



**RICHMOND ROWING CLUB INC.
REGISTRATION NO. A2236**

**STATEMENT OF RULES
(as amended on 27 July 2024)**

STATEMENT OF RULES RICHMOND ROWING CLUB INC.

REGISTRATION NO. A2236

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Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

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PART 1—PRELIMINARY

1 Name

The name of the incorporated association is “Richmond Rowing Club Inc”.

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The purposes of the association are —

- (1) To promote and encourage involvement in the sport of rowing to the community.
- (2) To provide opportunities for members of the Association to participate, develop and compete in the sport of rowing.
- (3) To provide the facilities and environment for members of the Association to participate in the sport of rowing and generally afford to them all the usual privileges, benefits and conveniences of a club.

3 Financial year

The financial year of the Association is each period of 12 months ending on 31 May.

4 Definitions

In these Rules, unless the contrary intention appears—

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

appeal subcommittee means a subcommittee appointed under rule 21(3);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 44;

Committee means the Committee having management of the business of the Association;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the appeal subcommittee convened for the purposes of rule 22;

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 18;

disciplinary subcommittee means the subcommittee appointed under rule 18;

financial year means the 12-month period specified in rule 3;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting and a special general meeting;

member means a member of the Association;

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member entitled to vote means a member who under rule 12(2) is entitled to vote at a general meeting;

registered mediator means a person registered as a mediator accredited under the National Mediator Accreditation System developed by the Mediator Standards Board Limited ABN 11 145 829 812;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

the Regulations means Regulations under the Act.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property; or
 - (b) open and operate accounts with financial institutions; or
 - (c) invest its money in any security in which trust monies may lawfully be invested; or
 - (d) raise and borrow money on any terms and in any manner as it thinks fit; or
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability; or
 - (f) appoint agents to transact business on its behalf; or
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

6 Who is eligible to be a member

A natural person who is nominated and approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules, except—

- (1) life members who shall not be required to pay an annual subscription fee to the Association; or
- (2) any member that the Committee determines should be exempted from the payment of an annual subscription fee for a specified period of time.

7 Membership Types

The Association shall consist of the following classes of members—

- (1) Full members are members who have attained the age of 23 years and are entitled to all the privileges of membership.
- (2) Senior members are members who have completed ten years membership with the Association including the period prior to the date of incorporation are entitled to all the privileges enjoyed by a full member, except enter any regatta race.
- (3) Junior members are—
 - (a) members who are under the age of 18 years; and
 - (b) entitled to all the privileges of membership enjoyed by a full member, except:
 - (i) hold any position on the Committee; and
 - (ii) vote at general meetings of the Association.
- (4) Coxswain members are entitled to all the privileges of membership enjoyed by a full member, except—
 - a) hold any position on the Committee; and
 - b) use any of the boating or gymnasium equipment or change--room facilities without the prior approval of the Captain and two other Committee members; and
 - c) vote at general meetings of the Association.
- (5) Under 23 members are members under the age of 23 years who shall enjoy the privileges of membership enjoyed by full members.
- (6) Associate members are members who have attained the age of 18 years who shall be entitled to all the privileges of membership enjoyed by a full member, except—
 - (a) hold any position on the Committee; and
 - (b) enter any regatta or Club race as a member of the Association; and
 - (c) use any of the boating or gymnasium equipment or change--room facilities without the prior approval of the Captain and two other Committee members; and
 - (d) vote at general meetings of the Association.
- (7) Life members are—
 - (a) members who, in the opinion of the members, have rendered the Association such services as to entitle them to the honour of Life Membership with the Association; and
 - (b) a life member upon—
 - (i) the nomination of the Committee; and
 - (ii) election at a general meeting of the Association; and
 - (c) entitled to all the privileges of a full member and shall not be required to pay an annual subscription fee to the Association.
- (8) All Full, Junior and Under 23 members of this Association shall be bona fide amateurs according to the definition adopted from time to time by Rowing Victoria.

- (9) The total number of voting members shall constitute not less than 60 per cent of the total membership of the Association, excluding—
 - (a) temporary or honorary members; and
 - (b) persons who are members by reason only of reciprocal arrangements with another club.

8 Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to the Secretary of the Association stating that the person—
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules; and
 - (d) agrees to comply with the Association’s Code of Conduct; and
 - (e) agrees to comply with Rowing Australia’s Code of Conduct.
- (2) The application—
 - (a) must be signed by the applicant; and
 - (b) may be accompanied by the sum payable as the first year’s annual subscription.

Notes

- 1 A requirement for a signature of a person may be met by electronic signature. See section 9 of the **Electronic Transactions (Victoria) Act 2000**.

9 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) The Committee is not required to give a reason for the rejection of an application.

Note

An association may have obligations under Division 6 of Part 4 of the **Equal Opportunity Act 2010**.

10 New membership

- (1) If an application for membership is approved by the Committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) the Secretary must, as soon as practicable, ensure the name and address of the new member, and the date on which they became a member, is recorded in the register of members.
- (2) A person becomes a member of the Association from the date on which both of the following have occurred—

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- (a) the Committee approves the person's membership; and
 - (b) the person pays the joining fee.
- (3) Subject to rule 12(2), a person is entitled to exercise their rights of membership from the date referred to in subrule (2).

11 Annual subscription and levies

- (1) All annual subscriptions shall be —.
 - (a) payable in advance from the first day of June in each year; and
 - (b) determined by the Committee from time to time.
- (2) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (3) The rights of a member (including the right to vote) who has not paid—
 - (a) the annual subscription by the due date; and
 - (b) any other monies (levies or other charges) owed to the Association
 - (c) are suspended until the subscription or other monies are paid.
- (4) All members shall be responsible for the payment of any fees, levies or other charges which may be lawfully charged against the Association by—
 - (a) Rowing Victoria; and/or
 - (b) Rowing Australia; and/or
 - (c) are otherwise incurred by the Association in connection with any regatta, Rowing Victoria or Rowing Australia event, on a per capita basis or in such proportions as may be allocated by the Committee.
- (5) A member who has not paid any sum due to the Association at the expiration of two months from the date of which such payment was due shall be notified by the Secretary or the Treasurer that they are un-financial and therefore debarred from all privileges of membership.
- (6) Liability for payment of all amounts due shall continue.
- (7) The Committee may expel a member in accordance with the provisions of rule 16 if such member has failed to pay any sum due to the Association at the expiration of 12 months from the date on which such payment was due.
- (8) In the case of a member who acts as a coach and/or coxswain for the association—
 - (a) the membership type shall be determined under Rule 7; and
 - (b) the annual subscriptions may be reduced or waived, at the discretion of the Committee.

12 General rights of members

- (1) A member of the Association who is entitled to vote has the right—

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- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 79; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
- (a) the member is a:
 - (i) full member; or
 - (ii) senior member; or
 - (iii) under 23 member who has attained the age of 18 years; or
 - (iv) life member; and
 - (b) more than 10 business days have passed since the member became a member of the Association; and
 - (c) has paid all monies due and payable to the Association other than the amount of the annual subscription payable in respect of the current financial year (or has entered into a payment plan to do so); and
 - (d) the member's membership rights are not suspended for any reason.

13 Rights not transferable

- (1) The rights of a member are not transferable and end when membership ceases.

14 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

15 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

- (2) A member is taken to have resigned if—
- (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that the member wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that the member wishes to remain a member.

16 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name; and
 - (ii) the address for notice last given by the member (if provided); and
 - (iii) the email address last given by the member (if available); and
 - (iv) the date of becoming a member; and
 - (v) the type of membership the member holds; and
 - (vi) any other information determined by the Committee; and
 - (b) for each former member, the name of the person and the date on which the person ceased to be a member of the Association.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the register of members.

Division 2—Disciplinary action

17 Grounds for taking disciplinary action

- (1) On behalf of the Association, the Committee The Association may take disciplinary action against a member in accordance with this Division if it determines that the member—
 - (a) has failed to comply with these Rules; or
 - (b) refuses to support the purposes of the Association; or
 - (c) has engaged in conduct prejudicial to the Association.
 - (d) has engaged in behaviour that contravenes the Association's Code of Conduct; or
 - (e) has engaged in behaviour that contravenes Rowing Australia's Code of Conduct.

18 Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee who must hear the matter and determine what action, if any, it recommends the Committee should take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

19 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that the member may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

20 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee shall provide their report within 14 days of holding the disciplinary meeting, and may recommend to Committee that it—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) in the case of a Committee member, remove the member from the Committee; or
 - (iii) suspend the membership rights of the member for a specified period; or
 - (iv) expel the member from the Association.
- (3) The disciplinary subcommittee's recommendation to Committee shall not include any recommendation that the member be fined.
- (4) On receipt of the disciplinary subcommittee's report under sub-rule (2), the Committee shall as soon as reasonably possible and in any event within 4 weeks:
 - (a) consider the report; and
 - (b) resolve what action, if any, shall be taken with respect to the member; and
 - (c) inform the member of that decision.
- (5) The suspension of membership rights or the expulsion of a member by the committee under this rule takes effect immediately after the vote in sub-rule (4)(b) is passed.

21 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 7 days after the vote.
- (3) If a person has given notice under subrule (2), the Committee must appoint at least 3 persons to an appeal subcommittee to consider the appeal.
- (4) Subject to subrule (5), the Committee may appoint any person to an appeal subcommittee.
- (5) A person must not be appointed to an appeal subcommittee if the person—
 - (a) was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or
 - (b) has a personal interest in the dispute; or
 - (c) is biased in favour of or against the member concerned.
- (6) The committee must convene a meeting of the appeal subcommittee (the *disciplinary appeal meeting*) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- (7) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- (8) otherwise comply with the requirements for notice of a special general meeting.

22 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the appeal subcommittee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
 - (d) the meeting must otherwise be conducted as a special general meeting.

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- (2) After complying with subrule (1), members of the appeal subcommittee present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

23 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member; and
 - (b) a member and the Committee; and
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

24 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

25 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a registered mediator.

Note

This includes a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.

- (3) Subject to subrule (4), the Committee may appoint any person as a mediator.
- (4) The Committee must not appoint a person as a mediator if the person—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

26 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.
- (3) Any costs of mediation are to be paid—
 - (a) if an agreement as to costs is reached between the parties—in accordance with that agreement; or
 - (b) if there is no such agreement—by the Committee.

27 Failure to resolve dispute by mediation

- (1) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

28 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held on the last Saturday of July in each year.
- (3) The Committee may determine the time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting or general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee;
 - (d) to to confirm or vary the amounts of the annual subscription
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

29 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.

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- (3) No business other than that set out in the notice under rule 31 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 31 and the majority of members at the meeting agree.

30 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
- (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

31 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 30(3), the members convening the meeting) must give to each member of the Association—
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution;
 - (d) In the case of the Annual General Meeting, include any guidelines issued by the Committee for the conduct of the election campaign for Committee positions; and
 - (e) comply with rule 32(5).

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- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 21(4) sets out the requirements for notice of a disciplinary appeal meeting.

32 Proxies

- (1) A member may appoint another member as the member's proxy to vote and speak on the member's behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf, otherwise the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 31 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

33 Use of technology

- (1) A general meeting may be held and members may take part by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

34 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 32) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 30—the meeting must be dissolved; or

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to

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have the business reconsidered at another special meeting, the members must make a new request under rule 30.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

35 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 31.

36 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 22.

37 Special resolutions

A special resolution is passed if not less than three-quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

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Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

38 Determining whether resolution carried

- (1) Subject to subrule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a count is demanded by 3 or more members on any question—
 - (a) the count must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the count.
- (3) A count demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A count demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

39 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) the financial statements submitted to the members in accordance with rule 28(4)(b)(ii); and
 - (c) the certificate signed by 2 committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

40 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.

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- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
 - (a) appoint and remove staff; and
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

41 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

42 Composition of Committee

The Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) Captain of Boats; and
- (f) Head of Rowing; and
- (g) Facilities Coordinator; and
- (h) Club Events Coordinator; and
- (i) Ordinary members (two)

43 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise the member's powers and discharge the member's duties with reasonable care and diligence.
- (4) Committee members must exercise the member's powers and discharge the member's duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.

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- (5) Committee members and former committee members must not make improper use of—
- (a) the member's, or former member's, position; or
 - (b) information acquired by virtue of holding the member's, or former member's, position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a committee member must
- (a) report to the Committee on their responsibilities under these Rules and on any specific matter the Committee determines, within timeframes determined by the Committee; and
 - (b) perform any other duties imposed from time to time by resolution at a general meeting.
- (7) If a majority of the Committee considers that a Committee member has breached this rule, the Committee may:
- a) take disciplinary action with respect to that member under Division 2 of these Rules;
 - b) stand the member down from the Committee pending the outcome of the disciplinary action.

44 President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
- (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.
- (3) The President shall represent the Association on all occasions requiring official representation and shall be the Association spokesperson on all matters relating to the activities, business and objects of the Association.
- (4) The President shall present to members at the annual general meeting a report in writing in respect of the activities and business of the Association and of any events that significantly affected the state of affairs of the Association during the preceding year.
- (5) The President shall be an ex-officio member of all committees and sub-committees which may be appointed under these Rules.

45 Vice-President

- (1) The Vice-President shall assist the President in the discharge of their duties.

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- (2) The Vice-President, in the President's absence, shall act as Chairperson at any general meetings and/or committee meetings.
- (3) The Vice-President shall:
 - a) provide leadership and support to marketing, promoting and advancing the Association; and
 - b) support other committee members undertake their responsibilities; and
 - c) undertake any other duties as may from time to time be determined and agreed by the Committee.

46 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary shall issue all notices of meetings to members of the Committee and such other notices as directed to issue by the Committee.
- (3) The Secretary must—
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (4) The Secretary must give to the Registrar notice of the Secretary's appointment within 14 days after the appointment.

47 Treasurer

- (1) The Treasurer must—
 - (a) receive all cash paid to or received by the Association and issue receipts for cash in the name of the Association; and
 - (b) ensure that all cash received is paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure payments are authorised by at least 2 committee members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) maintain to the satisfaction of the Committee a proper system of accounting for all

- monies received and disbursed on behalf of the Association; and
 - (c) present monthly financial statements to the Committee and shall have regard to any criticisms or advice of financial matters made or given by the auditors of the Association or by the Committee or by any sub-committee appointed by the Committee for that purpose; and
 - (d) coordinate the preparation of the financial statements of the Association and the Association's certification by the Committee prior to the Association's submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

48 Captain

- (1) The Captain shall have responsibility for—
 - (a) care and maintenance of all Association boats and equipment; and
 - (b) sourcing and allocation of Association boats and equipment; and
 - (c) movement, location and appropriate storage of all Association boats and equipment.
- (2) The Captain shall work collaboratively with neighbours of the Association to promote and advance the goodwill of the Association.

49 Head of Rowing

- (1) The Head of Rowing shall be responsible for—
 - (a) development and implementation of the Association's rowing program, competition goals and squad/club rowing structure; and
 - (b) development and implementation of selection procedures; and
- (2) The Head of Rowing shall provide direction, guidance and support to the Association's coaches, coxswains and members as required.

50 Facilities Coordinator

- (1) The Facilities Coordinator shall be responsible for—
 - (a) care and maintenance of the Association's clubhouse and facilities; and
 - (b) use and coordination of the Association's clubhouse and facilities by external parties.

51 Club Events Coordinator

- (1) The Club Events Coordinator shall—
 - (a) coordinate social activities for members of the Association; and
 - (b) provide leadership and support to the issues of fundraising.

52 Ordinary members

- (1) The ordinary members shall be responsible for—
 - (a) supporting other committee members undertake their responsibilities; and
 - (b) any other duties as may from time to time be determined and agreed by the Committee.

Division 3—Election of Committee members and tenure of office

53 Who is eligible to be a Committee member

- (1) A member is eligible to be elected or appointed as a committee member if the member—
 - (a) is 18 years or over; and
 - (b) has been a member of the Association for 24 months; and
 - (c) is entitled to vote at a general meeting.

54 Positions to be declared vacant

- (1) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

55 Nominations

- (1) Nominations of candidates for election as a Committee member must—
 - a) be made in writing signed by two members entitled to vote at a general meeting and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - b) be made for candidates that have held a membership of the Association for 24 months; and
 - c) delivered to the Secretary of the Association not less than 14 days before the date fixed for the holding of the annual general meeting.
- (2) A member may be nominated for more than one position on the Committee, but each nomination must be in accordance with subrule (1).
- (3) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.
- (4) If insufficient nominations are received to fill vacancies on the Committee, further nominations shall be received at the annual general meeting.

56 Election of Committee

- (1) At the annual general meeting, separate elections must be held for each of the following positions, and in this order—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
 - (e) Captain of Boats;
 - (f) Head of Rowing;
 - (g) Facilities Coordinator;
 - (h) Club Events Coordinator;
 - (i) Two ordinary members.

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- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 57.
- (4) On the President's election, the new President may take over as Chairperson of the meeting.

57 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) The election must be by secret ballot.
- (4) The returning officer must conduct the secret ballot using an electronic voting platform that has been approved by the committee at least 30 days prior to the general meeting.
- (5) A vote is provided to—
 - (a) each eligible member present in person; and
 - (b) each proxy appointed by a member.
- (6) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (7) If the returning officer is unable to declare the result of an election under subrule (6) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (6) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

58 Term of office

- (1) Subject to subrule (3) and rule 59, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) Each committee position may be held by the same person for a maximum of five successive terms of office. For the purpose of this rule, any term in the role of either ordinary member shall be cumulative.
- (3) Sub-rule (2) applies to any committee member elected after these rules come into force.
- (4) A general meeting of the Association may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (5) A member who is the subject of a proposed special resolution under subrule (4)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

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- (6) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

59 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if the person—
- (a) ceases to be a member of the Association; or
 - (b) resigns from office by notice in writing given to the Secretary; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note

A Committee member may not hold the office of Secretary if they do not reside in Australia.

60 Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
- (a) has become vacant under rule 59; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 58 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

61 Meetings of Committee

- (1) The Committee must meet at least 6 times in each year at the dates, times and places determined by the Committee.
- (2) If a committee member is absent for more than three consecutive committee meetings, without reasonable excuse, the Committee may seek to remove the member from the Committee by convening a special general meeting of the Association with rule 29.
- (3) At meetings of the Committee—
- (a) the President or in their absence the Vice-President shall Chair the meeting; or
 - (b) if the President and the Vice-President are absent such one of the remaining members of the Committee as may be chosen by the members present shall chair the meeting.
- (4) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (5) Special committee meetings may be convened by the President or by any 4 members of the Committee.

62 Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

63 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 62 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

64 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

65 Use of technology

- (1) A committee meeting may be held by the use of technology that allows committee members to clearly and simultaneously communicate with each other participating member.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

66 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 65) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the date, time and place to which the meeting is adjourned must be given in accordance with rule 62.

67 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present and voting at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

68 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the committee member's position and the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.
- (4) The Committee must keep a conflict of interest register.
- (5) The conflict of interest register must record the following—
 - (a) the name and position of the member who has disclosed a material personal interest;
 - (b) a description of the nature and extent of that interest;
 - (c) a management plan documenting actions required to mitigate the conflict.

69 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 68.

70 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

71 Source of funds

The funds of the Association may be derived from annual subscriptions, donations, fundraising activities, grants, interest and any other sources approved by the Committee.

72 Management of funds

- (1) The Association must open an account/s with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

73 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in the Treasurer's custody, or under the Treasurer's control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

74 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements; and
 - (b) if required, the review or auditing of the financial statements; and
 - (c) the certification of the financial statements by the Committee; and

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- (d) the submission of the financial statements to the annual general meeting of the Association; and
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

75 Auditors

- (1) An Auditor or Auditors shall be appointed at each annual general meeting.
- (2) The Auditor or Auditors so appointed shall—
 - a) at least once in every year examine the accounts and other financial records of the Association; and
 - b) report to members on such accounts and financial records at a general meeting.

PART 7—GENERAL MATTERS

76 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of 2 committee members; and
 - (c) the common seal must be kept in the custody of the Secretary.

77 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee

78 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 63.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to a member of the Committee.
 - (b) by email to the email address of the Association's committee or the Secretary; or

79 Custody and inspection of books and records

- (1) Members may on request inspect free of charge any of the following—
 - (a) the register of members;

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- (b) the minutes of general meetings;
- (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make available, or provide copies of, these Rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may request a copy of, or make a copy of, any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For the purposes of this rule—

relevant document means any record or other document, however compiled, recorded or stored, that relates to the incorporation and management of the Association and includes the following—

- (a) a membership record;
- (b) a financial statement;
- (c) a financial record;
- (d) any other record or document relating to transactions, dealings, business or property of the Association.

80 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

81 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.