
Paddle Tasmania Inc

CONSTITUTION

Address:
GPO Box 25
Hobart
Tasmania 7000

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Name of Association

The name of the association is Paddle Tasmania Inc.

1. Interpretation

In these rules, unless the context otherwise requires –

accounting records has the same meaning as in the Act;

Act means the Associations Incorporation Act 1964;

Affiliated Club means a club (whether incorporated, unincorporated or otherwise) which is a member of the Association.

Paddle Australia means Paddle Australia Ltd, being the national peak body for recreational and competitive paddle sports in Australia.

annual general meeting means an annual general meeting of the Association held under rule 18;

Association means the association referred to in rule 0;

association has the same meaning as in the Act;

auditor means the person appointed as the auditor of the Association under rule 15;

authorised deposit-taking institution means a body corporate that is an authorised deposit-taking institution for the purposes of the *Banking Act 1959* of the Commonwealth;

basic objects of the Association mean the objects and purposes of the Association as stated under rule 3.1;

board means the committee of management referred to in rule 30

committee means the committee of management referred to in rule 30;

Delegate means the person elected or appointed from time to time by an Affiliated Club to act for and on behalf of that Affiliated Club and represent the Affiliated Club at General Meetings or otherwise

Executive Officer means the person who is appointed under this Constitution to carry out the duties set out in Rule, whether known as the executive officer, general manager, development officer or otherwise.

financial year has the same meaning as in the Act;

general meeting means

- (a) an annual general meeting; or
- (b) a special general meeting;

Individual Member means a registered financial individual member of the Association or of an Affiliated Club

Life Member means an individual upon whom life membership of the Association has been conferred under Rule 4.1(c) & 4.3

officer of the Association means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under rule 29.1;

ordinary business of an annual general meeting means the business specified in rule 18;

ordinary committee member means a member of the Board other than an officer of the Association;

paddling means the use of any form of paddle propelled single or multi-person water-craft including but not limited to a kayak, canoe, surf or ocean ski, sit-on-top, stand-up paddle-board, or out-rigger canoe, whether for recreation or competition.

public officer means the person who is, under section 14 of the Act, the public officer of the Association;

Registered Instructors and Guides means:

- an individual with a current Paddle Australia Qualification System Assessor, Instructor or Guiding Award or relevant industry award, or
- a coach or official with National Coaching Accreditation Scheme or National Officiating Accreditation Scheme accreditation, or
- any other person who meets relevant Officiating Accreditation policies as adopted by Paddle Australia from time to time.

special committee meeting means a meeting of the Board that is convened under rule 35.4 by the president or any 4 of the members of the Board;

special general meeting means a special general meeting of the Association convened under rule 19;

special resolution has the same meaning as in the Act.

2. Association's Office

- 2.1 The registered office of the Association is to be at 26 Sinclair Ave, Moonah, Tas 7009 or at any other place the Board determines.

3. Objects and purposes of Association

- 3.1 The basic objects and purposes of Paddle Tasmania are to:

- (a) promote and support recreational and competitive paddling in all its forms;
- (b) unite the paddling organisations of Tasmania and be a means of liaison and cooperation between Affiliated Clubs; and represent and promote the interests of Members to Paddle Australia;
- (c) encourage and promote safe boating practices for paddling and associated water-based activities and pursue high standards of education and training in all aspects of paddling;
- (d) actively support measures to maintain and increase access to waterways and adjacent lands; and the development of facilities and infrastructure to support paddling;
- (e) be a central contact point for liaison with State land, water, recreation and environmental managers and other State bodies and represent the interests of paddlers and Affiliated Clubs to such bodies;
- (f) promote protection of the natural environment with particular regard to water-catchments, rivers, inland and coastal waters and adjacent lands and native flora and fauna and the enhancement of water flows to rivers for recreation and environmental benefit;
- (g) issue rules and regulations to be followed in state competitions and arrange for state championships and the selection of state teams and training squads.

- 3.2 The objects and purposes of the Association consist of the basic objects of the Association and the following objects and purposes:

- (a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- (b) the purchase, sale or supply of, or other dealing in, goods;

- (c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the acceptance of a gift for any of the objects or purposes of the Association;
- (e) the taking of any step the Board, or the members of the Association at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Association;
- (f) the printing or publication of any newspaper, periodical, book, leaflet or other document the Board, or the members of the Association at a general meeting, determine desirable for the promotion of any of the objects or purposes of the Association;
- (g) the borrowing and raising of money in any manner and on terms –
 - (i) the Board thinks fit; or
 - (ii) approved or directed by resolution passed at a general meeting;
- (h) subject to the provisions of the *Trustee Act 1898*, the investment, in any manner the Board determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
- (i) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the *Income Tax Assessment Act 1936* of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit employees or past employees of the Association and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (l) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (m) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

4. Membership of Association

4.1 The Members of the Association shall consist of:

- (a) Affiliated Clubs, who subject to this Constitution, shall be represented by their One (1) Delegate who shall have the right to attend, debate and vote at General Meetings for and on behalf of the Affiliated Club;
- (b) Individual Members of Affiliated Clubs who, subject to this Constitution, may attend and debate at General Meetings, but have no right to vote at General Meetings;
- (c) Life Members who, subject to this Constitution, may attend and debate at General Meetings, but have no right to vote at General Meetings;
- (d) Registered Assessors, Instructors and Guides who reside in Tasmania and who, subject to this Constitution, may attend and debate at General Meetings, but have no right to vote at General Meetings;
- (e) such new categories of Members, created in accordance with rule 4.2(a) below.

4.2 Creation of New Categories

- (a) The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights.

4.3 Life Members

- (a) The Board may nominate a person who has rendered distinguished or special service to recreational and competitive paddle sports at the state level, for life membership. The nomination must be on the prescribed form (if any) and must be submitted to the Executive Officer at least 60 days before the date set down for the Annual General Meeting.
- (b) The nomination for Life Member shall be considered at the Annual General Meeting. A resolution of the Annual General Meeting to confer life membership must be passed by Special Resolution. The vote on such resolution will be taken by secret ballot.
- (c) Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.

5. Affiliated Clubs and Individual Members

5.1 Affiliated Clubs

- (a) To be eligible for membership, an Affiliated Club must be incorporated or in the process of incorporation, which process shall be complete within 2 years of applying for membership under this Constitution.
- (b) For such time as an Affiliated Club is not incorporated, the secretary of any such unincorporated Affiliated Club shall be deemed to be the Member (on behalf of the unincorporated Affiliated Club), and shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Affiliated Club as incorporated Affiliated Clubs, to the extent that this is possible.
- (c) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Affiliated Club shall be resolved by the Board in its sole discretion.
- (d) Failure to incorporate within the period stated in rule (a) shall result in the expulsion of the secretary (acting on behalf of the unincorporated Affiliated Club) from membership. The unincorporated club shall not be entitled to re-apply for membership until such time as it is incorporated.

5.2 An application for membership by an organisation or individual (if applicable) must be:

- (a) in writing on the form prescribed from time to time by the Board, from the applicant or its nominated representative and lodged with the Association;
- (b) in the case of an application for Affiliated Club membership, accompanied by a copy of the applicant's constitution (which must be acceptable to the Association and be substantially in conformity with this Constitution) and register of members; and
- (c) accompanied by the appropriate fee, if any.

5.3 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application, the applicant shall become a Member. Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Executive Officer shall amend the register accordingly as soon as practicable.
- (c) Where the Association rejects an application the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

5.4 Membership Renewal

- (a) Affiliated Clubs may be required to re-apply for membership with the Association in accordance with the procedures set down by the Association in By-Laws from time to time.
- (b) Upon request by the Association, an Affiliated Club must lodge with the Association an updated copy of its constitution (including all amendments) and provide details of any change in its Delegate, and any other information reasonably required by the Association. Each Affiliated Club is to ensure that its constitution is not in conflict with this Constitution and the Paddle Australia Constitution.

5.5 Deeming Provisions

- (a) All Clubs who were members of the Association prior to the time of approval of this Constitution under the Act, shall be deemed Affiliated Clubs from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.
- (b) The Affiliated Clubs shall, whenever requested by the Association, provide to the Association, such details of Individual Members as are required by the Association under this Constitution.

5.6 In order to remain members of Paddle Australia, Affiliated Clubs must:

- (a) renew their membership with the Association in accordance with rule 5.4;
- (b) otherwise remain registered financial members of the Association in accordance with the procedures set out in this Constitution; and
- (c) must pay the annual fees prescribed (*if any*) by Paddle Tasmania or Paddle Australia from time to time to Paddle Tasmania and/or Paddle Australia as is relevant.

6. Subscriptions and Fees

6.1 The annual membership subscription (if any), fees and any levies payable by Members (or any category of members) to the Association, the basis of, the time for and manner of payment shall be as determined by the Board from time to time.

6.2 Any Member which or who has not paid all monies due and payable by that Member to the Association shall (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion. In the meantime, the Member shall have no automatic right to resign from the Association, and shall be dealt with in the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.

7. Register of Members

- 7.1 The Secretary or Treasurer shall keep and maintain a register of Members in which shall be entered such information as is required under the Act from time to time.
- 7.2 Having regard to confidentiality considerations, an extract of the register, excluding the address of any Delegate, Life Member, Individual Member, Registered Instructor and Guide or Director shall be available for inspection (but not copying) by Members, upon reasonable request.

8. Effect of Membership

- 8.1 Members acknowledge and agree that:
- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws;
 - (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised subcommittee;
 - (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
 - (d) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of the Association, the Members and recreational and competitive paddle sports;
 - (e) this Constitution and By-Laws are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of recreational and competitive paddle sports; and
 - (f) they are entitled to all benefits, advantages, privileges and services of Association membership.

9. Discontinuance of Membership

9.1 Notice of Resignation

Subject to this Constitution any Member which has paid all monies due and payable to the Association and has no other liability (contingent or otherwise) to the Association may resign from the Association by giving 1 months notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member. A Life Member who has paid all monies due and payable to the Association may resign by notice in writing with immediate effect.

9.2 Expiration of Notice Period

Subject to rule 9.5 upon the expiration of any notice period applicable under rule 9.1 an entry, recording the date on which the Member who or which gave notice ceased to be a Member shall be recorded in the register.

9.3 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

9.4 Membership may be Reinstated

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Board, on application in accordance with this Constitution and otherwise on such conditions as it sees fit.

9.5 Cessation of Membership

Where an Affiliated Club ceases to be a Member in accordance with this Constitution or the Act, the Individual Members of that Affiliated Club may cease or remain Members to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Board.

10. Conduct of Members

11.1 Disciplinary Action

Where the Board is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or any duly authorised subcommittee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association and/or recreational and competitive paddle sports; or
- (c) brought the Association or recreational and competitive paddle sports into disrepute;

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Association set out in the By-Laws

11. Liability of members

11.1 Any right, privilege or obligation of a person as a member of the Association –

- (a) is not capable of being transferred to another person; and
- (b) terminates when the person ceases to be a member of the Association.

11.2 If the Association is wound up, each person who was, immediately before the Association is wound up, a member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute –

- (a) to the assets of the Association for payment of the liabilities of the Association; and
- (b) for the costs, charges and expenses of the winding-up; and
- (c) for the adjustment of the rights of the contributors among themselves.

11.3 Any liability under rule 11.2 is not to exceed one dollar (\$1.00).

11.4 Despite rule 11.2, a former member of the Association is not liable to contribute under that rule in respect of any liability of the Association incurred after he or she ceased to be a member.

12. Income and property of Association

- 12.1 The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- 12.2 No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.
- 12.3 The Association may –
- (a) pay a person or member of the Association –
 - (i) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the person or member; or
 - (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Association; or
 - (iii) interest at a rate not exceeding 7.25% on money lent to the Association by the person or member; or
 - (iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the person or member; and
 - (b) pay a member of the Board remuneration in return for carrying out the functions of a member of the Board; and
 - (c) pay a member of a subcommittee remuneration in return for carrying out the functions of a member of the subcommittee; and
 - (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.
- 12.4 Despite rule 12.3(a), 12.3(b) and 12.3(c), the Association is not to pay a person any amount under that rule unless the Association or Board has first approved that payment.
- 12.5 Despite rule 12.3(d), the Association is not to appoint or nominate a member of the Association under that rule to an office in respect of which remuneration is payable unless the Association or Board has first approved –
- (a) that appointment or nomination; and
 - (b) the receipt of that remuneration by that member.

13. Accounts of receipts and expenditure

- 13.1 True accounts are to be kept of the following:
- (a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
 - (b) each asset or liability of the Association.

- 13.2 The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the Board.
- 13.3 The treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the Board determines.
- 13.4 The accounts, books and records are to be kept at the Association's office or at any other place the Board determines.

14. Banking and finance

- 14.1 On behalf of the Association, the treasurer of the Association is to –
- (a) receive any money paid to the Association; and
 - (b) immediately after receiving the money, issue an official receipt in respect of the money; and
 - (c) cause the money to be paid into the account opened under rule 14.2 as soon as practicable after it is received.
- 14.2 The Board is to open with an authorised deposit-taking institution an account in the name of the Association.
- 14.3 The Board may –
- (a) receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and
 - (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- 14.4 Except with the authority of the Board, a payment of an amount exceeding \$20 is not to be made from the funds of the Association other than –
- (a) by cheque drawn on the Association's account; or
 - (b) by the electronic transfer of funds from the Association's account to another account at an authorised deposit-taking institution.
- 14.5 The Board may provide the treasurer of the Association with an amount of money to meet urgent expenditure, subject to any conditions the Board may impose in relation to the expenditure.
- 14.6 A cheque is not to be drawn on the Association's account, and an amount is not to be electronically transferred from the Association's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the Board.
- 14.7 A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be –
- (a) signed by the treasurer of the Association or, in the treasurer's absence, by any other member, or members, of the Board the Board nominates for that purpose; and
 - (b) countersigned by the public officer.

- 14.8 An electronic transfer of an amount from the Association's account to another account at an authorised deposit-taking institution –
- (a) may only be authorised by the treasurer of the Association or, in the treasurer's absence, by any other member, or members, of the Board the Board nominates for that purpose; and
 - (b) may only be authorised by a person referred to in paragraph (a) if the authorisation has been approved by the public officer.

15. Auditor

- 15.1 At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.
- 15.2 If an auditor is not appointed at an annual general meeting under sub 15.1, the Board is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- 15.3 The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- 15.4 The first auditor –
- (a) may be appointed by the Board before the first annual general meeting; and
 - (b) if so appointed, holds office until the end of the first annual general meeting unless earlier removed by a resolution of the members of the Association at a general meeting.
- 15.5 If the first auditor is appointed by the Board under rule 15.4(a) and subsequently removed at a general meeting under rule 15.4(b), the members of the Association, at that general meeting, may appoint an auditor to hold office until the end of the first annual general meeting.
- 15.6 Except as provided in rule 15.4(b), the auditor may only be removed from office by special resolution.
- 15.7 If a casual vacancy occurs in the office of auditor, the Board is to appoint a person to fill the vacancy until the end of the next annual general meeting.

16. Audit of accounts

- 16.1 The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- 16.2 The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –
- (a) certify as to the correctness of the accounts of the Association; and
 - (b) at the next annual general meeting, provide a written report to the members of the Association who are present at that meeting.

- 16.3 In the report and in certifying to the accounts, the auditor is to –
- (a) specify the information, if any, that he or she has required under rule 16.5(b) and obtained; and
 - (b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
 - (c) state whether the rules relating to the administration of the funds of the Association have been observed.
- 16.4 The public officer is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- 16.5 The auditor may –
- (a) have access to the accounting records, books and accounts of the Association; and
 - (b) require from any employee of, or person who has acted on behalf of, the Association any information the auditor considers necessary for the performance of his or her duties; and
 - (c) employ any person to assist in auditing the financial affairs of the Association; and
 - (d) examine any member of the Board, or any employee of, or person who has acted on behalf of, the Association, in relation to the accounting records, books and accounts of the Association.

17. Exemptions under the act

- 17.1 For any financial year that the Association is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act –
- (a) an auditor is not required to be appointed for that financial year under rule 15 unless the Association elects to have the financial affairs of the Association for that financial year audited in accordance with the Act and these rules; and
 - (b) if an auditor is not appointed for a financial year by virtue of paragraph (a) –
 - (i) rules 15 and 16 do not apply in respect of the Association for that financial year; and
 - (ii) rule 18.5(b), to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Association in respect of that financial year; and
 - (iii) rule 18.5(d) does not apply in respect of the annual general meeting held by the Association in respect of that financial year.
- 17.2 For any financial year that the Association is exempt from the requirement to provide an annual return by virtue of section 24(1B) of the Act, the Board must provide, as part of the ordinary business of the annual general meeting for that financial year, a copy of the annual financial report given under the *Australian Charities and Not-for-profits Commission Act 2012* of the Commonwealth in respect of that financial year.

18. Annual general meeting

- 18.1 The Association is to hold an annual general meeting each year.
- 18.2 An annual general meeting is to be held on any day (being not later than 5 months after the end of the financial year of the Association) the Board determines.
- 18.3 An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- 18.4 The notice convening an annual general meeting is to specify the purpose of the meeting.
- 18.5 The ordinary business of an annual general meeting is to be as follows:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board, auditor, employees and other persons acting on behalf of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
 - (c) to elect the Board members of the Association;
 - (d) to appoint the auditor (if one is appointed) and determine his or her remuneration (if any);
- 18.6 An annual general meeting may transact business of which notice is given in accordance with rule 20 .
- 18.7 Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Association, by the public officer or, in the absence from the meeting of the public officer, by an officer of the Association who is nominated by the chairperson of the meeting.

19. Special general meetings

- 19.1 The Board may convene a special general meeting of the Association at any time.
- 19.2 The Board, on the requisition in writing of at least 6 members of the Association, is to convene a special general meeting of the Association.
- 19.3 A requisition for a special general meeting –
- (a) is to state the objects of the meeting; and
 - (b) is to be signed by each of the requisitionists; and
 - (c) is to be deposited at the office of the Association; and
 - (d) may consist of several documents, each signed by one or more of the requisitionists.
- 19.4 If the Board does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day on which the requisition is deposited at the office of the Association.

- 19.5 A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the Board.
- 19.6 All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

20. Notices of general meetings

- 20.1 At least 14 days before the day on which a general meeting of the Association is to be held, the public officer is to publish a notice specifying –
- (a) the place, day and time at which the meeting is to be held; and
 - (b) the nature of the business that is to be transacted at the meeting.
- 20.2 A notice is published for the purposes of rule 20.1 if the notice –
- (a) is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
 - (b) appears on a website, or at an electronic address, of the Association; or
 - (c) is sent to each Affiliated Club of the Association at –
 - (i) the Affiliated Club's postal or residential address or address of business or employment; or
 - (ii) an email address that the Affiliated Club has nominated as the email address to which notices from the Association may be sent; or
 - (d) is given by another means, determined by the public officer, that is reasonably likely to ensure that the Affiliated Clubs of the Association will be notified of the notice.

21. Business and quorum at general meetings

- 21.1 All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- 21.2 Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time when the meeting considers that business.
- 21.3 A quorum for the transaction of the business of a general meeting is 5 members of the Association entitled to vote.
- 21.4 If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –
- (a) if convened on the requisition of members of the Association, is dissolved; or
 - (b) if convened by the Board, is to be adjourned to the same day in the next week at the same time and –
 - (i) at the same place; or
 - (ii) at any other place specified by the chairperson –

- A. at the time of the adjournment; or
- B. by notice in a manner determined by the chairperson.

21.5 If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

22. Chairperson at general meetings

22.1 At each general meeting of the Association, the chairperson is to be –

- (a) the president; or
- (b) in the absence of the president, the senior vice-president; or
- (c) in the absence of the president and the senior vice-president, the other vice-president (if appointed); or
- (d) in the absence of the president and vice-president(s), a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

23. Adjournment of general meetings

23.1 The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

23.2 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.

23.3 If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

24. Determination of questions arising at general meetings

24.1 A question arising at a general meeting of the Association is to be determined on a show of hands.

24.2 A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

25. Votes

- 25.1 On any question arising at a general meeting of the Association, only the Delegate of each Affiliated Club (or their appointed proxy) may vote and each has one vote only.
- 25.2 All votes are to be given personally.
- 25.3 Despite rule 25.1, in the case of an equality of votes, the chairperson has a casting vote.

26. Taking of poll

- 26.1 If at a general meeting a poll on any question is demanded –
- (a) the poll is to be taken at that meeting in the manner that the chairperson determines; and
 - (b) the result of the poll is taken to be the resolution of the meeting on that question.

27. When poll is to be taken

- 27.1 A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- 27.2 A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

28. Affairs of the Association to be managed by a committee

- 28.1 The affairs of the Association are to be managed by a committee of management to be known as the Board, and constituted as provided in rule 29.
- 28.2 The Board –
- (a) is to control and manage the business and affairs of the Association; and
 - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
 - (c) has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of the Association.

29. Officers of the Association

- 29.1 The officers of the Association are as follows:
- (a) the president;
 - (b) the vice-president, and a second vice president if the Board so chooses;
 - (c) the treasurer;
 - (d) the secretary/public officer.

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- 29.2 If a second vice president is appointed, one of the vice-presidents is to be known as the senior vice-president.
- 29.3 Subject to rule 29.5, the officers of the Association shall be appointed by the Board from amongst the Board members as soon as practicable after each Annual General Meeting.
- 29.4 The Board, with the exception of Appointed Directors, shall be elected in accordance with Rule 31.
- 29.5 If a casual vacancy in an office referred to in rule 29.1 occurs, the Board may appoint one of its members to fill the vacancy until the end of the next annual general meeting after the appointment.
- 29.6 If an office referred to in rule 29.1 is not filled immediately following an annual general meeting, there is taken to be a casual vacancy in the office.

30. Constitution of the Board

- 30.1 The Board is to consist of no more than Five (5) Directors elected by the Member Clubs at the Annual General Meeting and up to Four (4) Appointed Directors in accordance with Rule 31.
- 30.2 Best endeavors must be made to ensure gender balance on the Board such that no given gender represents more than 60% of total Board positions. That is; for a 7- or 8-member Board no more than four (4) members may be of any one gender and for a 9-member Board no more than five (5) members may be of any one gender.
- 30.3 Where, through either Board resignations or lack of nominations or other reason, the gender balance requirements at rule 30.2 are not met, the Board and Affiliated Clubs will take all reasonable steps to restore the gender balance within four (4) months of the imbalance arising.
- 30.4 An elected Board member is to hold office for a term of two (2) years, until the end of the second annual general meeting after that at which they were elected, and subject to rule 30.7 is eligible for re-election.
- 30.5 If a casual vacancy occurs in the office of an elected Board member, the Board may appoint a member of the Association to fill the vacancy until the end of the next annual general meeting after the appointment.
- 30.6 If an office of an elected Board member is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.
- 30.7 An elected or appointed Board member may not hold office for more than five (5) consecutive two-year terms and having reached that limit they are not eligible for re-election until the second AGM following the end of their fifth two-year term.

31. Election of the Board

- 31.1 A nomination of a candidate for election as an officer of the Association, or as an ordinary Board member, is to be
- (a) made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - (b) delivered to the public officer at least 10 days before the day on which the annual general meeting is to be held.
- 31.2 If insufficient nominations are received to fill all vacancies on the Board –
- (a) the candidates nominated are taken to be elected; and
 - (b) further nominations are to be received at the annual general meeting.
- 31.3 If the number of nominations received is equal to the number of vacancies on the Board to be filled, the persons nominated are taken to be elected.
- 31.4 If the number of nominations received exceeds the number of vacancies on the Board to be filled, a ballot is to be held.
- 31.5 If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the Board to be filled, a ballot is to be held in relation to those further nominations.
- 31.6 The ballot for the election of officers of the Association and ordinary Board members is to be conducted at the annual general meeting in the manner determined by the Board.

32. Qualifications for Elected Directors

- 32.1 Any Nominee for an Elected Director position on the Board must be a current financial Individual Member of an Affiliated Club.
- 32.2 Nominees for Director positions on the Board must declare any position they hold in an Affiliated Club, including as an office bearer, director or a paid appointee.

33. Appointed Directors

- 33.1 The Elected Directors may appoint up to four (4) Appointed Directors.
- 33.2 The Appointed Directors may have specific skills in commerce, finance, marketing, law, canoe education or such other skills which complement the Board composition, but need not have experience in or exposure to recreational and competitive paddle sports. They do not need to be Members of the Association.
- 33.3 Appointed Directors may be appointed in accordance with this Constitution for a term of two (2) years, which shall commence six weeks after the Annual General Meeting and conclude six weeks after the second Annual General Meeting following their appointment.

34. Vacation of office

- 34.1 For the purpose of these rules, the office of an officer of the Association, or of an ordinary Board member, becomes casually vacant if the officer or Board member
- (a) dies; or
 - (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
 - (c) becomes a represented person within the meaning of *the Guardianship and Administration Act 1995*; or
 - (d) resigns office in writing addressed to the Board; or
 - (e) ceases to be ordinarily resident in Tasmania; or
 - (f) is absent from 3 consecutive meetings of the Board without the permission of the other members of the Board; or
 - (g) ceases to be a member of the Association; or
 - (h) fails to pay, within 14 days after receiving a notice in writing signed by the public officer stating that the officer or Board member has failed to pay one or more amounts of annual subscriptions, all such amounts due and payable by the officer or member.

35. Meetings of the Board

- 35.1 The Board is to meet at least six times each year at any place and time the Board determines.
- 35.2 A meeting of the Board, other than a meeting referred to in rule 35.1, may be convened by the president or any 4 of the members of the Board.
- 35.3 Written notice of any special Board meeting is to be served on members of the Board and is to specify the general nature of the business to be transacted.
- 35.4 A special Board meeting may only transact business of which notice is given in accordance with rule 35.3.
- 35.5 A quorum for the transaction of the business of a meeting of the Board is 4 members of the Board.
- 35.6 Business is not to be transacted at a meeting of the Board unless a quorum is present.
- 35.7 If a quorum is not present within half an hour after the time appointed for the commencement of –
- (a) a meeting of the Board (other than a special Board meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or
 - (b) a special Board meeting, the meeting is dissolved.

- 35.8 At each meeting of the Board, the chairperson is to be
- (a) the president; or
 - (b) in the absence of the president, the vice-president; or
 - (c) in the absence of the president and the vice-president, a member of the Board elected to preside as chairperson by the members of the Board present at the meeting.
- 35.9 Any question arising at a meeting of the Board is to be determined –
- (a) on a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- 35.10 On any question arising at a meeting of the Board, a member of the Board (including the chairperson) has one vote only.
- 35.11 Despite rule 35.10, in the case of an equality of votes, the chairperson has a second or casting vote.
- 35.12 Written notice of each Board meeting is to be served on each member of the Board by:
- (a) giving it to the member during business hours before the day on which the meeting is to be held; or
 - (b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
 - (c) sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
 - (d) faxing it to the member's fax number; or
 - (e) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent.

36. Disclosure of interests

- 36.1 If a member of the Board or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Board or subcommittee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the Board.
- 36.2 If at a meeting of the Board or a subcommittee a member of the Board or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

37. Subcommittees

- 37.1 The Board may
- (a) appoint a subcommittee(s) from the Board; and
 - (b) prescribe the powers and functions of the subcommittee(s).

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- 37.2 The Board(s) may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.
- 37.3 A quorum for the transaction of the business of a meeting of a subcommittee is 3 appointed members entitled to vote.
- 37.4 A member of the Board is to convene meetings of a subcommittee.
- 37.5 Any question arising at a meeting of a subcommittee is to be determined
- (a) on a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- 37.6 On any question arising at a meeting of a subcommittee, a member of the subcommittee (including the chairperson) has one vote only.
- 37.7 Written notice of each subcommittee meeting is to be served on each member of the subcommittee by –
- (a) giving it to the member during business hours before the day on which the meeting is to be held; or
 - (b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
 - (c) sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
 - (d) faxing it to the member's fax number; or
 - (e) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent.

38. Executive Committee

- 38.1 The president, the vice-president, the treasurer and the secretary constitute the executive committee of the Board.
- 38.2 During the period between meetings of the Board, the executive committee may issue instructions to the public officer and employees of the Association in matters of urgency connected with the management of the affairs of the Association.
- 38.3 The executive committee is to report on any instructions issued under rule 38.2 to the next meeting of the Board.
- 38.4 that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.

39. Service of notices and requisitions

- 39.1 Except as otherwise provided by these rules, a document may be served under these rules on a person by
- (a) giving it to the person; or
 - (b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
 - (c) faxing it to the person's fax number; or
 - (d) emailing it to the person's email address.

40. Expulsion of Members

- 40.1 The Board may expel a member from the Association if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of the Association.
- 40.2 The expulsion of a member under rule 40.1 does not take effect until whichever of the following occurs later:
- (a) the fourteenth day after the day on which a notice is served on the member under rule 40.3;
 - (b) if the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- 40.3 If the Board expels a member from the Association, the public officer, without undue delay, is to cause to be served on the member a notice in writing –
- (a) stating that the Board has expelled the member; and
 - (b) specifying the grounds for the expulsion; and
 - (c) informing the member of the right to appeal against the expulsion under rule 41 .

41. Appeal against expulsion

- 41.1 A member may appeal against an expulsion under rule 40 by serving on the public officer, within 14 days after the service of a notice under rule 40.3, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- 41.2 On receipt of a requisition, the public officer is to immediately notify the Board of the receipt.
- 41.3 The Board is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- 41.4 At a special general meeting convened for the purpose of hearing an appeal under this rule –
- (a) no business other than the question of the expulsion is to be transacted; and
 - (b) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion; and

- (c) the expelled member must be given an opportunity to be heard; and
- (d) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.

41.5 If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –

- (a) the expulsion is lifted; and
- (b) the expelled member is entitled to continue as a member of the Association.

41.6 If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –

- (a) the expulsion takes effect; and
- (b) the expelled member ceases to be a member of the Association.

42. Disputes

42.1 A dispute between a member of the Association, in his or her capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 2011*. This rule does not affect the operation of rule 4140 .

43. Seal of Association

43.1 The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".

43.2 The seal is not to be affixed to any instrument except by the authority of the Board.

43.3 The affixing of the seal is to be attested by the signatures of –

- (a) two members of the Board; or
- (b) one member of the Board and –
 - (i) the public officer; or
 - (ii) any other person the Board may appoint for that purpose.

43.4 If a sealed instrument has been attested under 43.3, it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Board.

43.5 The seal is to remain in the custody of the public officer of the Association.