

West Coast Jetsprint Club (Inc.)

CONSTITUTION

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West Coast Jetsprint Club (Inc.)

CONSTITUTION

1. NAME

The name of the Club is “West Coast Jet Sprint Club (Inc.)” hereinafter referred to as “the Club”.

2. DEFINITIONS

In this Constitution, unless inconsistent with the context of the subject matter the following definitions apply.

- 1) “The Act” means the Associations Incorporation Act 2015 of Western Australia;
- 2) “The Club” means the “West Coast Jet Sprint Club (Inc.)”, as detailed under rule 1;
- 3) “The Committee” means the Committee of the Club referred to in Rule 13;
- 4) “The Department” means the government department with responsibility for administering the Associations Incorporation Act 2015;
- 5) “Financial Year” means the period from July 1 to June 30 in each year;
- 6) “General Meeting” has the meaning defined in Rule 11 and includes the Annual General Meeting and any Special General Meeting;
- 7) “Member” means Member of the Club, as referred to in Rule 5;
- 8) “Ordinary Resolution” means a resolution passed by a simple majority of eligible votes cast at a General Meeting and if an equality of votes occurs the Chairman of that General Meeting shall have a casting vote in addition to his personal vote;
- 9) “President” means the President of the Club referred to in Rules 15;
- 10) “Secretary” means the Secretary of the Club referred to in Rule 16;
- 11) “Special Resolution” has the meaning given by section 51 of the Act;
- 12) “Treasurer” means the Treasurer of the Club referred to in Rule 17;

3. OBJECT AND POWERS

- 1) The object of the Club is:
 - a. to assist in the promotion, control and management of Jet boat racing in Western Australia; and
 - b. to develop and operate a Jet Boat Sprint racing Circuit in the environs of Perth, Western Australia for the enjoyment of it by Members of the Club.

- 2) The Club may do anything within its powers that is for the purpose of or incidental to, the achievement of any objects of the Club and in particular, but without limiting the foregoing, the Club has the power to:
 - a. open and operate bank accounts;
 - b. enter into contracts;
 - c. borrow money;
 - d. secure its assets;
 - e. enter into a lease or other arrangements for the occupation of land;
 - f. purchase and disposal of assets either alone or with others; and
 - g. sublet or sub-lease its rights to land.

- 3) The property, income and profits of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property, income or profit may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.
 - a. A payment may be made to a member out of the funds of the Club only if it is authorised under subrule b.
 - b. A payment to a member out of the funds of the Club is authorised if:
 - i. the payment is in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
 - ii. the payment is of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - iii. the payment is of reasonable rent to the member for premises leased by the member to the Club; or
 - iv. the reimbursement is of reasonable expenses properly incurred by the member on behalf of the Club.

4. AFFILIATION

The Club may affiliate with any other body involved in Jet Sprint racing or motor sport in Australia or another country which the committee may deem beneficial or necessary on such terms as the Committee may determine.

5. MEMBERSHIP

- 1) The founding Members of the Club are Jeremy O'Driscoll, Rick Sacco, David Smale, Brian Rogan, Christopher Kent and Allan Bale.

- 2) Membership of the Club is open to any person who supports the objects of the Club.
- 3) A person who wishes to become a member must apply for membership to the Committee in writing.
- 4) The Committee must consider each application made under subrule (1) and accept or reject that application.
- 5) Life membership
 - a. Where the Committee deems that a person has given outstanding and distinguished service to the Club, the Committee may recommend to the members, in a special resolution at a General Meeting, that the Club may award that person Life Membership of the Club.
- 6) Every Member is deemed to be bound by the provisions of this Constitution.

6. REGISTER OF MEMBERS OF THE CLUB

- 1) The Secretary, on behalf of the Club, must comply with section 53 of the Act by keeping and maintaining;
 - a. in an up to date condition a register of the members of the Club and their email, postal or residential addresses and, upon the request of a member of the Club, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 2) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the committee decide.
- 3) The Secretary must cause the name of a person who dies or who ceases to be a member to be deleted from the register of members referred to in sub-rule (1).

7. CESSATION OF MEMBERSHIP

A person shall cease to be a Member if that person:

- 1) Dies.
- 2) Resigns his Membership.
 - a. A Member who delivers a notice in writing of his resignation from the Club to a Member of the Committee ceases to be a Member from the time of that delivery.

- 3) Is Expelled from Membership.
- 4) Allows his Membership fees to cease to be fully paid up.

8. EXPULSION OF MEMBERS

- 1) If the Committee has reason to believe that a Member:
 - a. Is guilty of conduct injurious to or likely to be injurious to the Club or prejudicial to the sport of jet boat sprint racing, or willfully or persistently fails to conduct himself in accordance with the by-laws or racing rules of the Club, Then the Committee may instruct the Secretary to give the Member notice (which notice shall set out the alleged misconduct) to appear before the Committee at a subsequent Meeting of the Committee to answer the allegations.
- 2) If the Member fails to appear before the Committee in accordance with the notice, the committee may proceed to deal with the allegations in the absence of the Member.
- 3) If the Committee finds to its satisfaction that the allegations are sustained it may either:
 - a. Reprimand the Member,
 - b. Suspend the Member's Membership for a period of up to 6 months.
 - c. Impose a fine on the Member which if the remaining unpaid after seven (7) days of advising the Member of the fine will entitle the Committee to Suspend that Members Membership until the fine is paid in full.
 - d. Suspend the Members rights to participate in any one or more sprint events organized by the Club, or
 - e. Expel the Member from the club.
- 4) A Member expelled from the Club under this rule may within fourteen (14) days give notice to the Secretary of the Member's intention to appeal to the next general Meeting against the Member's expulsion. That General meeting shall hear the Member's representations and a report from the Committee concerning the reasons for the expulsion. The Member's at the General Meeting may then by ordinary resolution reverse or confirm the expulsion.

9. CATEGORIES OF MEMBERSHIP

The Committee may from time to time create new categories of Membership. Until so doing the only category of Membership is that of "Ordinary Member".

10. MEMBERSHIP FEES

- 1) The Committee shall from time to time determine the annual membership fees payable by member's and each category of member.

- 2) Annual membership subscriptions will relate to a financial year of the Club.
- 3) Each member shall pay to the treasurer before July 1st in each year after they become a Member, the amount of Membership subscription determined by the Committee under subrule (1).
 - a. If a members annual membership subscription fees are not paid prior to July 1st then that person ceases automatically to be a Member.
- 4) Should a person cease to be a member then the treasurer shall not accept Membership fees from that person to renew membership. Any acceptance of membership fees by either the treasurer or other Committee member shall not by itself constitute acceptance of that person as a member.

11. GENERAL MEETINGS

- 1) The Club must convene the annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act that is, in every calendar year within 6 months after the end of the Club's financial year or such longer period as may in a particular case be allowed by the Commissioner.
- 2) The business of the Annual General Meeting shall include:
 - a. consideration of the annual financial statements;
 - b. reports of the President and Treasurer;
 - c. election of Members of the Committee; and
 - d. any other business that can be validly considered according to this Constitution for which all Members have received the requisite notice.
- 3) A majority of the Committee or the President may convene a Special General Meeting of Members from time to time to conduct such business as the convener may determine.
- 4) Where the club receives a request in writing from no less than ten% of members, they shall convene a special general meeting for the purpose specified in that request.
- 5) The Secretary must give to all members not less than 14 days' notice of a general meeting and that notice must specify:
 - a. when and where the general meeting concerned is to be held; and
 - b. particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted
- 6) The Secretary must give notice to all members by;
 - a. serving it on a member personally; or
 - b. sending it by email to a member at the email address of the member appearing in the register of members; or

- c. sending it by post to a member at the address of the member appearing in the register of members.

7) Quorum

- a. Ten (10) Members attending in person shall constitute a quorum at a Special General Meeting.
 - i. If a quorum is not present within thirty (30) minutes of the appointed time of the special General Meeting the Special General Meeting lapses.
 - b. Ten (10) Members attending in person shall constitute a quorum at an Annual General Meeting.
 - i. If a quorum of Members is not present within thirty (30) minutes of the appointed time of the Annual General Meeting the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
 - ii. If within 30 minutes of the time appointed by sub-rule (i) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present
- 8) The Chairman of any General Meeting may, with the consent of a majority of Members attending in person adjourn the Meeting to a day and time and to a venue determined by the said Chairman.

12. VOTING AT GENERAL MEETINGS

- 1) Every question submitted to a General Meeting shall, unless required under this Constitution or the Act to be decided by Special Resolution, be decided by an Ordinary Resolution.
- 2) The following matters shall be decided at General Meetings by Special Resolutions:
 - a. Changes to the Club's name;
 - b. Changes to the Constitution; and
 - c. The winding up of the Club.
- 3) At a General Meeting, unless a poll is demanded by twenty five per cent (25%) of Members present or by valid proxy or the Chairman of the Meeting, voting shall be decided on a show of hands and a declaration by the Chairman of the meetings that a resolution is carried or lost is conclusive,
- 4) If a poll is demanded at a General Meeting, the Chairman shall determine the time, place and manner in which the poll shall be conducted.

- 5) On a show of hands an Ordinary Member present in person is entitled to cast one vote at a General Meeting.
- 6) Any Ordinary Member entitled to attend and vote at a General Meeting shall be entitled to appoint another Member as his proxy to attend and vote on his behalf.
 - a. A member who holds one or more valid proxies for another Member or Members shall on a poll at any General Meeting be entitled to cast one vote for each such proxy in addition to the vote they are personally entitled to cast.
 - b. One individual can hold the proxy vote for a maximum of one member.
- 7) The instrument appointing the proxy:
 - a. Shall specify the full name and address of the appointor,
 - b. Shall be signed by the appointor and by a witness,
 - c. Shall specify the full name of the Member who is to be appointed as the proxy holder. If no Member is appointed as proxy holder then the Chairman of the General Meeting shall be deemed to be the proxy holder,
 - d. Shall specify the manner in which the proxy holder is to vote on each resolution to be considered at the General Meeting or any adjournment thereof,
 - e. Or a facsimile thereof must be delivered to the Secretary of the Club no later than 48 hours prior to the time of commencement of the General Meeting to be valid.

13. COMMITTEE

- 1) The affairs of the Club shall be conducted exclusively by a Committee consisting of:
 - a. a President;
 - b. two (2) Vice Presidents;
 - i. one to be designated as "Vice President- Administration"
 - ii. the other as "Vice President – Technical"
 - c. a Secretary;
 - d. a Treasurer;
 - e. No less than one (1) and no more than five (5) other persons.
- 2) All members of the committee shall be members of the club.
 - a. An individual can only hold one position on the committee.
- 3) All committee members shall be elected at a General Meeting or appointed by the Committee to fill any casual vacancies under subrule (7).
- 4) Subject to sub-rule (7), A Committee member's term will be from his or her election at an annual general meeting until the election at the next annual

general meeting after his or her election, but they are eligible for re-election to membership of the Committee.

- 5) A Member is not eligible for election to membership of the Committee unless they have nominated him or her for election, or, if another member has nominated them, they have indicated their approval for the nomination.
- 6) A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member;
 - a. dies;
 - b. resigns by notice in writing delivered to the President or, if the Committee member is the President, to one of the Vice- Presidents and that resignation is accepted by resolution of the Committee;
 - c. is convicted of an offence under the Act;
 - d. is permanently incapacitated by mental or physical ill-health;
 - e. is absent from more than-
 - i. 3 consecutive Committee meetings; or
 - ii. 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;
of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
 - f. ceases to be a member of the Club; or
 - g. is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.
- 7) When a casual vacancy occurs in the Membership of the Committee that Committee may appoint a Member to fill that vacancy.
 - a. A Member appointed under this rule shall hold office until the next Annual General Meeting at which they must retire. If eligible, they may stand for re-election as a Member of the committee
- 8) The Committee may delegate, in writing, to one or more sub-committees (consisting of such member or members of the Club as the committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than;
 - a. the power of delegation; and
 - b. a function which is a duty imposed on the Committee by the Act or any other law.
- 9) At the discretion of the committee, and authorised by a resolution of the Club, a committee member is entitled to be paid out of the funds of the Club for any out-of-pocket expenses for travel and accommodation properly incurred:
 - a. in attending a committee meeting or
 - b. in attending a general meeting; orotherwise in connection with the Club's business.

14. PROCEEDINGS OF COMMITTEE

- 1) The Committee shall meet for the dispatch of business not less than five (5) times in each year. The President, a Vice President or a majority of the Committee may convene a meeting of the Committee.
- 2) Each Member of the Committee shall have one (1) deliberative vote.
- 3) A question arising at a Committee meeting shall be decided by a majority of votes. If there is an equality of votes the person presiding as Chairman at that Committee meeting shall have a casting vote in addition to his deliberative vote.
- 4) Six (6) Committee Members, who are present in person or via technology, constitutes a quorum.
- 5) The procedure and order of business to be followed at a committee meeting shall be determined by the Chairman of that meeting or a majority of Members of the committee.
- 6) Any valid decision of the Committee can overrule any prior valid decision of the Committee.
- 7) As required under sections 42 and 43 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Club is established), must;
 - a. as soon as they become aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - b. not take part in any deliberations or decision of the Committee with respect to that contract.

15. PRESIDENT

- 1) Subject to this rule, the President shall preside at all General Meetings and Committee Meetings.
- 2) In the absence of the President from a Committee meeting the Vice President – Administration shall preside as Chairman of that Committee meeting.
- 3) In the absence of both the President and the Vice President – Administration the Vice President – Technical shall preside as Chairman of that Committee Meeting.

- 4) In the event of the absence from a Committee Meeting of both the President and the Vice Presidents, a Committee member elected by the other Committee members present, shall preside at that Committee meeting, as Chairman.

16. SECRETARY

- 1) The Secretary shall:
 - a. Co-ordinate the correspondence of the Club;
 - b. Keep full and correct minutes of the proceedings of the Committee and General Meetings;
 - c. Comply on behalf of the Club with –
 - i. Section 53 of the act in respect of the register of Members of the Club,
 - ii. Section 35 of the Act in respect of the rules of the Club; and
 - iii. Section 58 of the Act in respect of the record of the officeholders, and any trustees, of the Club;
 - d. Have custody of all books, documents, records and registers of the club, including those referred to in paragraph (c), other than those required to be kept and maintained by, or in the custody of, the Treasurer, and
 - e. Perform such other duties as are imposed by this Constitution and the Committee on the Secretary.

17. TREASURER

- 1) The Treasurer shall –
 - a. Be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, the Club and shall issue receipts for those moneys in the name of the Club;
 - b. Pay all moneys referred to in subrule (a) into such account or accounts of the Club as the Committee may from time to time direct;
 - c. Make payment from the funds of the Clubs with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by two (2) Committee Members other than himself.
 - d. Comply on behalf of the Club with sections 66 and sections 68 & 70, 71 & 73 or 74 & 76, depending on tier level, of the Act in respect of the accounting records and financial statements in accordance with that direction;
 - e. Whenever directed to do so by the President, submit to the Committee a financial report or financial statements in accordance with that direction;
 - f. Have custody of all securities, books and documents of a financial nature and accounting records of the Club; and
 - g. Perform such other duties as imposed by this Constitution or the Committee on the Treasurer.

18. MINUTES OF MEETINGS OF THE CLUB

- 1) The secretary shall cause proper minutes of all proceedings of all General Meetings and Committee meetings to be taken.
- 2) The Chairman shall ensure that the minutes taken of a General Meeting or Committee meeting are checked and agreed as correct by the Chairman at the next succeeding General meeting or Committee meeting, as the case requires, provided those minutes are adopted as correct by the next General Meeting or Committee Meeting.
- 3) When minutes have been approved as correct under this Rule, they shall, until the contrary is proved, be evidence that;
 - a. The General Meeting or Committee meeting to which they relate was duly convened and held;
 - b. All proceedings recorded as having taken place at the General Meeting or Committee Meeting did in fact take place thereat; and
 - c. All appointment or elections purporting to have been made at the General Meeting or Committee Meeting have been validly made.

19. RULES OF THE CLUB

- 1) The Club by Special Resolution may alter or rescind this constitution or make rules additional to this Constitution in accordance with the procedure set out in Sections 30, 31 and 33 of the Act.
- 2) The Committee may make by-laws and competition rules in relation to events organised by the Club and may alter, rescind or add to the by-laws and competition rules.
- 3) Rules, by-laws and competition rules bind every Member and the Club to the same extent as if every Member and the Club had signed them and agreed to be bound by all their provisions.
- 4) Without limiting the generality of Rule 20.2 rules, by-laws and competition rules may provide for penalties to be imposed upon participants may include fines and suspension of rights to participate.

20. COMMON SEAL OF THE CLUB

- 1) The Club does not have a Common Seal.

21. INSPECTION OF RECORDS, ECT OF THE CLUB

- 1) A member may at any reasonable time inspect, without charge, the books, documents, records and securities of the Club.

- 2) The Member intending to conduct such an inspection must to make a written request to the Secretary at least 14 days prior to the time at which they wish to conduct that inspection.
- 3) The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

22. ACCOUNTS

The Treasurer shall cause accounting records and annual accounts of the affairs of the club be kept and prepared in accordance with the Act.

23. DISPUTES AND MEDIATION

- 1) The grievance procedure set out in this rule applies to disputes under these rules between;
 - a. a member and another member; or
 - b. a member and the Club; or
 - c. if the Club provides services to non-members, those non-members who receive services from the Club, and the Club.
- 2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 4) The mediator must be;
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement;
 - i. in the case of a dispute between a member and another member, a person appointed by the Committee of the Club;
 - ii. in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Club, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 5) A member of the Club can be a mediator.
- 6) The mediator cannot be a member who is a party to the dispute.
- 7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- 8) The mediator, in conducting the mediation, must;
 - a. give the parties to the mediation process every opportunity to be heard;
 - 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 to the dispute throughout the mediation process.
- 9) The mediator must not determine the dispute.
- 10) The mediation must be confidential and without prejudice.
- 11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

24. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE CLUB

- 24.1 If on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed –
 - (a) To another incorporated association having objects similar to those of the Club; or
 - (b) For charitable purposes,
Which incorporated association or purposed, as the case requires shall be determined by resolution of the Members when authorizing and directing the Committee under Section 24 of the Act to prepare a distribution plan for the distribution of the surplus property of the Club.
- 24.2 On the winding up of the Club no money or property will be given, paid or shared amongst the Members.

25. MEMBERSHIP – LIMITED LIABILITY

Notwithstanding any liabilities which may be incurred by the Club no Member will be liable to contribute in respect of those liabilities any amount over and above the balance (if any) of his unpaid membership fees from time to time.