

# WINDANSEA BOARDRIDERS CLUB INC.

(INCORPORATION NUMBER 1A19491)

## CONSTITUTION

Adopted by the Members of the Association

on the                      day of                      2018

1 **NAME**

The name of the incorporated association is Windansea Boardriders Club Inc, in this document referred to as “the Association”.

2 **OBJECTS**

The objects for which the association is established are:-

- 2.1 To promote and develop the sport of surfing and such other sports, games and pastimes, as the association may deem expedient in the Region.
- 2.2 To affiliate with Surfing Queensland Inc. and such other associations as shall be considered desirable.
- 2.3 Pursue through itself or other such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of surfing in Queensland.
- 2.4 At all times act on behalf of and in the interest of the Members and surfing.
- 2.5 Actively support the preservation and conservation of the environment, and join with or affiliate with bodies or organisations concerned with the conservation and preservation of the environment.
- 2.6 Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.
- 2.7 To hold or arrange surfing and other events and competitions and offer and grant or contribute towards the provision of trophies, awards and distinctions in connection therewith.
- 2.8 To subscribe to, become member of and co-operate with any other association, whether incorporated or not, whose objects are in whole or in part similar to or compatible with those of this association.

2.9 To establish and operate a viable surfing and community clubhouse that can also be used by the wider community.

2.10 To promote a strong and caring image supporting surfing within the community.

### 3 INTERPRETATION

(1) In these rules—

**Act** means the *Associations Incorporation Act 1981*.

**Surfing** and **Surfriding** shall include surfboard riding.

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

### 4 POWERS

(1) The association has in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of an individual.

(2) The association may, for example—

(a) enter into contracts; and

(b) acquire, hold, deal with and dispose of property; and

(c) make charges for services and facilities it supplies; and

(d) do other things necessary or convenient to be done in carrying out its affairs.

(e) to appoint, employ, remove or suspend such members or employees as may be determined by the executive committee.

### 5 CLASSES OF MEMBERS

(1) The membership of the association consists of Ordinary Members, Life Members and Junior Members as follows:—

(a) **Ordinary Members:**

Any person who is eligible for membership of the association under this Constitution may be elected by a general meeting in accordance with the provisions contained herein as an Ordinary Member of the association. As such he or she shall be entitled to vote at General Meetings, or be elected to the executive committee.

He or she shall be entitled to all privileges connected with being an Ordinary Member. An Ordinary Member must be 18 years of age.

(b) **Life Members:**

Life members shall mean such persons who shall, on the recommendation of the executive committee, be elected as a Life Member at any General Meeting of the association in recognition of his or her service to the association and shall thereafter be entitled to all privileges of Ordinary Membership including the right to vote and be elected to the executive committee without paying the annual subscription and shall not be liable for any levy which may be made by the association. A simple majority of members present and voting by secret ballot shall be necessary at such election.

(c) **Junior Members:**

(i) Junior Members are the members of which shall be under the age of 18 years, and such members shall be permitted and allowed such privileges as determined by the executive committee.

(ii) The privileges of Junior Membership shall include the right of participating in the association competitions, upon such terms and conditions, including the payment of such fees, as the association may from time to time determine and subject to such restrictions as the association may from time to time determine. On attaining the age of 18 years, the membership of a Junior Associate Member shall become an Ordinary Membership of the association subject to payment of the prescribed fees.

(iii) Junior Members do not have the right to vote or be elected to the executive committee.

(2) The number of members in all classes of membership shall be determined by the executive committee.

**6 NEW MEMBERSHIP**

- (1) An applicant for membership of the association must be:
- (a) in writing; and
  - (b) signed by the applicant and the applicant's proposer and seconder; and
  - (c) in the form decided by the executive committee.

**7 MEMBERSHIP FEES**

The membership fee for each Ordinary Membership and Junior Membership and any nomination fee for membership -

- (a) is the amount determined from time to time by the executive committee; and
- (b) is payable when, and in the way, the executive committee decides.
- (c) membership fees shall be payable for the year commencing on the 1st of January and concluding on the 31st of December in each year.

**8 ADMISSION AND REJECTION OF NEW MEMBERS**

- (1) The executive committee must consider an application for membership at the next committee meeting held after it receives—
- (a) the application for membership; and
  - (b) the appropriate membership fee for the application.
- (2) The executive committee must decide at the meeting whether to accept or reject the application.
- (3) At the next General Meeting of the Club after the Applicant has attended three (3) Club meetings and also attended three (3) Club contest meetings and the receipt of the acceptance application, the Applicant shall be considered by the General Meeting for full ordinary membership of the Club.
- (4) The secretary of the association must, as soon as practicable after the General Meeting decides to accept or reject an application, give the applicant a written notice of the decision.
- (5) There is no right of appeal if an application for membership is rejected.

## **9 WHEN MEMBERSHIP ENDS**

- (1) A member may resign from the association by giving a written notice of resignation to the secretary of the executive committee.
- (2) The resignation takes effect at—
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice—the later time.
- (3) The executive committee may terminate a member's membership if the member—
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any provisions of these rules or the Association's Code of Conduct and by-laws; or
  - (c) has membership fees in arrears for at least 2 months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (4) The executive committee may in addition have the right to censure, suspend or terminate membership or impose such other penalty as it shall think fit.
- (5) Before the executive committee deals with a member under this sub rule, the committee must give the member a full and fair opportunity to show why the membership should not be terminated, censured, suspended or have some penalty imposed.
- (6) The secretary of the executive committee must give the member a written notice of the decision of the executive committee.
- (7) There shall be no right of appeal against this decision.

## **10 REGISTER OF MEMBERS**

- (1) The executive committee must keep a register of members of the association.

- (2) The register must include the following particulars for each member—
  - (a) the full name of the member;
  - (b) the postal or residential address of the member;
  - (c) the date of admission as a member;
  - (d) the date of death or time of resignation of the member;
  - (e) details about the termination or reinstatement of membership;
  - (f) any other particulars the executive committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) Despite sub rule 10(3), the executive committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the executive committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

## 11 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- (1) A member of the association must not—
  - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
  - (c) Carry out any recording of any type at any meeting of the association without prior permission obtained at such meeting.

- (2) Sub rule 11(1) does not apply if the use or disclosure of the information is approved by the association or disclosure of information to Surfing Queensland Inc.

## 12 MEMBERSHIP OF EXECUTIVE COMMITTEE

- (1) The Executive Committee of the Association will consist of a President, Vice President, Treasurer, Secretary and three (3) other members of the Association duly elected at the Annual General Meeting of the Association. The number of members comprising the Executive Committee shall be seven (7).
- (2) A member of the executive committee must be a member of the association.
- (3) At each annual general meeting of the association, the members of the executive committee must retire from office, but are eligible, on nomination, for re-election.

## 13 THE SECRETARY

- (1) The secretary's functions include, but are not limited to—
  - (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
  - (b) keeping minutes of each meeting; and
  - (c) keeping copies of all correspondence and other documents relating to the association; and,
  - (d) maintaining the register of members of the association.
- (2) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border.

## 14 ELECTING THE EXECUTIVE COMMITTEE

- (1) A member of the executive committee may only be elected as follows—
  - (a) any 2 members of the association may nominate another member (the *candidate*) to serve as a member of the executive committee;
  - (b) the nomination must be—
    - (i) in writing; and



- (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
  - (c) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the executive committee;
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting;
  - (e) if only one correctly nominated member is submitted then that member is duly elected to that position.
- (2) A person may be a candidate only if the person—
- (a) is an Ordinary Member or Life Member; and
  - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidates names in alphabetical order, with names of the members who nominated each candidate must be posted on the Club's appropriate/current App.
- (4) If required by the executive committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

**15 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF EXECUTIVE COMMITTEE MEMBER**

- (1) A member of the executive committee may resign from the committee by giving written notice of resignation to the secretary of the executive committee.
- (2) The resignation takes effect at—
- (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice—the later time.

- (3) A member of the executive committee may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member of the executive committee.
- (4) Before a vote of members is taken about removing the member of the executive committee from office, the member of the executive committee must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member of the executive committee has no right of appeal against the member's removal from office under this rule.
- (6) A member of the executive committee immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

#### **16 CASUAL VACANCIES ON EXECUTIVE COMMITTEE**

- (1) If a casual vacancy happens on the executive committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the executive committee may act despite a casual vacancy on the executive committee.
- (3) However, if the number of committee members is less than the number fixed as a quorum of the executive committee, the continuing members may act only to—
  - (a) increase the number of executive committee members to the number required for a quorum; or
  - (b) call a general meeting of the association.

#### **17 FUNCTIONS OF EXECUTIVE COMMITTEE**

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the executive committee has the general control and management of the administration of the affairs, property and funds of the association.

- (2) The executive committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- (3) The executive committee has the powers and functions set out above but specifically the executive committee may exercise the powers of the association—
  - (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
  - (c) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (d) to mortgage or charge the whole or part of its property; and
  - (e) to invest in a way the members of the association may from time to time decide.

## **18 MEETINGS OF EXECUTIVE COMMITTEE**

- (1) Subject to this rule, the executive committee may meet and conduct its proceedings as it considers appropriate.
- (2) The executive committee must meet at least once every 2 months to exercise its functions.
- (3) The executive committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the executive committee.

- (5) The executive committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in sub rule 18(5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the executive committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.
- (9) The president is to preside as chairperson at an executive committee meeting. If there is no president or if the president is not present within 10 minutes after the time fixed for an executive committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

**19 QUORUM FOR, AND ADJOURNMENT OF, EXECUTIVE COMMITTEE MEETING**

- (1) At an executive committee meeting, half the members of the members elected to the committee plus one form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for an executive committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for an executive committee meeting called other than on the request of the members of the committee—
  - (a) the meeting is to be adjourned for at least 1 day; and

- (b) the members of the executive committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in sub rule 19(3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **20 SPECIAL MEETING OF EXECUTIVE COMMITTEE**

- (1) If the secretary receives a written request signed by at least 33% of the members of the executive committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state—
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (5) A special meeting of the executive committee must be held within 14 days after notice of the meeting is given to the members of the executive committee.

## **21 MINUTES OF EXECUTIVE COMMITTEE MEETINGS**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each executive committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each executive committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next executive committee meeting, verifying their accuracy.

## **22 APPOINTMENT OF SUBCOMMITTEES**

- (1) The executive committee may appoint and delegate to a subcommittee consisting of members of the association considered appropriate by the executive committee to help with the conduct of the association's operations.
- (2) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **23 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- (1) An act performed by the executive committee, a subcommittee or a person acting as a member of the executive committee is taken to have been validly performed.
- (2) Sub rule 23(1) applies even if the act was performed when—
  - (a) there was a defect in the appointment of a member of the executive committee, subcommittee or person acting as a member of the executive committee; or
  - (b) an executive committee member, subcommittee member or person acting as a member of the executive committee was disqualified from being a member.

## **24 RESOLUTIONS OF EXECUTIVE COMMITTEE WITHOUT MEETING**

- (1) A written resolution signed in agreement by each member of the executive committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in sub rule 24(1) may consist of several documents in like form, each signed by 1 or more members of the committee.

## **25 SUBSEQUENT ANNUAL GENERAL MEETINGS**

Each subsequent annual general meeting must be held—

- (a) at least once each year; and
- (b) within 6 months after the end date of the association's reportable financial year.

**26 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING**

- (1) The following business must be conducted at each annual general meeting of the association—
  - (a) receiving the association's financial statement and audit report for the last reportable financial year;
  - (b) presenting the financial statement and audit report to the meeting for adoption;
  - (c) electing members of the executive committee;
  - (d) appointing an auditor for the present financial year;

**27 NOTICE OF GENERAL MEETING**

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The executive committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing—
  - (a) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting and posted on the Club's appropriate/current App.
- (7) Any member who desires to raise any additional items other than those specified in the Notice referred to in 27(6) above must give written notice of such additional agenda item to the Secretary of the Association not less than seven (7) days prior to the date of the proposed General Meeting, failing which the Chairman shall have the right, in his/her sole discretion to reject any attempt by any member to raise an additional agenda item from the floor of the meeting.

**28 QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the executive committee at the close of the association's last general meeting plus 1.
- (2) However, if all members of the association are members of the executive committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the executive committee or the association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the executive committee or the association—
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the executive committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under sub rule 28(6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.



- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **29 PROCEDURE AT GENERAL MEETING**

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as described in sub rule 29(1) is taken to be present at the meeting.
- (3) At each general meeting—
  - (a) the president is to preside as chairperson; and
  - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or if the president is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

## **30 VOTING AT GENERAL MEETING**

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the executive committee.
- (5) However, if at least 5 members present demand a secret ballot, voting must be by secret ballot.

(6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

(7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **31 SPECIAL GENERAL MEETING**

(1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—

(a) being directed to call the meeting by the executive committee; or

(b) being given a written request signed by—

(i) at least 33% of the number of members of the executive committee when the request is signed; or

(ii) at least the number of ordinary members of the association equal to double the number of members of the executive committee when the request is signed plus 1; or

(2) A request mentioned in sub rule 31(1)(b) must state—

(a) why the special general meeting is being called; and

(b) the business to be conducted at the meeting.

(3) A special general meeting must be held within 3 months after the secretary—

(a) is directed to call the meeting by the executive committee; or

(b) is given the written request mentioned in sub rule 31(1)(b); or

(c) is given the written notice of an intention to appeal mentioned in sub rule 31(1)(c).

(4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

### **32 MINUTES OF GENERAL MEETINGS**

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

- (2) To ensure the accuracy of the minutes—
  - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
  - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

### **33 BY-LAWS**

- (1) The executive committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

### **34 ALTERATION OF RULES**

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) An amendment, repeal or addition to these rules will only be effective when it is registered by the Chief Executive.

### **35 FUNDS AND ACCOUNTS**

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the executive committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) The Executive committee shall determine who is authorised to make payments on behalf of the Association and how receipts and payments including petty cash will be handled.
- (5) All expenditure must be approved or ratified at an executive committee meeting.

### **36 GENERAL FINANCIAL MATTERS**

- (1) On behalf of the executive committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

### **37 DOCUMENTS**

The executive committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

### **38 FINANCIAL YEAR**

The end date of the association's financial year is 30 June *[insert date]* in each year.

### **39 AUDIT**

The financial reports of the association shall be audited at the end of the financial year prior to the annual general meeting.

40 **PUBLIC LIABILITY INSURANCE**

The executive committee shall ensure that the association holds a public liability insurance policy for such amount as determined by the executive committee but not less than ten (10) million dollars.

41 **DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP**

- (1) This rule applies if the association—
  - (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
  
- (2) The surplus assets must not be distributed among the members of the association.
  
- (3) The surplus assets must be given to another entity—
  - (a) having objects similar to the association’s objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
  
- (4) In this rule—

*surplus assets* has the meaning as effected by section 92(3) of the Act.

42 **PROPOSED COMMUNITY CLUBHOUSE FACILITY AT BUDERIM STREET, DICKY BEACH, CALOUNDRA**

- (1) The Association is in the process of finalising approval for the proposed construction of a Community Clubhouse Facility (“the Facility”) on land it has applied to lease from the Sunshine Coast Council, presently described as part of Lot 708 on CG 3862 located at the end of Buderim Street, Currimundi in the State of Queensland, subject to the approval by the Sunshine Coast Council of the Association’s application for material change of use of the relevant site on the land.
  
- (2) Subject to the Association obtaining all relevant approvals, the Association shall, at all future times, regulate the use of the Facility in accordance with the provisions set out in **Appendix 1** to this Constitution.

**43 CODES OF CONDUCT AND DISCIPLINARY BY-LAW**

Windansea ratifies the Codes of Conduct and Disciplinary By-Law adopted by the Club and dated 10 February 2018, a true and correct copy of which is annexed in **Appendix 2** hereto.

**44 CLUB REPRESENTATION ELIGIBILITY**

To be an official club representative in any team or surfing competition you must be a current registered "Ordinary member" of the Association.

**45 ELECTRONIC VOTING**

The Executive members may cast a vote electronically to matters raised by the Secretary of the Association and deemed urgent matters outside of normal procedure. Voting on matters are to be classed "Flying Minutes" and be decided through electronic media and endorsed at the next Meeting of the Executive. The process is subject to compliance with the applicable sections of the *Electronic Transactions (Queensland) Act 2001* and any instructions accompanying the vote taken.

# APPENDIX 1

1. Upon obtaining all necessary approvals for the use of the Land as a Community Clubhouse Facility, the Association shall take all such steps as are necessary to:
  - a. Execute a Lease of the relevant land; and
  - b. Raise the required funds for construction of the Facility; and
  - c. Complete the construction of the Facility.
2. The Association shall create a sub-committee to be responsible for the future management of the Facility, which sub-committee shall consist of up to eleven (11) people, including:
  - a. Six (6) members of but including the President of Windansea Board Riders Inc.; and
  - b. A minimum of three (3) and a maximum of five (5) members of the Sunshine Coast Community;
  - c. An elected member of 2a above of the Association shall be the Chairman of all meetings of the sub-committee, which shall be responsible for ensuring that:
    - i. The facilities use is fairly and equitably made available to all surfboard riding clubs and the wider community, including but not limited to:
      - A. Caloundra Malibu Club;
      - B. Moffatteers;
      - C. Indigenous Surfing Association;
      - D. Disabled Surfing Association; and
      - E. Local schools.
    - ii. The ongoing maintenance of the Facility;
    - iii. The security of the Facility; and
    - iv. The insurance of and all risk management strategies for the efficient future use of the Facility.

# **APPENDIX 2**

## **Codes of Conduct and Disciplinary By-Law**



DATE: 10<sup>th</sup> day of February, 2018.

**WINDANSEA BOARDRIDERS CLUB INC.**

**Incorporation Number 1A19491**

(in this document referred to as "Windansea")

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**CODES OF CONDUCT  
& DISCIPLINARY BY-LAW**

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## **CODES OF CONDUCT & DISCIPLINARY BY LAW**

In accordance with Rule 18(1) of the Windansea Boardriders Club Inc Constitution dated 29<sup>th</sup> May 1998 the following Codes of Conduct and By-Law are adopted by Windansea.

These Codes of Conduct and Disciplinary By-Law are divided into three parts:

**Part A** establishes general and specific standards of behaviour expected of Windansea Members.

**Part B** sets out a procedure to be followed where a Windansea Member has a grievance with another Member or with Windansea.

**Part C** sets out the procedure for dealing with disciplinary actions, breaches of the Codes of Conduct and other matters under the Constitution of Windansea.

### **PART A**

#### **WINDANSEA CODES OF CONDUCT**

To protect the health, safety and well being of all people participating in the activities of Windansea, the organisation has developed and adopted the following Codes of Conduct.

##### **1. GENERAL CODE OF CONDUCT**

Windansea expects all members, service providers, employees and volunteers will abide by the following Codes of Conduct. With regard to abuse, discrimination and harassment and such persons will:

- (a) Not knowingly discriminate against, abuse, harass, ridicule or embarrass anyone covered by this Code of Conduct;
- (b) Be fair, considerate and honest in all dealings with others;
- (c) Treat all persons with respect, dignity and proper regard for their rights and obligations;
- (d) Respect the privacy of other persons;
- (e) Act at all times in a fair and sporting manner and in such a way as to ensure good relations within and between participants and other organisations;
- (f) Not engage in excessive sledging during competition;
- (g) Refrain from any form of victimisation towards others;
- (h) Ensure that all under-age team members be accompanied and/or observed during sporting and associated activities;
- (i) Conduct themselves in a proper manner to the complete satisfaction of Windansea and its delegates, so as not to bring themselves, the sport of surfing Windansea or the team into public disrepute or censure;

- (j) Not disclose to any unauthorised person or organisation information that is of a confidential or privileged nature concerning the team or an individual connected with Windansea;
- (k) Not promote, or pass on, exchange or publish information whereby that information may be of a confidential, offensive, scandalous, unsubstantiated or derisive type;
- (l) Understand the possible consequences of breaching the Windansea Codes of Conduct;
- (m) Immediately report any breaches of the Windansea Codes of Conduct to the Executive Committee of Windansea

## **2. ADMINISTRATORS' CODE OF CONDUCT**

In addition to complying with Windansea General Code of Conduct Windansea administrators (volunteer and professional) must:

- (a) Aim to provide and promote an environment free from abuse, discrimination and harassment in relation to Windansea employment functions, membership eligibility, provision of goods and services if appropriate;
- (b) Distribute and implement this By-law, and promote the use of the disciplinary procedure contained within;
- (c) Take all reasonable steps to prevent abuse, discrimination and harassment ensuring Windansea's position in respect of these inappropriate behaviours is widely known through all levels of the organisation's activities;
- (d) Identify and implement appropriate procedures to handle abuse, discrimination, harassment and other complaints;
- (e) Respond to complaints in an impartial, sensitive, fair, timely and confidential manner;
- (f) Provide all people with an equal opportunity to participate;
- (g) Ensure activities, equipment and facilities are safe and appropriate to the ability level of participants. Activities, rules, equipment, lengths of competition and training schedules should take into consideration the age, ability and maturity level of participants.
- (h) Ensure that it is made clear that abuse of any form is unacceptable and will result in disciplinary action;
- (i) Where appropriate, distribute a Code of Conduct sheet to members, competitors, parents, officials and spectators;

- (j) Set an example of appropriate, positive and supportive behaviour towards all Windansea Members.

### **3. COMPETITORS' CODE OF CONDUCT**

In addition to complying with Windansea General Code of Conduct, Windansea competitors must:

- (a) At all times act in a sporting manner, having regard to principles of fairness and common courtesy;
- (b) Control their temper. Verbal abuse of officials and sledging other competitors, deliberately distracting or provoking an opponent are not acceptable or permitted behaviours in surfing;
- (c) Respect the rights dignity and worth of all participants regardless of their ability, gender or cultural background;
- (d) Refrain from making bullying, derogatory or demeaning remarks about other people;
- (e) Treat all other competitors in their sport as they like to be treated;
- (f) Participate for their own enjoyment and benefit, not to please others;
- (g) Not discriminate against, abuse or harass anyone else;
- (h) Never argue with an official;
- (i) Refrain from conduct which could be regarded as sexual or other harassment;
- (j) Not engage in practices that affect sporting performance (alcohol, tobacco and drug use);
- (k) Abide by the rules of competition as determined by Windansea;
- (l) Respond to members concerns or allegations of breaches of this By-law;
- (m) Report suspected breaches of this By-law;
- (n) Ensure that their parents and family members attending Windansea events comply with these Codes of Conduct.

#### **4. PARENT'S CODE OF CONDUCT**

In addition to complying with Windansea's General Code of Conduct, Parents of Windansea competitors must:

- (a) Remember that children participate in sport for their own enjoyment, not yours;
- (b) Encourage children to participate, do not force them;
- (c) Focus on the child's efforts and performance rather than winning or losing;
- (d) Encourage children always to compete according to the rules and to settle disagreements without resorting to hostility or violence;
- (e) Never ridicule or yell at a child for making a mistake or losing a competition;
- (f) Support all efforts to remove verbal and physical abuse from sporting activities;
- (g) Refrain from making bullying, derogatory or demeaning remarks about other people;
- (h) Respect officials' decisions and teach children to do likewise;
- (i) Show appreciation of volunteers, officials and administrators. Without them your child could not participate;
- (j) Respect the rights, dignity and worth of every person regardless of their gender, ability, cultural background or religion;
- (k) Be courteous in communication with administrators, athletes and officials. Teach children to do likewise;
- (l) Not discriminate against, abuse or harass anyone else;
- (m) Never argue with an official;
- (n) Refrain from conduct which could be regarded as sexual or other harassment;
- (o) Remember that children learn best by example.

#### **5. OFFICIAL'S CODE OF CONDUCT**

In addition to complying with Windansea's General Code of Conduct, Windansea's official's (volunteer and professional) must:

- (a) Modify rules and regulations to match the skill levels and needs of participants wherever practical;

- (b) Compliment and encourage all participants;
- (c) Be consistent, objective and courteous when making decisions;
- (d) Condemn unsporting behaviour and promote respect for all opponents;
- (e) Keep up to date with the latest available resources and information for surfing officials;
- (f) Treat all participants with respect at all times;
- (g) Avoid situations which may lead to a conflict of interest;
- (h) Refrain from any form of personal abuse towards participants. This includes verbal, physical and emotional abuse. Be alert to any forms of abuse directed towards the participants from other sources while they are competing;
- (i) Refrain from any form of harassment towards participants. Treat all participants fairly within the context of their sporting activities, regardless of gender, race, place of origin, athletic potential, colour, sexual orientation, religion, political beliefs, socio-economic status, and other conditions;
- (j) Place the safety and welfare of participants above all else;
- (k) Institute disciplinary procedures when necessary without fear or favour in accordance with the rules of the competition and Windansea.

## 6. **SPECTATOR'S CODE OF CONDUCT**

In addition to complying with Windansea General Code of Conduct, spectators at Windansea events must:

- (a) Remember that people participate in sport for their enjoyment and benefit, not yours;
- (b) Respect the decisions of officials and teach young people to do the same;
- (c) Never ridicule or scold a competitor for making a mistake during a competition;
- (d) Condemn the use of violence in any form, whether its by spectators officials, or competitors;
- (e) Encourage participants to follow the rules and the officials decisions;
- (f) Not use foul language, sledge or harass competitors, officials, coaches or other spectators or families and friends of competitors.

**PART B**  
**WINDANSEA GRIEVANCE PROCEDURE**

1. The grievance procedure set out in this By-law applies to disputes between:
  - (a) a Member and another Member; or
  - (b) a Member 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 Executive Committee; or
    - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator recommended by Surfing Queensland Inc Brisbane.
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; 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 to the dispute throughout the mediation process.
9. The mediator must not determine the dispute.
10. If the mediation process does not result in the dispute being resolved, the parties may:
- (a) refer the matter to the Executive Committee of Windansea for it to consider whether any action is warranted by Windansea; or
  - (b) seek to resolve the dispute otherwise at law.

## **PART C**

### **WINDANSEA DISCIPLINARY PROCEDURES**

#### **1. ESTABLISHMENT OF DISCIPLINARY COMMITTEE**

The Executive Committee of Windansea shall establish a Disciplinary Committee to deal with all disciplinary actions and matters under the Windansea Constitution.

#### **2. COMPOSITION OF DISCIPLINARY COMMITTEE**

2.1 A Disciplinary Committee of three (3) persons shall be appointed by the Executive Committee for the purpose of hearing disciplinary actions and matters under the Windansea Constitution. The Executive Committee shall also appoint a member of the Disciplinary Committee as Chair.

2.2 The Executive Committee shall be entitled to appoint the aforesaid three persons from the members of the Executive Committee.

2.3 Three (3) members of the Disciplinary Committee shall constitute a quorum.

2.4 A vacancy on the Disciplinary Committee may be filled by the Executive Committee.

#### **3. NOTICE OF ALLEGED BREACH**

3.1 Where the Executive Committee is advised or considers that a Member of Windansea has allegedly:



- (a) breached, failed, refused or neglected to comply with a provision of the Windansea constitution, By-Laws or any resolution or determination of the Executive Committee or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of Windansea and/or the sport of surfing; or
- (c) Brought Windansea or the sport of surfing into disrepute;

The Executive Committee shall appoint a Disciplinary Committee and nominate a Chair of the Committee.

3.2 The Secretary of Windansea shall, as soon as practicable following the appointment of a Disciplinary Committee in accordance with clause 3.1, serve on the Member a notice in writing:

- (a) setting out the alleged breach of the Member and the grounds on which it is based;
- (b) stating that the Member may address the Disciplinary Committee at a hearing to be held not earlier than 7 and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that hearing;
- (d) informing the Member that he or she may do one or more of the following:-
  - (i) attend that hearing;
  - (ii) give the Disciplinary Committee, before the date of that hearing a written statement regarding the alleged breach.

#### 4. **DISCIPLINARY COMMITTEE PROCEDURES**

4.1 At a hearing of the Disciplinary Committee convened in accordance with clause 3,2 the Disciplinary Committee shall:

- (a) give to the Member every opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) by resolution determine whether the alleged breach occurred.

- 4.2 Windansea and the Member shall not be entitled to legal representation at the hearing of the Disciplinary Committee.
- 4.3 The Disciplinary Committee shall hear and determine the alleged breach in whatever manner it considers appropriate in the circumstances (including by way of teleconference, video conference or otherwise) provided that it does so in accordance with the principles of natural justice. The purpose of the hearing shall be to determine whether the alleged breach occurred.
- 4.4 If the Disciplinary Committee considers that the alleged breach occurred, it may impose any one or more of the penalties set out in clause 5.
- 4.5 If the Disciplinary Committee considers that the alleged breach did not occur, the matter shall be dismissed.
- 4.6 Each party shall be responsible for their own costs associated with the Disciplinary Committee hearing. The Disciplinary Committee has no power to award costs to a party.

## 5. **PENALTIES**

If the Disciplinary Committee considers that the alleged breach occurred, the Disciplinary Committee may impose any one or more of the following penalties:

- (a) impose a warning;
- (b) fine the Member;
- (c) where there has been damage to property, direct that the member pay compensation to the relevant organisation which controls or has possession of the property;
- (d) direct that any funding granted or given to the member by Windansea cease from a specified date;
- (e) direct that any rights, privileges and benefits provided to that Member by Windansea be suspended for a specified period and/or terminated;
- (f) direct that Windansea cease to sanction events held by or under the auspices of that Member;
- (g) reprimand the Member;
- (h) suspend the Member from membership of Windansea for a specified period;
- (i) any other such penalty as the Disciplinary Committee considers appropriate.

**6. RIGHT OF APPEAL FROM DECISION OF DISCIPLINARY COMMITTEE**

Windansea or a Member may only appeal against a decision of a Disciplinary Committee on one or more of the following grounds of appeal:

- (a) That significant new or additional evidence has become available;
- (b) That the penalty imposed by the Disciplinary Committee is not in accordance with the provisions of this By-law; or
- (c) That the Disciplinary Committee failed to follow procedures or requirements of this By-law to the significant detriment of the person seeking the appeal.

**7. NOTICE OF APPEAL**

A person seeking to appeal a decision of the Disciplinary Committee must lodge a notice stating full details of charges and results thereof and stating in full the grounds of appeal with the Secretary of Windansea within seven (7) days of the Disciplinary Committee Hearing ("Notice of Appeal").

**8. APPEALS TRIBUNAL**

- 8.1 Upon receipt of a Notice of Appeal, the President of Windansea shall convene an appeals tribunal to hear and determine the appeal in accordance with this By-law.
- 8.2 An Appellant shall be notified within seven (7) days of receipt of the Notice of Appeal by Windansea, of the time, date and place of the appeal hearing.
- 8.3 An appeals tribunal shall consist of no fewer than three (3) persons appointed by Windansea from time to time to hear appeals as required by Windansea. Members of an appeals tribunal will preferably have experience in hearing and determining disciplinary matters in sport, however need not have any particular experience with the sport of surfing.
- 8.4 No person is eligible to sit on an appeals tribunal whilst that person is a member of Windansea or if that person was a member of the Disciplinary Committee which heard the matter which is the subject of the appeal at first instance.

**9. APPEALS TRIBUNAL PROCEDURES**

- 9.1 The appeals tribunal and persons appearing before it are bound by the same procedures under this By-law as if the appeals tribunal was a Disciplinary Committee hearing a matter at first instance.
- 9.2 The Secretary shall forward records of the Disciplinary Committee hearing in which the matter the subject of the appeal was heard at first instance to the Chair of the appeals tribunal.

9.3 The appeals tribunal may request further information prior to determining the appeal, but has the discretion whether or not to allow new evidence to be adduced.

9.4 An appeals tribunal shall have the power to:

- (a) dismiss the appeal;
- (b) uphold the appeal;
- (c) impose any of the penalties set out in clause 13;
- (d) reduce, increase or otherwise vary any penalty imposed by the initial Disciplinary Committee

In such manner as it things fit.

9.5 At the conclusion of the appeal, the Chair of the appeals tribunal shall ensure that the Appellant is correctly informed of the determinations of the appeals tribunal. The Chair shall also notify the Secretary of the decision of the appeals tribunal.

9.6 Each party to an appeal shall bear their own costs. The appeal tribunal has no power to award costs for or against any party.

#### 10. **SINGLE RIGHT OF APPEAL**

There is only one right of appeal following the decision of the initial Disciplinary Committee. Any appeal must be solely and exclusively resolved by the appeals tribunal and the decision of the appeals tribunal is final and binding on the parties.

#### 11. **EXHAUST INTERNAL APPEAL**

A Member shall exercise the right of appeal under this By-law and have any appeal heard and determined by the appeals tribunal before commencing any proceedings or becoming a party to any proceedings in a court of law.

**ADOPTED BY THE WINDANSEA EXECUTIVE COMMITTEE ON THE 10<sup>th</sup> DAY OF FEBRUARY 2018**