

## **University of Western Australia Boat Club (Inc.)**

### **Constitution**

1. The name of the Club is the "University of Western Australia Boat Club (Inc.)"
2. The colours of the Club will be those of the University of Western Australia; i.e. Royal Blue, Emerald Green and Gold.
3. The objects of the Club are:
  - a. to promote competitive sport among the students of the University of Western Australia and between students of that University and the other students of the other Universities in Western Australia, elsewhere within Australia, and internationally in the field of rowing.
  - b. to carry on its activities for the benefit of such students generally and not for the profit of any individual.
  - c. to provide all necessary equipment for the use of such students in the sport of rowing.
  - d. to encourage and support the participation of members of the Club in all levels of amateur rowing.
  - e. to become affiliated with, or subscribe to, the Rowing Association of Western Australia (RWA).
  - f. to promote social intercourse between past and present members of the Club.
  - g. to do all things as are incidental or conducive to the attaining of the above objects.
4. Membership of the Club shall comprise of:
  - a. **UWA Student Membership:** which is restricted to persons who are students of the University of Western Australia.
  - b. **Student Membership, Non-UWA:** which is restricted to persons who are students of a University other than the University of Western Australia.
  - c. **UWA Graduate Membership:** which is restricted to persons who are graduates of the University of Western Australia or who are members of staff of that University
  - d. **School Membership:** which is restricted to persons who attend secondary school. School Members will enjoy all the privileges of ordinary members, except that they will have no vote at General Meetings and will be ineligible for election onto the committee of the Club.
  - e. **Ordinary Membership:** which is for active members in the sport of rowing. They shall enjoy a vote at General Meetings and are eligible for election onto the committee of the Club.
  - f. **Associate Membership:** which is restricted to persons who are Associates of The University of Western Australia Boat Club.
  - g. **Honorary Membership:** In recognition of services rendered or about to be rendered, persons ineligible for Ordinary or Associate Membership by reason of the above conditions, may be admitted to Honorary Membership and will enjoy all the privileges of ordinary members, except that they will have no vote at General Meetings and will be ineligible for election onto the committee of the Club.
  - h. **Life Membership:** Any Ordinary, Associate, UWA or Non-UWA Student member may, for services rendered, be elected to Honorary Life Membership by a two thirds majority of the members present at an Annual General Meeting of the Club. Honorary Life Members will enjoy all the privileges of Ordinary Members.
  - i. **Social Membership:** Will be open to individuals who are not actively involved in the sport of rowing with Rowing WA. Social Members will pay an annual

subscription to be determined by the committee. Social Members will enjoy all the privileges of ordinary members, except that they will have no vote at General Meetings.

- j. **Visitors:** The Committee may on such terms as it thinks fit permit the use of the Club Premises and property:
  - i. by members of visiting teams from other Universities,
  - ii. by members of other clubs or associations of the University of Western Australia,
  - iii. by members of other clubs affiliated to RWA and the Committee shall fix the rights and privileges of any such body.

Ordinary, Associate, Honorary, UWA Student, Non-UWA Student, Social Members and Visitors will be elected by the Committee. Membership will commence immediately upon election by the Committee and an application for membership may be rejected without the requirement for the Committee to provide a reason. Financial membership refers to any Ordinary, UWA Student, Non-UWA Student Members elected by the Committee where the member has paid their membership and associated fees in full; or is on a committee approved payment plan; or is a Life Member.

5. The Committee will have the power to expel any member from the Club if in its opinion the member has by his or her conduct, forfeited the right to remain a member. Before making such a decision the Committee will communicate with the offending member, informing that member and giving him or her the option of resigning from the Club. At any time within thirty (30) days of his or her expulsion the member may appeal to a Special General Meeting called as provided in Rule 26 and the decision of such Special General Meeting will be final. Should the member not request a Special General Meeting, the member shall have the right of appeal to the next subsequent General Meeting, provided that the request is supported by at least seven (7) financial members of the Club.
6. Any member wishing to resign from the Club shall give seven (7) days notice to the Honorary Secretary to that effect before the last day of the second month of the current regatta season or will be liable for the ensuing year's subscription. Upon giving notice the member will cease to have any right, title or interest in the property of the Club or any part thereof, as from the date of notice, provided the resignation shall not relieve the member of the payment of any subscription or from any liability whatsoever incurred by him or her prior to the receipt of notice of the Honorary Secretary. If the resigned member is delinquent, the owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.
7. The Officers of the Club will be:
  - a. Patrons,
  - b. President,
  - c. Captain,
  - d. Two (2) Vice-Captains (one (1) male and one (1) female),
  - e. Honorary Secretary,
  - f. Assistant Honorary Secretary,
  - g. Honorary Treasurer,
  - h. Assistant Honorary Treasurer,
  - i. Registrar,
  - j. Boat Officer,
  - k. Social Secretary
  - l. Safety Officer

- m. Two (2) Committee persons (one male and one female both never having previously been on the Committee).

#### **8. The Committee**

The business and affairs of the Club will be conducted by a Committee which will consist of the Captain, Two (2) Vice-Captains, President, Honorary Secretary, Assistant Honorary Secretary, Honorary Treasurer, Assistant Honorary Treasurer, Registrar, Boat Officer, Social Secretary, Safety Officer, and Two (2) Committee persons. The Committee will have the power to co-opt such members as it deems advisable. Co-opted Committee members will not have a vote in club business though will have input to the business and affairs of the club through discussions at Committee meetings.

#### **9. Election of Officers**

The Officers and Members of the Club Committee will be elected at the AGM, with the exception of the Committee persons who will be elected at the first General Meeting, and Patrons who will be elected by the Board. They will hold office until the conclusion of the AGM held next after their election. They will be eligible for re-election.

#### **10. Nomination of Officers**

All candidates for election must be nominated in writing, by two members of the Club, before the commencement of the meeting. Where no nomination is received prior to the meeting, nominations will be called for from the floor.

#### **11. Absence of Committee Persons**

Any member of the Committee (other than the President or Vice-Presidents) who fails to attend three (3) consecutive ordinary meetings of the Committee without giving the Committee a satisfactory reason for his or her absence will be deemed to have vacated his or her position and the Honorary Secretary will notify him or her to that effect.

#### **12. Eligibility of Holding Office**

The Positions of Captain, Vice-Captain, Honorary Secretary and Honorary Treasurer and the Committee persons shall be restricted to Student, Non-UWA Student, and Ordinary members of the Club. They must also be financial members at the time of their appointment.

#### **13. Duties and Powers of the Committee**

In addition to all other powers, the Committee shall have the power to do all or any of the following acts:

- a. to make By-Laws as may be necessary for the management of the Club and of its own proceedings, provided that no By-Laws shall be made which are inconsistent with these Rules. In the event of any By-Laws being made which is Ultra Vires of the Committee, it will notwithstanding remain in force until disallowed by a resolution of a General Meeting.
- b. to administer the finances of the Club in accordance with Board approved budget, to receive money due to the Club, to receive subscriptions and to order the disbursement of the money received, provided that no mortgage or charge over the property of the Club shall be given without the consent of a General Meeting of the Club.
- c. to appoint Sub-Committees and to delegate to those Sub-Committees such powers as the Committee deems necessary.
- d. to employ or dismiss or accept the resignation of any servant of the Club.
- e. to fill any vacancy occurring in the list of Officers during the year.
- f. to perform all other acts as may be necessary for the management of the Club.

#### 14. Duties of Officers:

The duties of the Officers will include the following:

- a. **Captain:** The duties of the Captain will be:
  - i. to take charge of and to control all Club training and racing affairs with the assistance of the Vice-Captains and to report back to the Committee.
- b. **Vice-Captains:** The Vice-Captains' duties will be to assist the Captain, in his or her absence to take similar authority, to assign boats to crews and to investigate and report damage to the Committee.
- c. **Honorary Treasurer:** The duties of the Treasurer will be:
  - i. to receive all accounts due to the Club and to pay the same into the accounts of the Club.
  - ii. to pay all accounts passed by the Committee in accordance with the procedure of the UWA Sport Pty Ltd, from time to time.
  - iii. to enter a proper record of all receipts and payments in such books as the Committee shall direct him or her to keep.
  - iv. to present at the AGM a duly audited statement of Receipts and Expenditure for the financial year and a Balance Sheet showing Assets and Liabilities of the Club as at that date.
- d. **Honorary Secretary:** The Duties of the Honorary Secretary will be:
  - i. to give adequate notice, prepare an agenda, attend all meetings of the Club and keep a record of those meetings in the minute book.
  - ii. to maintain, on the behalf of the Club, a record of committee members
  - iii. to conduct correspondence and to take charge of all documents, books, securities, and papers belonging to the Club.
  - iv. to perform all other secretarial work necessary to carry out the objectives of the Club.
  - v. to submit to the AGM the Committee report and to affix a copy of that report in the minute book.
  - vi. To provide, within thirty days (30) any financial member with the record or document of the Club when the request is made in writing.
- e. **Assistant Honorary Secretary:** The duties of the Assistant Honorary Secretary will be to assist the Secretary, especially in the matter of correspondence and in his or her absence to take similar authority.
- f. **Honorary Registrar:** To keep a correct register of members of the Club. Any financial member may inspect the register of members with at least thirty (30) days' notice to be given, in writing, to the Honorary Registrar.

#### 15. Vice Presidents:

The role of the Vice Presidents will be to assist the President in their role. Position titles must include 'Vice President' and may optionally include a specification. The number of Vice Presidents may be up to 12 at any point in time. The Vice Presidents may be nominated and appointed at the Annual General Meeting in the same manner as the Officers of the club. Vice Presidents will have no vote at either committee or board meetings, but are invited to attend both.

#### 16. The Board:

The overseeing and advisory of long term affairs of the Club will be conducted by a Board which will consist of the President and between 4 and 11 Ordinary Board Members. The Captain, Secretary, or Treasurer may attend the Board meetings by invitation. The Honorary Secretary will record the minutes of all meetings. The Board will have the

power to co-opt such members as it deems advisable, as stated in Rule 21. Ordinary Board memberships are to be honorary positions.

#### **17. Election of Ordinary Board Members**

The Members of the Club Board will be elected at the AGM. They (with the exception of the President) will hold office for three (3) years until the conclusion of the AGM at the third year after their election. They will be eligible for re-election. The Board will be chaired by a chairperson nominated and elected by the Ordinary Board Members at the first board meeting after the AGM. The chairperson must be an Ordinary Board Member.

#### **18. Nomination of Ordinary Board Members**

All candidates for election must be nominated in writing, by two members of the Club, before the commencement of the meeting. Where no nomination is received prior to the meeting, nominations may be called for from the floor at the discretion of the President.

#### **19. Absence of Board Members**

Any member of the Board (other than the President) who fails to attend three (3) consecutive ordinary meetings of the Board without giving the Board a satisfactory reason for his or her absence will be deemed to have vacated his or her position and the Honorary Secretary will notify him or her to that effect.

#### **20. Eligibility of Holding Board Appointment**

The Positions on the Board (excluding President) are restricted to past Officers of the club.

#### **21. Independent Board Membership**

The Board may, at its discretion, choose to co-opt up to four (4) Independent Board Members for the betterment of the club. Candidates for Independent Board Membership must be nominated, by two Ordinary Board Members, in writing to the chairperson and will not be subject to Rules 17, 18, and 20. All candidates must be approved by a majority of the Ordinary Board Members. The Ordinary Board Members may also remove an Independent Board Member, subject to a majority vote of the Ordinary Board Members. Independent Board Members must be re-elected annually at the first board meeting after the AGM by the Ordinary Board Members and may be subject to annual review.

#### **22. Duties and Powers of the Board**

The Board shall have the power to do all or any of the following acts:

- a. To approve or reject annual club budgets, including, without limitation, all expenditures.
- b. To receive donations and other funds and to order the disbursement of the funds.
- c. To approve all paid appointments at the Club.
- d. To liaise with Alumni and the University for the betterment of the Club.
- e. To elect any and all club Patrons.
- f. To employ, dismiss or accept the resignation of any member of the Board.
- g. To fill any vacancy occurring in the list of Ordinary Board Members during the year as a casual vacancy, upon which the appointed Ordinary Board Member shall stand for re-election at the next AGM
- h. To ultimately settle all disputes under or relating to the rules between members or between members and the Club that are unable to be resolved by the Committee.

#### **23. Duties of Board Members**

The duties of the board members will include the following:

- a. Chairperson: The duty of the Chairperson will be to Chair Board meetings
- b. President: The duty of the President will be to liaise between the Board and the Committee, and

- c. to ensure the approved budget is adhered to by the Committee, subject to variations approved by the Board.

#### **24. Annual General Meeting**

The AGM of the Club shall be held once per year and within eight (8) weeks of the last regatta of the season in each year at a time and place to be determined by the Committee. The Honourable Secretary shall give at least seven (7) days notice for an Annual General Meeting to take place. The following will be the order of business at an AGM:

- a. To confirm the minutes of the last AGM and of any Special General Meetings held during the year.
- b. To receive Committee Report, Treasurers Annual Report and Balance Sheet.
- c. To elect Officers and Committee for the ensuing year.
- d. To transact such other business as shall have been brought forward of which seven (7) days notice has been given to the Honorary Secretary.
- e. To transact General Business.
- f. To elect Ordinary Board Members.

#### **25. Ordinary General Meetings**

At least one (1) General meeting shall be held as near as practicable to the beginning or middle of the current regatta season. The Honourable Secretary shall give at least seven (7) days notice for an Ordinary General Meeting to take place. The order of business shall be:

- a. to confirm the minutes of the previous General Meeting.
- b. to receive the Treasurer's Report.
- c. to transact Special Business of which seven (7) days notice shall be given to the Honorary Secretary.
- d. to transact General Business.

#### **26. Special General Meetings**

A special general meeting shall be called by the Honorary Secretary at any time at the direction of the Captain or Committee or on the request in writing of 20% of the financial members of the Club. The meeting shall be held between seven (7) and fourteen (14) days of the direction or such a request at such a time and place as the Honorary Secretary may determine. The Honourable Secretary shall give at least seven (7) days notice for a Special General Meeting to take place. All requests for Special General meetings shall specify the business for which that meeting is to be held and no other business may be discussed. If the Honorary Secretary fails to call the meeting within fourteen (14) days any one of the requisitioners may do so.

#### **27. Quorum**

The lesser of one-third or twenty (20) of the financial members of the Club present at any General Meeting of the Club shall constitute a quorum. Unless a quorum is present within thirty (30) minutes of the time specified for the commencement of the meeting, the meeting may be adjourned by the Chairperson to such time and place as the Chairperson thinks fit or move into a Committee of the Whole. All decisions made by the Committee of the Whole must be ratified by the following Annual, Ordinary, or Special General Meeting.

#### **28. Committee Meetings**

The Committee shall meet at least once in every calendar month except in the period during long vacations and minutes of the proceedings thereof shall be entered in a book provided for that purpose. Three (3) clear days notice of all Committee Meetings shall be given to members of the Committee. Six (6) members of the Committee present at a Committee Meeting shall constitute a quorum.

### **29. Chairperson**

At all meetings of the Committee, the Chair shall be decided by general consensus of the Committee. At all General and Special Meetings of the Club the Chair shall be taken by the President of the Club; failing him or her, the Captain; and in the event of his or her absence or refusal to act the meeting shall elect a Chairperson.

### **30. Voting**

Every question submitted to any meeting will be decided by a show of hands unless a ballot is demanded by three (3) members present. Voting will be conducted via a preferential ballot. In case of an equality of votes the President will have a casting vote in addition to that which he or she is entitled to as a member. Only, those members who were financial members of the Club before the day of the meeting are eligible to vote.

### **31. Selection Committee**

The Selection Committee will be appointed at the discretion of the Club Committee and will in general consist of the Captain, Vice-Captains and the coaches appointed by the Club Committee. It will be the duty of this Committee to submit to each coach a list of members eligible to row in the grade for which the coach is responsible.

### **32. Finance**

The financial year of the Club will be 1 October to 30 September. The entrance fee (if any) and the subscription of the Club will be fixed by the Committee. All money due to the Club will be received by the Treasurer.

### **33. Colour Awards**

It will be the responsibility of the Blues Committee to nominate Club members for colour awards within the Club's By-Laws. In the absence of the Blues Committee, the Committee shall nominate Club members for colour awards.

### **34. Income and Property**

The income of the Club, however derived, shall be applied solely towards the promotion of its objects as set forth above and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to the members provided that nothing herein shall prevent the payment in good faith or remuneration to any officer or servant of the Club for services actively rendered to the Club.

### **35. Alteration to the Rules**

Any member wishing to move a rescission of, alteration to or an addition to the Rules of the Club shall give fourteen (14) days notice in writing thereof to the Honorary Secretary. The Honorary Secretary will communicate, in writing, to all members a Special Resolution of the same, stating that a "Special Resolution" will be proposed. Additionally, the exact wording will be communicated. Communication will be at least seven (7) days immediately preceding the date of the meeting for which the amendment is to be considered. A quorum as set out in Rule 27 must be observed. Only financial members will be eligible to cast a vote on a proposed Special Resolution. Postal voting or voting via proxies is disallowed. No rescission, alteration or addition to the rule of the Club shall be deemed carried unless three-quarters ( $\frac{3}{4}$ ) of the members present at the General meeting shall vote in favour of the Special Resolution.

### **36. Dissolution**

On application in writing proposing a Special Resolution to the Committee by twenty (20) or one half ( $\frac{1}{2}$ ) of the financial members, whichever is the lesser, signifying their desire that the Club be dissolved, a Special General Meeting will be called to consider the Special Resolution, the meeting to be held after thirty (30) days and within sixty (60) days of the receipt of the petition. Notice of the Meeting must be advertised in three (3) consecutive issues of a Perth daily newspaper. A majority of three-quarters ( $\frac{3}{4}$ ) of the

financial members of the Club must be obtained to carry the Special Resolution of dissolution. If upon the dissolution or winding up of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid or distributed among the members of the Club but will vest in the UWA Sport Pty Ltd.

**37. Common Seal**

The Club shall have and use a Common Seal inscribed with the name of the Club which shall be held in the custody of the President and it shall be used or affixed to any document after authority has been given by the Committee. The affixation of the Seal shall be witnessed by the President.

**38. Auditor**

The Auditor shall be appointed by resolution of the AGM to audit the accounts and shall not be a member of the Committee. The Auditor may attend the AGM and take part in discussions.