approved by the management committee; and
  - a) In writing; and
  - b) Signed;
- 3) The management committee may, in its absolute discretion, establish policies or guidelines, which new members must complete before a new member will be permitted to participate in the clubs paddling activities.
- 4) Nothing in clause 6 (3) prevents a new member, who has paid the required membership fee and submitted an approved application for membership, from exercising their membership rights or participating in a club activity, where their participation has been approved by the Management Committee, the Executive Committee or their duly appointed representative(s).

- 5) The Secretary of the Club must notify the member in writing of the approval or rejection of their application for membership as soon as practical following the decision of the management committee.

## 7. Membership Fees

- 1) The membership fee for each ordinary member and for each other class of membership for each year or part thereof is:
  - a) payable when, and in the way, the management committee decides; and at an amount:
    - i. determined by a general meeting of members; or
    - ii. determined by the Management Committee from time to time.
- 2) A financial member at any material time is a member who is not then indebted to the Club in respect of any annual membership fee or other payment whatsoever.
- 3) A member who has paid the annual membership fee is not liable to pay any further annual membership fee prior to the date fixed for renewal of their next annual membership fee.

## 8. Financial Membership Term

- 1) Membership for **Ordinary members** or lapsed ordinary financial memberships commence from the date the annual membership fee is paid, and ceases, unless renewed, on 31 March of the following year;
- 2) A renewing ordinary members' membership commences on 1 April each year, if paid before this date, and ceases, unless renewed, on 31 March of the following year.
- 3) **Semester membership.**
  - a) **Semester 1** membership commences on the 1<sup>st</sup> January each year or later, and after the date membership is approved by the Management Committee and ends after 30<sup>th</sup> June of that year.
  - b) **Semester 2** membership commences on the 1<sup>st</sup> July each year or later and after the date membership is approved by the Management Committee, and ceases after 31 March of the following year;
- 4) **Life Membership** commences on the date it is awarded at a general meeting of members and continues until the person's death, or the member resigns from the membership.
- 5) Financial Membership shall lapse effective from the renewal date unless renewed. The membership of any non-financial member whose membership fees are in arrears for six (6) months will cease completely unless renewed before this time.

## 9. Termination of Membership

- 1) A member may resign from the club at any time by giving notice, in writing, to the Secretary.
- 2) The resignation takes effect at:
  - a) the time the notice is received by the Secretary; or
  - b) If a later date is specified in the notice, on the later date;

- 3) The management committee may terminate the membership of a member, if the member:
  - a) is convicted on an indictable offence; or
  - b) does not comply with any of the provisions of these rules; or
  - c) does not comply with any guidelines or policies issued from time to time by the Management committee, UQ, UQ Sport, PAI or QCI; or
  - d) conducts themselves in way considered to be injurious or prejudicial to the character or interests of the club.
- 4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated;
- 5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the Secretary of the committee must give the member written notice of the decision.

## **10. Appeal Against Rejection or Termination of Membership**

- 1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the persons intention to appeal against that decision;
- 2) A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.
- 3) If the Secretary receives a notice of intention to appeal, the Secretary must, within one (1) month after receiving the notice, call a general meeting to decide the appeal.
- 4) General meeting to decide appeal
  - a) The general meeting of members to decide the appeal, must be held within 3 months after the Secretary receives the notice of intention to appeal.
  - b) At the meeting the applicant, must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
  - c) The management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity show why the application should be rejected or the membership should be terminated.
  - d) An appeal must be decided by a majority vote of the financial members present and eligible to vote at the meeting.
  - e) Where the member does not appeal against the decision of the Committee within one month after receiving written notice of the decision, or the persons appeal was unsuccessful, the Treasurer must as soon as practical refund the membership fee paid by the member.

## **11. Grievance Procedures**

### **A. Grievance Procedure**

- 1) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.

- 2) To remove any doubt, it is declared that the grievance procedure can not be used by a person whose membership has been terminated if the rules provide for an appeal process against termination.
- 3) A member (the **aggrieved party**) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:
  - a) to the other party; and
  - b) if the other party is not the management committee, to the management committee.
- 4) If 2 or more members initiate a grievance procedure in relation to the same subject matter, the management committee may deal with the disputes in a single process and the members must choose 1 of the members (also the **aggrieved party**) to represent the members in the grievance procedure.
- 5) Subject to rule 11B, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- 6) If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.
- 7) Subject to rule 11B, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (6), the management committee must refer the dispute within 14 days after the request.

## **B. Grievance procedure not continued in particular circumstances**

- 1) This rule applies if—
  - a) a member initiates a grievance procedure in relation to a dispute and the association or association's management committee is the other party to the dispute; or
  - b) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 11A(6).
- 2) The management committee does not have to act under rule 11A(5) or (7) if—
  - a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the management committee grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
  - b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
  - c) the dispute relates to an obligation under the *Liquor Act 1992* or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or

- d) the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

### **C. Appointment of mediator**

- 1) If a dispute under rule 11A is referred to mediation-
  - a) the parties to the dispute must choose a mediator to conduct the mediation; or
  - b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be-
    - i. for a dispute between a member and another member-a person appointed by the management committee; or
    - ii. for a dispute between a member and the management committee or the association-an accredited mediator or a mediator appointed by the director of the dispute resolution centre.
- 2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
- 3) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **D. Conduct of mediation**

- 1) If a mediator is appointed under rule 11A, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- 2) Subrule (1) does not apply if the mediator is the director of a dispute resolution centre.
- 3) The mediator—
  - a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
  - b) must comply with natural justice; and
  - c) must not act as an adjudicator or arbitrator; and
  - d) during the mediation, may see the parties, with or without their representatives, together or separately.
- 4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subrule (1)
- 5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- 6) If the mediator can not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **E. Representation for grievance procedure**

- 1) A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.
- 2) If a party appoints a person under subrule (1) to be the party's representative, the party must give written notice of the appointment to each of the following entities—
  - a) the other party to the dispute;
  - b) the management committee;
  - c) if a mediator has been appointed before the party appoints the representative—the mediator.
- 3) A representative who acts for a party at a mediation must—
  - a) have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
  - b) be authorised to negotiate an agreement for the party.

### **F. Electronic communication for grievance procedure**

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees.

## **12. Register of Members**

- 1) The Management committee must keep a register of members of the club.
- 2) The register must include:
  - a) Full name of the member;
  - b) Membership class and category;
  - c) Postal and residential address of the member;
  - d) Contact phone number;
  - e) Emergency contact name and phone number;
  - f) Email address;
  - g) UQ Student or Staff number, if applicable;
  - h) Date of admission as a member;
  - i) Date of death or time of resignation of the member;
  - j) Details about the termination or reinstatement of membership;
  - k) Any other particulars the management committee or the members at a general meeting decide;
- 3) The register must be open for inspection by members of the association at all reasonable times.
- 4) A member must contact the Secretary to arrange inspection of the register.
- 5) The management committee may, on the application of a member, withhold information about the member (other than their full name) from the register available for inspection by members, if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

### **13. Use of information on register of members**

- 1) A member of the association, must not:
  - a) Use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising, for political, religious, charitable or commercial purposes; or
  - b) Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for purposes of advertising for political, religious, charitable or commercial purposes.
- 2) Sub rule (1) does not apply where:
  - a) the use or disclosure of the information is approved by the management committee of the association; or
  - b) The disclosure is to the University of Queensland, UQ Sport, QCI or PAI where it is required as part of the clubs affiliation agreements or obligations.

### **14. The Management Committee**

- 1) The Management Committee consists of the Executive Committee of the Club and four Officers to oversee the disciplines of white-water kayaking, flat-water kayaking, sea kayaking and canoe polo, and any other members elected at a general meeting by members.
- 2) The Executive Committee consists of the President, Vice President, Secretary and Treasurer.
- 3) The Management Committee may vote that the Secretary is not a member of the Management Committee.
- 4) With the exception of the Secretary all other members of the Management Committee and Executive Committee must be members of the Club.
- 5) At each Annual General Meeting of the Club, all members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- 6) A member of the Club may be appointed to a casual vacancy on the management committee under rule 20.

### **15. Electing the Management Committee**

- 1) A member of the management committee may only be elected as follows:
  - a) Any 2 members of the association may nominate another member (the candidate) to serve as a member of the management committee;
  - b) The nomination must be:
    - i. In writing; or
    - ii. Approved by the Candidate, and the members who nominated the individual; and
    - iii. Submitted to the Secretary at least 14 days before the annual general meeting and which the election is to be held;
  - c) Each member of the Club present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee.

- d) If at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 2) A person may be a candidate only if the person –
  - a) Is an adult; and
  - b) Is not ineligible to be elected as a member under Section 61A of the Act;
- 3) A list of candidates' names in alphabetical order, together with the names of the members who nominated the candidate must be provided to the members in an approved form at least 7 days prior to the annual general meeting.
- 4) If requested by the Management Committee, formal ballot listings must be prepared containing the candidates' names in alphabetical order.
- 5) The management committee must ensure that before a candidate is elected as a member of the Management Committee or Executive Committee, the candidate is notified of:
  - a) Whether or not the club has public liability insurance; and if so the amount;
  - b) Whether or not the club has professional indemnity insurance, and if so the amount and conditions;

## **16. Appointment of Secretary**

- 1) If a Secretary, was not appointed at a General Meeting of Members, the Management Committee may appoint a Secretary;
- 2) The Secretary must be an individual who resides in Queensland and is not required to be a member of the Club. The Secretary may be:
  - a) A member of the Executive Committee;
  - b) Another member of the Association;
  - c) Another person;
- 3) The Secretary must not be ineligible as a Member under Section 61A of the Act.
- 4) If there is a vacancy in the office of Secretary, the Management Committee must ensure a Secretary is appointed or elected for the Club within 1 month after the vacancy happens.
- 5) If the Management Committee appoints a person in sub-rule (2) to fill a casual vacancy for a Secretary who was also a member of the Management Committee, that new Secretary also becomes a member of the Management Committee;
- 6) If the Management Committee appoints a Secretary who is also a person in sub-rule (2)(c), that person does not become a member of the Management Committee.
- 7) A casual vacancy on a management committee means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

## **17. Removal of Secretary**

- 1) The Management Committee of the Association may at any time remove a person appointed by the Committee as Secretary

- 2) If the Management Committee removes a Secretary who is also a member of the Management Committee, that person remains a member of the Management Committee;
- 3) If the Management Committee removes a Secretary who is also a member of the Management Committee, but appointed to fill a casual vacancy, that person remains a member of the Management Committee.

## **18. Functions of Secretary**

The Secretary's functions include, but are not limited to:

- 1) Calling of meetings of the Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the Executive Committee or President of the Club; and
- 2) Keeping of minutes of each meeting; and
- 3) Keeping copies of all correspondence and other documents relating to the club; and
- 4) Maintaining a register of members of the Club.

## **19. Resignation, Removal or Vacation of Office**

- 1) Any member of the Management Committee may resign at any time from membership of the committee by notice in writing delivered to the Secretary, but the resignation will only take effect at the time the notice is received by the Secretary unless some later date is specified in the notice when it shall take effect on that later date.
- 2) Any member of the Management Committee may be removed from office, at a General Meeting of the Club if a majority of financial members, present and eligible to vote at the meeting, vote in favour of removing the member.
- 3) Before members vote on a removing a Management Committee member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.
- 4) A member has no right of repeal against the member's removal from office under this rule.
- 5) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **20. Vacancies on the Management Committee**

- 1) The Management Committee shall have the power to appoint a financial member, to fill any casual vacancy in the Committee until the next Annual General Meeting.
- 2) The continuing members of the Management Committee may act despite a casual vacancy on the management committee.
- 3) However, continuing members of the Management committee may only act where there remains a quorum or if not act to obtain a quorum or call a general meeting.

- 4) Every member of the Committee so appointed shall retire at the next Annual General Meeting but shall be eligible for re-election as a member of the Committee at such meeting.

## **21. Functions of the Management Committee**

- 1) Except as otherwise provided by these rules, and subject to resolutions of the members of the Club 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 Club; and
  - b) shall have authority to interpret the meaning of these rules and to determine any matter relating to the Club on which the rules are silent but any interpretation must have regard to the Act, including any regulation made under the Act.

Note – The Act prevails if the association's rules are inconsistent with the Act – see section 1B of the Act.

- c) The management committee or Executive Committee may exercise the powers of the association to:
  - i. Borrow, raise or secure the payment of amounts in a way the members of the association decide; and
  - ii. Secure the amounts mentioned in paragraph i) 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, including the issue of security interests, debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
  - iii. Purchase, redeem or pay off any securities issued; and
  - iv. borrow amounts from members any pay interest on the amounts borrowed; and
  - v. mortgage or charge the whole or part of its property; and
  - vi. issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
  - vii. provide and pay off any securities issued; and
  - viii. invest in a way the members the Executive Committee of the association may from time to time decide;
- d) For subrule (1)(c)(iv) the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
  - i. The financial institution for the association; or
  - ii. If there is more than 1 financial institution used by the association, the one nominated by the Management committee.

## **22. Functions of the Executive Committee**

The Executive Committee has all the powers and functions of the Management Committee and may act independent of the Management Committee subject to the following:

- 1) All decisions of the Executive Committee are subject to review and approval or rejection by the Management Committee;
- 2) The Executive Committee must provide a record of their decisions and any reasons to the Management Committee at the next Management Committee meeting;

- 3) The Executive Committee must abide by the decisions of the Management Committee;
- 4) A question arising at the Executive Committee is to be decided by a majority vote of committee members present at the meeting, and if the votes are equal, the question is to be decided in the negative and may be referred to a meeting of the Management Committee or a general meeting of members for consideration.
- 5) The Executive Committee must have regard to the views and opinions of the Management Committee;
- 6) If at least two non-executive members of the Management Committee disagree with a decision of the Executive Committee, they may direct the Secretary to call a meeting of the Management Committee within 14 days of their request to decide the matter;
- 7) The Secretary must not refuse to call a meeting the Management Committee when requested to do, by at least two non-executive members of the Management Committee;
- 8) In the event the non-executive members of the Management Committee and the Executive Committee are unable to agree, the Secretary must call a general meeting of members to decide the matter.

### **23. MEETINGS OF THE MANAGEMENT and EXECUTIVE COMMITTEES**

- 1) Subject to this rule, the Management Committee or Executive Committee may meet and exercise their functions, as they consider appropriate.
- 2) The Management Committee must meet at least six (6) times per calendar year or at such other frequency that UQ Sport reasonably requests with at least one (1) meeting in every four (4) month period.
- 3) The management committee and Executive committees must decide how their meetings are to be called.
- 4) Notice of a meeting is to be given in a way decided by the members of that committee.
- 5) The Management Committee and Executive Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 6) A committee member who participates in a meeting as mentioned in sub-rule (5) is taken to be present at the meeting.
- 7) A question arising at a committee meeting is to be decided by majority vote of those present at the meeting, and, if the votes are equal the question is to be decided in the negative.
- 8) A member of the Management Committee or Executive Committee must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contract or proposed contract and if the member does vote, the members vote must not be counted.
- 9) The President must preside as chairperson at a Management Committee or Executive Committee meeting.

- 10) If there is no President, or if the President is not present within 10 minutes after the time fixed for a management committee or executive committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.
- 11) At every meeting of the Management Committee three (3) members of the Management Committee form a quorum.
- 12) At every meeting of the Executive Committee two (2) members of the Executive Committee form a quorum.
- 13) If there is no quorum within 30 minutes after the time fixed for the Management Committee or Executive Committee meeting, the meeting may adjourned to a date, time and place the Management or Executive Committee decide.
- 14) If there is no quorum within 30 minutes after the time fixed for the adjourned meeting the meeting lapses.
- 15) The Secretary must call a special meeting of the Management Committee within 14 days of the request, if at least 33% of the members of the Management Committee request a meeting.
- 16) If the Secretary is unable or unwilling to call a special meeting, the President must call a meeting.
- 17) A request for a special meeting, must state why the special meeting is called and the business to be conducted at the meeting;
- 18) A notice of a special meeting must state the day, time and place for the meeting and the business to be conducted at the meeting.
- 19) A special meeting of the Management Committee must be held within 14 days after the notice of the meeting is given to members.

## **24. Minutes of Management and Executive Committee meetings**

- 1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee or Executive Committee meeting are kept.
- 2) The President or Chairperson of the meeting must sign the minutes to confirm they are an accurate reflection of the meeting.

## **25. Appointment of Subcommittees**

- 1) The Management Committee may appoint a subcommittee consisting of individuals considered appropriate by the Committee to help with the conduct of the Club's operations.
- 2) A member of a subcommittee is not required to be a member of the club.
- 3) A member of a subcommittee who is not also member the Management Committee or Executive Committee is not entitled to vote at meetings of the Management Committee or Executive Committee.

- 4) Meetings of the subcommittee may be called and conducted as its members consider appropriate.
- 5) Members of the subcommittee may elect a chairperson of its meetings.
- 6) A question arising at a sub-committee meeting is to be decided by majority vote of those present at the meeting, and, if the votes are equal the question is to be decided in the negative.

## **26. Acts not affected by defects or disqualifications**

- 1) An act performed by the management committee, executive committee, a subcommittee or a person acting as a member of that committee is taken to have been validly performed.
- 2) Subrule (1) applies even if the act was performed when –
  - a) There was a defect in the appointment of a member of the management committee, executive committee, subcommittee or a person acting as a member of that committee; or
  - b) A management committee member, executive committee member, subcommittee member or a person acting as a member of that committee was disqualified from being a member;

## **27. Resolutions of a Management Committee, Executive Committee without a meeting**

- 1) A written resolution signed by each member of a Management Committee or Executive Committee is as valid and effectual as if it had passed at a committee meeting properly called and held.
- 2) A resolution mentioned in sub-rule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

## **28. Business to be conducted at Annual General Meetings of the Club**

- 1) The following business must be conducted at each Annual General Meeting of the Club:
  - a) Receiving of the Club's financial statement and audit report for the last reportable at year;
  - b) Presenting the financial statement and audit report to the meeting for adoption;
  - c) Electing members of the Management Committee's Annual report;
  - d) Appointing an auditor, accountant or approved person for the current financial year.

## **29. Notice of a General Meeting or Special General Meeting**

- 1) The Secretary may call a general meeting of the club.
- 2) The Secretary shall convene all General Meetings of the Club by giving not less than fourteen (14) days' notice of such meetings to each member of the Club.

- 3) The manner by which such notice is given shall be determined by the Committee.
- 4) A notice of a general meeting must state the business to be conducted at the meeting.
- 5) Subject to these rules, the Annual General Meeting of the Club shall be held prior to the first of July in each year.
- 6) If the Secretary is unable or unwilling to call a General meeting the President must call the meeting.
- 7) Notice of the following meetings must be given in writing:
  - a) A meeting called to hear and decide the appeal of a person against the management or executive committees decision -
    - i. To reject the person's application for membership of the Club;
    - ii. To terminate the persons membership of the Club.
  - b) A meeting called to hear and decide a special resolution of the Club.

### **30. Quorum and Adjournment of General Meeting**

- 1) At every General Meeting of the Club, seven (7) members of the Club, of which four (4) are not management committee members, form a quorum.
- 2) No business is to be conducted at a general meeting unless there is a quorum when the meeting proceeds to business.
- 3) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee the meeting lapses.
- 4) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee –
  - a) The meeting is to be adjourned for at least 7 days; and
  - b) The management committee is to decide the day, time and place of the adjourned meeting.
- 5) The Chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting adjourn the meeting from time to time and from place to place.
- 6) If a meeting is adjourned under sub-rule (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 7) The Secretary is not required to give members notice of the adjournment or of the business to be conducted at the adjourned meeting unless the meeting is to be adjourned for at least 30 days.
- 8) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **31. Procedure at a General Meeting**

- 1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting
- 3) At each general meeting:
  - a) The President is to preside as Chairperson; and
  - b) in the President's absence, the members present must elect one of their number to be Chairperson of the meeting.
  - c) The Chairperson must conduct the meeting in a proper and orderly way.

### **32. Voting at a General Meeting**

- 1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the financial members present.
- 2) Each financial member present shall be entitled to one vote only and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote.
- 3) A member is not entitled to vote at a general meeting if the member is not financial with their annual membership fee in arrears at the date of the meeting.
- 4) Voting shall be by show of hands or on the voices, unless at least four (4) financial members present demand a secret ballot, voting must then be by secret ballot.
- 5) The chairperson must appoint two (2) members to conduct the secret ballot in the way the Chairperson decides.
- 6) the result of the secret ballot as declared by the chairperson is taken to be the resolution of the meeting at which the ballot was held.
- 7) A special resolution is to be decided by a vote in favour of 75% majority of financial members present and entitled to vote at the meeting.

### 33. Proxies

- 1) An instrument appointing a proxy must be in writing and in the following or similar form:

University of Queensland Canoe Club Inc

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the Club appoint \_\_\_\_\_, of \_\_\_\_\_ as my general/specific proxy to vote for me on my behalf in the following manner:

As my general proxy in the manner that my proxy decides; or

As my specific proxy in the following manner for each resolution:

*List of Relevant Resolutions.... (In Favour of/ Against For /Against/Abstain)*

at the (annual/special) general meeting of the Club to be held on the \_\_\_\_\_ day of 20\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of 20\_\_

- 2) The instrument appointing a proxy must be signed by the member or the members attorney properly authorised in writing;
- 3) A proxy may be a member of the Club or another person.
- 4) The Instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 5) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 6) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

### 34. Minutes of General Meetings

- 1) the Secretary must ensure full and accurate minutes of all questions, matters, resolutions and proceedings of every Committee meeting and of every General Meeting are recorded.
- 2) To ensure the accuracy of the minutes of a general meeting the Chairperson must sign the minutes attesting to their accuracy.
- 3) If asked by a member, the Secretary must, within 28 days after the request is made –
  - a) make available for inspection at all reasonable times the minutes of the meeting.
  - b) Provide a copy to the member

- 4) The Club may require the member to meet the reasonable costs of providing copies of the minutes.

### **35. 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 Club.
- 2) A By-Law may be set aside by a vote of members at a General Meeting

### **36. Alteration Of Rules**

- 1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a General Meeting.
- 2) However an amendment, repeal or addition is valid only if:
  - a) It is approved by UQ Sport in accordance with the Affiliation agreement; and
  - b) It is registered by the Chief Executive under the Act.

### **37. Funds and Accounts**

- 1) The funds of the club must be kept in one or more accounts in the name of the association in a financial institution approved by the management committee.
- 2) Records and accounts must be kept in the English Language showing full and accurate particulars of the financial affairs of the association.
- 3) All money received by or on behalf of the Club must be deposited into the account as soon as practicable after receipt.
- 4) A payment by the club of \$200 or more must be made by cheque or electronic funds transfer.
- 5) The club may operate a PayPal account or other online payment platform to accept credit card payments from members and make online payments. The online payment platform may be operated by any one or more nominees approved by the Committee, one of which must include the Treasurer.
- 6) All expenditure must be approved or ratified at a management committee meeting.
- 7) If a payment of \$200 or more is to be made, it must be authorised by any two (2) of the following:
  - a) President;
  - b) Secretary;
  - c) Treasurer;
  - d) Any 1 of 3 other members of the club who have been authorised by the management committee to be account signatories;
- 8) One of the persons who signs cheques or authorises an electronic funds transfer must be the President, Secretary or Treasurer.
- 9) Cheques other than those in payment of wages, allowances or petty cash recoupments shall be crossed "not negotiable"

- 10) A petty cash account must be kept on the imprest system and the management committee must decide on the amount of petty cash to be kept in the account.

### **38. General Financial Matters**

- 1) As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared and have audited a Financial Statement for its last reported financial year.
- 2) The income and property of the Club must be used solely in promoting of the objects of the club and in exercising the Club's powers.

### **39. Financial Year**

The financial year shall end December 31 of each year.

### **40. Documents**

The Management Committee must ensure the safe custody of books, documents and instruments of title and securities of the Club.

### **41. Distribution of Surplus Assets**

- 1) This Club may be wound up under Part 10 of the Act.
- 2) This rule applies if:
  - a) the Club is wound up under Part 10 of the Act; and
  - b) there are surplus assets.
- 3) Surplus assets has the meaning as set out in Section 92(3) of the Act.
- 4) The Surplus assets of the Club must not to be distributed amongst members of the Club.
- 5) Members may nominate another club or clubs to receive any surplus by a majority vote at a general meeting to dissolve the Club;
- 6) A notice of the winding up or dissolution must be provided to UQ Sport within 28 days of the meeting resolving to wind up the Club. That notice must:
  - a) State the date of the dissolution of the Club;
  - b) Set-out the Objects of the Club;
  - c) Provide UQ Sport, in its absolute discretion the option of assuming the role of, and taking on the objects of the Club, for the benefit of its members.
  - d) State that UQ Sport must nominate whether they will continue with the objects of the Club within 28 days of the date of notice or such other date as mutually agreed between the parties, not being more than 90 days, since the date of the resolution to wind up was passed.
- 7) If UQ Sport notifies the Club that they wish to assume the objects of the Club, the Club must provide the following to UQ Sport within 28 days:
  - a) Details of the Surplus Assets of the Club;
  - b) A list of current and former members of the Club within the preceding year;

- 8) The Surplus assets of the Club may distributed in the following order:
  - a) First to UQ Sport, only if they elect to continue the objects of the club;
  - b) Second, to another club or clubs nominated by members having substantially the same objects as the Club, if within 28 days of the dissolution UQ Sport declines an offer to continue the Objects of the Club or does not notify the Club of their intention to continue the Objects of the Club,
  - c) Third, the Chief Executive of QCI may nominate a club or clubs, who in their opinion has Objects that are substantially the same as the Club.

#### **42. INDEMNITY**

- 1) Every Management committee or Executive Committee member, Director, auditor, manager, officer, employee or agent of the Club shall be indemnified to the extent provided under the directors and officers insurance policy (if any) of the Club or provided through affiliated entities against any liability incurred by him in his capacity as committee member, Director, auditor, manager, officer, employee or agent of the Club in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is under the Act, granted to them by the Court.
- 2) The club shall indemnify its directors, officers, employees, committee members, and agents to the extent provided under the directors and officers insurance policies (if any) that cover the club directly or indirectly through any affiliation(s), against all damages and costs (including legal costs) for which any such directors, officers, employees, committee members, or agents may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
  - a) in the case of a Director, committee member, officer, or agent,
    - i. performed or made whilst acting on behalf of and with the authority, express or implied of the club; and
  - b) in the case of an employee, performed or made in the course of, and within the scope of his/her employment agreement with the club.