



October 2021
The Constitution
of the Power Dinghy Racing Club
(Incorporated)

**THE
CONSTITUTION
OF THE
POWER DINGHY RACING CLUB
(INCORPORATED)**

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1. NAME

- (a) The name of the Incorporated Association is the Power Dinghy Racing Club Incorporated ("**the Association**").

2. DEFINITIONS

- (a) "**Committee**" or "**Management Committee**" means the Office Bearers as referred to in clause 5 of this Constitution.
- (b) "**General Meeting**" means a general meeting of Members of the Association convened in accordance with this Constitution.
- (c) "**The Act**" means the *Associations Incorporation Act 2015*.
- (d) "**Special Resolution**" means a special resolution as defined in the Act.
- (e) "**Month**" means a calendar month.
- (f) "**Constitution**" means this Constitution of the Association.
- (g) "**Member**" means a registered financial member of the Association who is at least 18 years of age. It also includes a Life Member.
- (h) "**Intellectual Property**" means all rights subsisting in copyright, business name, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or any activity of or conducted, promoted or administered by the Association.
- (i) "**Junior Member**" means a registered member of the Association who is younger than 18 years of age.
- (j) "**Life Member**" means an individual appointed as a Life Member of the Association under clause 8.13.
- (k) "**Club Year**" means the 1 January to the 31st December of each calendar year.
- (l) "**The Rules**" means the rules of racing. The Rules address the conduct together with maintaining and enhancing the Association's reputation.

3. OBJECT AND PURPOSES

3.1. The objects of the Association are:

- (a) To promote Power Dinghy Racing and Touring throughout Australia.
- (b) To control the sport of Power Dinghy Racing and ensure that all competitive activities are conducted safely and in the spirit of racing.
- (c) To organise events, races, competitions and social activities for members.

- (d) To ensure that the activities of the sport receive adequate and favourable publicity.
- (e) To issue a regular newsletter.
- (f) To encourage and maintain liaison with all official and government bodies concerned with Power Dinghy Racing and the use of rivers.
- (g) To ensure that the necessary high standards of safety in racing are maintained.
- (h) To conduct a State Championship of racing based on an annual program of competitions.
- (i) To select a State Power Dinghy Racing Team.
- (j) To encourage and foster an annual trip by the State Team to competitions conducted elsewhere in Australia.
- (k) To organise an Annual Presentation of prizes and trophies.
- (l) To ensure that Power Dinghy Racing is maintained as an economical and family orientated sport.
- (m) To ensure a class of racing suitable for novices is fostered and maintained.

4. POWERS OF THE ASSOCIATION

4.1. The Association shall have all the powers conferred by Section 14 of the Act.

5. OFFICE BEARERS

5.1. The Office Bearers of the Association shall be:

Commodore

Vice Commodore

Secretary

Treasurer

Rear Commodore

Scrutineer

Newsletter Editor

Property Officer

Public Relations Officer

Social Manager

- 5.2. Each Office Bearer shall be a financial member of the Association.
- 5.3. Each Office Bearer shall be elected by secret ballot at the Annual General Meeting.

6. OFFICE BEARERS' DUTIES

6.1. COMMODORE

- (a) The Commodore shall chair the General Meeting and the Annual General Meeting.
- (b) The Commodore shall chair meetings of the Management Committee.

6.2. VICE COMMODORE

- (a) The Vice Commodore shall act in place of the Commodore shall the Commodore be absent.

6.3. SECRETARY

- (a) The Secretary shall attend all meetings of the Association and keep a correct record of all proceedings in a book provided for that purpose.
- (b) The Secretary shall maintain an accurate and up to date record of the names and addresses of all members.

6.4. TREASURER

- (a) The Treasurer shall keep all books of accounts in order and up to date and shall present a financial statement at each General Meeting and the Annual General Meeting.
- (b) The Treasurer shall be authorised to receive membership nominations, membership fees, identification number fees, entry fees, protest and appeal fees, donations etc. on behalf of the Association.

6.5. REAR COMMODORE

- (a) The Rear Commodore shall keep an accurate and up to date record of each members competition details and issue competition licenses annually at the start of each Club Year and at other times as required.

6.6. SCRUTINEER

- (a) The Scrutineer shall officiate at all events conducted by the Association unless otherwise mutually agreed by the organisers and the Management Committee.
- (b) The Scrutineer shall chair the meetings of the Rules Committee.
- (c) The Scrutineer shall be responsible for all aspects of safety in events conducted by the Association unless otherwise mutually agreed by the organiser and the Management Committee.

6.7. NEWSLETTER EDITOR

- (a) The Newsletter Editor shall be responsible for producing a monthly newsletter.

6.8. PROPERTY OFFICER

- (a) The Property Officer shall be responsible for the security, maintenance and storage of the Association's equipment.

6.9. PUBLIC RELATIONS OFFICER

- (a) The Public Relations Officer shall be responsible for promoting the sport and ensuring that all activities receive adequate and favourable publicity.

6.10. SOCIAL MANAGER

- (a) The Social Manager shall be responsible for the fundraising and social activities of the Association.

7. COMMITTEES

7.1. Management Committee

- (a) The Association shall have a Management Committee of ten members to conduct its affairs.
- (b) The Management Committee shall comprise the:

Commodore

Vice Commodore

Secretary

Treasurer

Rear Commodore

Scrutineer

Newsletter Editor

Property Officer

Public Relations Officer / Webmaster

Social Manager

- (c) The Management Committee shall have the power to appoint ad hoc Committees for a specific period, which shall be stated at the time of appointment, to carry out a task or tasks decided by the Management Committee.

- (d) The Management Committee shall meet each month before the monthly General Meeting.
- (e) A member elected for a position on the Management Committee shall serve for the period from the date of election, in any one position. They must retire from the position at the end of that period before becoming re available for that Management position.
- (f) The Management Committee shall have the power to borrow or raise or secure the payment of money in such manner as the Association sees fit via resolution of a General Meeting with the power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the property real or personal both present and future of the Association to redeem or pay off any existing or future security.
- (g) The Management Committee shall have the power to erect, add to, improve, repair, pull down and rebuild buildings and other structures.

7.2. RACE COMMITTEE

- (a) The Association shall have a Race Committee to organise each event.
- (b) The Management Committee may appoint any or all of the following Office Bearers to Race Committee:
 - Rear Commodore
 - Scrutineer
 - Property Officer
 - Public Relations Officer
- (c) The Race Committee shall meet as required.

7.3. RULES COMMITTEE

- (a) The Association shall have a Rules Committee of five members who shall be responsible for the interpretation of the Rules and Supplementary Regulations and arranging the hearing of protests and appeals.
- (b) The Rules Committee shall comprise the:
 - Scrutineer
 - Four Assistant Scrutineers
- (c) The members of the Rules Committee shall be elected by secret ballot at the Annual General Meeting.
- (d) The Rules Committee Meeting shall meet as required.

7.4. TERM OF OFFICE

- (a) The term of office of Committees, except ad hoc committees is one year. Subject to provisions in this Constitution relating to early retirement or removal of Committee, elected Committee shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting.

7.5. COMMITTEE MAY ACT

- (a) The Committee may appoint a person to fill a casual vacancy, and such a Committee member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the Committee without nomination.

7.6. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of a Committee member shall become vacant if a Committee member is:

- (a) Disqualified by the Act;
- (b) Expelled under this Constitution;
- (c) Permanently incapacitated by ill health;
- (d) Absent without an apology for more than three consecutive meetings;
- (e) No longer the duly appointed representative of a corporate member.

7.7. NOTIFICATION OF MEETINGS

- (a) Each member of a Committee shall be notified seven days before any meeting of that Committee.

7.8. ATTENDANCE AT MEETINGS

- (a) A member of any Committee who fails to attend two meetings in succession or a total of four meetings throughout the Club Year without an excuse considered acceptable by that Committee, shall be removed from office.
- (b) A member may attend any Committee Meeting but shall not take any part in the proceedings unless asked to so by the Chairperson of the Committee.

8. MEMBERSHIP

- 8.1. Persons over the age of seventeen years may apply for Full Membership of the Association.

- 8.2. Persons over the age of seventeen years may apply for Social Membership of the Association. Social Members have voting rights but are not allowed to compete in Competitions.
- 8.3. Persons over the age of fourteen years and under seventeen years may apply for Junior Membership of the Association.
- 8.4. Persons over the age of ten years and fourteen years may apply for Rookie Membership of the Association.
- 8.5. On receipt of a correctly completed application for membership the applicant may be supplied with an up to date copy of this constitution.
- 8.6. Before the Management Committee considers an application for membership of the Association, the applicant shall forward a declaration stating that they have read and shall agree to abide by this Constitution.
- 8.7. An application for membership shall be accompanied by the Annual Membership Fee and shall not otherwise be considered by the Management Committee.
- 8.8. An application for membership shall be considered on its merits by the Management Committee at its next meeting after the application is received. The nominator may speak on behalf of the applicant at the time the Management Committee considers the application.
- 8.9. An applicant shall have no rights or privileges of Association membership until their application has been paid in full and their name has been added to the list of members.
- 8.10. The Management Committee may, at their absolute discretion, refuse an application for membership without prejudice and without the need or offer any reason for such refusal. The result of an application for membership shall be made known to the applicant within two calendar months of the date of receipt of their application.
- 8.11. There shall be no right of appeal against a refusal of membership.
- 8.12. A new application shall not be considered until a period of three calendar months has elapsed from the date of refusal.
- 8.13. Life Membership
 - (a) The Management Committee may award a member Life Membership by resolution of two thirds of the Management Committee present at a Committee Meeting.
 - (b) A nomination for award of Life Membership must be addressed to the Management Committee. A nomination must be proposed by and seconded by a Full Financial Member.

- (c) The Management Committee may allocate no more than one Life Membership per Club Year. Life Membership should represent reward for outstanding individual contribution to the Association.
- (d) A Life Member shall be entitled to all benefits and voting rights of a financial Full Member.

9. FEES

- 9.1. The annual membership fee is to be determined at the Annual General Meeting by a majority of the Members present and voting.
- 9.2. The membership fee is due on the first day of January of each year.
- 9.3. Persons who join the Association after September 1, shall pay half the annual membership fee. NB Insurance premiums for members who compete are not reduced (see the Rules, Section 23).

10. FUNDS

- 10.1. The Association shall have the following incidental powers:
 - (a) To borrow, raise or secure the payment of money in such manner as the Association sees fit by resolution of a General Meeting with power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the property real or personal both present and future of the Association and to redeem or pay off any existing or future security.
 - (b) To erect, add to, improve, repair, pull down and rebuild buildings and other structures.
- 10.2. The funds of the Association shall be placed in a bank account in the name of the Association.
- 10.3. The income and property of the Association however derived shall be applied solely toward the promotion of its objects as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however derived to the members provided that nothing herein shall prevent the payment in good faith or remuneration to any officer or servant of the Association for services rendered.
- 10.4. The Commodore, Vice Commodore, Secretary and Treasurer shall have the authority to operate the bank account on behalf of the Association on a two to sign basis.
- 10.5. Before the Annual General Meeting the accounts and balance sheet of the Association shall be audited and a report as to their correctness shall be submitted at the Annual General Meeting.

11. FINANCIAL RECORDS AND AUDIT REPORTING

11.1. Financial Year

- (a) The Financial year of the Association is the period ending on 31 December and thereafter a period of 12 months commencing on 1 January and ending on 31 December annually.

11.2. Accounts

- (a) The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

11.3. Accounts and Reporting to be laid Before Members

- (a) The accounts, together with the auditor's report on the accounts, and the committee's report, shall be laid before the members at the first meeting after the end of the Financial Year upon completion of the financial audit. These shall be made available to any financial member upon written request.

11.4. Appointment of Auditor

- (a) At each annual general meeting, the members shall appoint a person to be an auditor of the Association and the auditor shall hold office until the next annual general meeting and is eligible for re-appointment. If an appointment is not made at an annual general meeting, the committee shall appoint an external auditor to conduct an audit for the current financial year.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

- 12.1. The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

13. INCOME

- 13.1. The income and property of the Association shall be derived from such sources as the Committee determines from time to time.

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.

- (b) Except as prescribed in this Constitution or the Act.

- i No portion of the income or property of the Association shall be paid or transferred, directly or indirectly, by the way of dividend, bonus or otherwise to any Member.

Association who shall act on behalf of the Association and report to the Committee and the Members.

The delegates shall be appointed by way of election at the General Meeting preceding the AGM of WARWSA.

The Management Committee shall advise WARWSA of the two elected delegates and the reserve delegate prior to the AGM of WARWSA.

- (i) Election of a delegate to act as Director on the Board of Northam's Avon Descent Association.
- (j) Appointment of an Auditor.
- (k) Determination of the annual membership fee.
- (l) Determination of the Race Identification Number Fee.

14.4. Before the election of Office Bearers, the Commodore shall vacate the chair and the proceedings shall be controlled by the Senior Members of the outgoing Management Committee not standing for re-election. At the conclusion of the election of the Commodore, the new Commodore shall assume the chair of the meeting.

14.5. The election of office bearers shall occur in the order listed in Clause 5 of this Constitution.

14.6. Only full financial members shall be entitled to speak or vote at the Annual General Meeting.

14.7. Each member of the Association shall be notified in writing of the date of the Annual General thirty days before the meeting.

14.8. For the purpose of section 14.7 notification in the PDRC Newsletter, or the website of the date of the meeting shall be sufficient but not necessarily obligatory providing such notification occurs thirty days before the Annual General Meeting.

15. GENERAL MEETINGS

15.1. General meetings of the association shall be held on days announced on the calendar of events for that racing season. Scheduled General Meetings shall not be less than 6 for that racing year. Additional meetings may be called by the Secretary following resolution of the Management Committee or, upon request by a minimum of 6 full financial members.

15.2. Only Full Financial Members shall be entitled to speak or vote at a General Meeting.

15.3. Each member of the Association shall be notified in writing of the date of a General Meeting seven days before the meeting.

15.4. For the purpose of section 15.3, notification in the PDRC Newsletter, or the website, of the date of the meeting shall be sufficient but not necessarily

obligatory providing such notification occurs seven days before the General Meeting.

15.5. There shall be a minimum of six General meetings held in a year.

16. QUORUMS

16.1. Management Committee.

(a) A quorum for the Management Committee shall be six.

16.2. Race Committee

(a) A quorum for the Race Committee shall be 50% of the Membership of the Committee.

16.3. Rules Committee

(a) A quorum for the Rules Committee shall be four.

16.4. Annual General Meeting

(a) A quorum for the Annual General Meeting shall be fifteen per cent of the Full Financial Members of the Association at the time of the meeting.

16.5. General Meeting

(a) A quorum for a General Meeting shall be fifteen percent of the Full Financial Members of the Association at the time of the meeting.

17. VOTING

17.1. Junior and Rookie Members have no voting rights.

17.2. Only current Full Financial and Social Members shall be entitled to vote at the Annual General Meeting and at General Meetings.

17.3. A Full Financial member may authorise another Full Financial Member to vote on their behalf. The document authorising this (the proxy), of which there is a copy on the website, shall be presented to the Chairperson of the Meeting before the commencement of the meeting and shall not otherwise be accepted.

18. PROXIES

18.1. A proxy shall contain the following information, as a minimum:

(a) Name of member allocating proxy.

(b) Membership Number.

(c) Name of person whom proxy is being allocated to.

- (d) Date of Meeting.
- (e) Type of Meeting.
- (f) Signature of Member.
- (g) A direction on how to vote if the proxy is made in favour of the chair.

18.2. No member shall hold more than two proxy votes on behalf of the other members at the Annual General Meeting and at General Meetings.

19. COMMON SEAL

19.1. The Common Seal of the Association shall be in custody of the Secretary and shall be affixed to any document only pursuant to a resolution of the Management Committee.

19.2. The Trustees of the Common Seal shall be the Commodore, the Vice Commodore and the Secretary.

19.3. The affixation of the Common Seal shall be witnessed by the Trustees.

20. DISCIPLINE

20.1. Charges may be brought against a member for the following reasons:

- (a) Violation of the Competition Rules.
- (b) Violation of the requirements of the Constitution.
- (c) Unsportsmanlike conduct.
- (d) Undue, unwarranted or malicious criticism of the Association or of its elected Office Bearers or Officials. e). Offensive behaviour or conduct.
- (e) Striking a fellow member.
- (f) Committing an act not in the best interests of the Association or the sport of Power Dinghy Racing.
- (g) Violation of any Local, State or Federal law concerned with the operation of a Power Craft or the Environment.

20.2. Any charges brought shall be in writing stating the full facts and all matters relative thereto and be addressed to the Commodore for hearing by the Management Committee.

20.3. The Management Committee shall accord the Member concerned a hearing on the charges. The Member charged may call witnesses (who may only be persons present at the time of the alleged incident) but shall present their case in person.

- 20.4. The Chairperson of the hearing shall have absolute discretion and authority as to who may be present at the hearing but shall not exclude any person called as a witness by the Member charged.
- 20.5. After the hearing of the charges the Management Committee shall have the power at their absolute discretion to censure, fine, suspend or disaffiliate the Member for a period of time they deem proper.
- 20.6. The decision of the Management Committee is subject to appeal to the Association as a whole.
- 20.7. A member who has been censured, fined, suspended or disaffiliated has the right to appeal to a General Meeting. Such appeal shall be heard within one month of the decision of the Management Committee.
- 20.8. The decision of the General Meeting is final and not subject to appeal.

21. DISSOLUTION

- 21.1. The Association may at any time with the consent of seventy five Percent of the Members present at the General Meeting called for that purpose be dissolved.
- 21.2. If upon dissolution or winding up of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, it shall not be paid or distributed among the Members of the Association but shall be given or transferred to some other association or institution having objects similar wholly or in part to the objects of the Association and which shall prohibit the distribution of it's or their income and property among it's or their Members or to some charitable object or objects which association, institution or object shall be determined by the Members of the Association at or before the time of dissolution or winding up, or in default thereof or if effect cannot be given to such determination then such payment or distribution shall be determined but a Judge of the Supreme Court of Western Australia.

22. AMENDMENT OF CONSTITUTION

- 22.1. Any amendment, deletion, addition or change of meaning to any part of this constitution shall be ratified by resolution of two thirds of the Full Financial Members who are present at a General Meeting summoned for that purpose or at the Annual General Meeting.
- 22.2. Members shall be notified in writing of the details of any proposed amendment, deletion, addition or change of meaning to any part of this Constitution seven days before any General Meeting called for that purpose.
- 22.3. For the purpose of section 22.2 notification in the PDRC Newsletter, or website of any proposed amendment, deletion, addition or change of meaning to any part of this Constitution shall be sufficient but not necessarily obligatory providing such notification occurs seven days before the General Meeting.