

# **AUSTRALIAN POWER BOAT ASSOCIATION**

## **“RULES OF THE ASSOCIATION”**

These "Rules of the Association" were adopted by 100% of Eligible Voters at the Special Resolution of the Australian Power Boat Association ACN 000 991 775 – ABN 17 339 864 022 held on 21<sup>st</sup> February, 2021

### **1. DEFINITIONS**

In these Rules of the Association unless there will be something in the subject or context inconsistent or to the contrary therein then the following words and expressions shall have the following meaning:

- 'Act'** means the *Corporations Act 2001* and as amended.
- 'Administrative Rule'** means any Rule relating to the management of the Association.
- 'APBA'** means the Australian Power Boat Association Incorporated.
- 'Association'** means the Australian Power Boat Association Incorporated.
- 'Board', 'Directors, and 'Directors of the Board'** means all or any number of the Directors for the time being of the Council acting in accordance of these rules including the Chairman.
- 'Council'** means the National Council of the Association. The National Council will comprise the elected Directors of the Board.
- 'Council Meeting' or 'Board Meeting' "either personally or via Electronic media"**  
Are one and the same and shall mean any meeting of the Board or the Association.
- 'Member Council'** means the State, Offshore or other Member Councils of the Association.
- 'Financial Year'** (i) The Financial Year for membership will be 1st September to 31st August inclusive.  
(ii) The Financial Year for Audit will be 1st June to 31st May inclusive.
- 'Year'** All other references to 'year' will mean from 1st September to 31st August inclusive.
- 'Flag'** means the flag of the Australian Power Boat Association.
- 'Members'** means all organisations, Clubs, Associations, Member Councils, Licenced drivers, boat owners or other parties, persons or bodies admitted to membership of the Association under Section 3 of this document.
- 'Month'** means a calendar month.
- 'Office'** means the registered office for the time being of the Association.
- 'Paid'** shall mean paid or credited as paid.
- 'Rules'** mean these Rules of the Association and/or the rules contained in the Rule Book.
- 'Rule Book'** means the annually published (digital or otherwise) Rule Book of the Australian Power Boat Association, containing therein the racing, safety and other rules and regulations associated with and required for the conduct of all sanctioned power boat races and race meetings in Australia.
- 'Racing Rule'** means any Rule relating to procedural rules (*used to conduct events*) or specific section rules (*for class requirements, etc.*).
- 'Safety Rule'** means any Rule that concerns the safety of competitors and safe practices for competitors and Clubs by way of equipment to be used or actions to be taken or followed.
- 'Regulations'** mean these Rules of the Association and the annual Rule Book.
- 'Seal'** means the common seal of the Association.
- 'Secretary'** means the Secretary of the Australian Power Boat Association. All references to Secretary will be deemed reference to the Secretary (National or Association Secretary) of the Australian Power Boat Association. Member Council Secretary will mean the duly appointed or elected Secretary of the Member Council and will not include appointed or elected Assistant Secretary, Minutes Secretary, Race Secretary or any other derivation of the title Secretary.
- 'Voting' or 'Voting Rights'** means Board of Directors vote on the affairs of the Association at a duly convened meeting. All other members do not have voting rights.

**'Written'** and **'In Writing'** shall include printing and lithography and other modes of reproducing or representing words in a visible form and shall include electronic means provided the same can be recorded in a permanent form.

**'UIM'** means Union Internationale Motonautique.

**Further**

- *Words' importing the singular number only includes the plural and vice versa, and words importing the masculine gender will include the feminine or neuter gender as the case may require.*
- *Headings are for convenience only and do not affect meaning.*

## **2. OBJECTS**

- 2.1** To control, govern and administer, to formulate and enforce all racing and safety rules throughout Australia for every form of competition between powerboats including trials of speed and endurance.
- 2.2** To promote and encourage, to protect and advance throughout Australia the use, maintenance, design, development and improvement, and the racing of all powerboats, and any other form of appropriate aquatic sport, which may be undertaken by members and/or their vessels generally.
- 2.3** To print and publish any newspaper, periodical, newsletter, book, leaflet or other information that the Association may think desirable for the promotion of the sport and/or the interest and information of the members.
- 2.4** To employ, engage, appoint or retain the services of agents, assistants, advisers or other persons as may be required for the administration and other general duties involved in the control, running and other activities of the Association.
- 2.5** To enter contracts, agreements, assignments and any other documents for the sole purpose of purchasing, acquiring, leasing, renting, or otherwise deal with all property and assets for the benefit of the Association and its members.
- 2.6** To do all other such things as is incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
- 2.7** To invest and deal with the money of the Association not immediately required in such a manner as may be considered appropriate. Income and property of the Association as derived to apply solely toward the promotion of the objects of the Association.

## **3. MEMBERSHIP**

### **3.0 CATEGORIES OF MEMBERSHIP**

The categories for membership (referred to as Members) of the Association will be:

**3.1 – Member Council**

**3.2 – Club**

**3.3 – Licenced Driver**

**3.4 – Boat Owner**

**3.5 – Associate**

**3.6 – Life Member**

**3.7 – Honorary Member**

**3.8 – Vintage/Veteran Boating Member**

### **3.1 MEMBER COUNCIL**

Member Councils are divided into the following categories:

**New South Wales (NSW)**

**Offshore (OS)**

**Queensland (QLD)**

**South Australia (SA)**

**Tasmania (TAS)**

**Victoria (VIC)**

**Western Australia (WA)**

The Association by special resolution may from time to time alter these categories of membership.

- 3.1.1** The Member Councils will be responsible to the Association. Councils will on behalf of the Association be responsible for and oversee the sport of powerboat racing within their respective States or Councils.

Member Councils will ensure that all racing is carried out in accordance with these Rules and the Rule Book of the Association and any directives and decisions as may be issued by the Association and/or Council from time to time.

Member Councils will ensure that all other respective members of the Association, as listed herein as required to make application for membership, being under the control of, or receiving membership through the Council, comply with the respective Rules and Regulations of this Association.

- 3.1.2** Each Member Council will have an elected Executive consisting of but not necessarily limited to,

- President
- Vice Presidents for Inboards, Outboards and Formula Future
- Safety Officer
- Rules Officer
- Secretary
- Treasurer

- And any other position that may be considered appropriate or required by the Member Council.

These officers of the Councils will be elected annually at the respective Member Councils Annual General Meeting and it will be the duty of those Member Council Executive members to liaise with the relevant Directors or appointees of the National Council.

**3.1.3** Each Member Council will be represented by one Director on the Board of the Association. That Director shall have one vote at all Australian Power Boat Association National Council Meetings, Annual General Meeting, Extraordinary Meeting or any other meetings which will be convened from time to time.

A Member Council may remove and replace their nominated Director at any time during their term if they are not representing the Member Council through a "Notice of No Confidence" submitted to the Board.

Member Councils will be responsible for the submission/casting of votes, as permitted by these Rules of Association, on behalf of Club Members.

**3.1.4** If requested Member Council shall make available to the Secretary, a copy of Council Meeting Minutes, Council Annual General Meeting Minutes and Annual Financial Statement.

## **3.2. CLUBS**

Club membership will be open to any permanently organised Club in Australia having a regular membership of not less than 10 financial members, not less than five active and registered power boats, an official address, and devote its attention in whole or in part to the development, use and racing of power boats.

**3.2.1** Clubs must apply for membership of the Association via and with the approval and endorsement of a Member Council, and upon acceptance as a member of the Association will form part of that Member Council.

**3.2.2** Unless otherwise approved by the Council, Clubs will seek membership via the State where they conduct their racing. Except in the case of a Club that races in more than one State, then it shall be the State in which the registered or official address of the Club is listed or with the State in which that Club conducts the majority of its racing.

**3.2.3** Clubs will not be required to make application for membership annually provided the annual membership fees are paid, upon the issue of an invoice by the Treasurer within the time specified at the Member Council meeting.

If fees are not paid within this period, the Club will be considered unfinancial, the Treasurer will issue a reminder of fees due and if the fees are still outstanding after a further thirty (30) days, the Club membership of the Association, upon resolution by the Council, will cease.

To renew membership, the Club must reapply in the manner outlined in clause 4.2 and if approved for readmission as a member Club, which will be based on all or any outstanding fees being paid before readmittance.

**3.2.4** It is a condition of membership that Clubs conduct all racing in accordance with the minimum safety standards and rules as in the Rule Book.

## **3.3 LICENCED DRIVER**

All drivers, competitors, boat owners or other persons, holding a current powerboat racing competition Licence appropriately endorsed and issued by a Member Council on behalf of the Association will be a member of the Association for the period of currency of that Licence.

Licensed Driver Members will not be entitled to a vote at any meetings of the Association unless holding an appointed or elected position as herein defined that so entitles that person to vote.

**3.3.1** Licensed Driver Members will be required to abide by these Rules of the Association and the general racing and Safety Rules, and other directives as may be issued from time to time by the Association, or Member Councils on behalf of the Association.

**3.3.2** As required by the Rules for the issue of Racing Licences, Licensed Driver Members must be a financial member of a member Club of the Association.

**3.3.3** Membership fees will be payable annually and will be the Licence/membership fee as set each year by the Member Council immediately following the National Council AGM. Upon payment of the Licence/Membership fee, each Licensed driver will be issued a copy of the APBA Rule Book, current for the year of membership, along with any other documents as may be required from time to time.

## **3.4 BOAT OWNER MEMBER**

Boat Owner Members are defined as owners of powerboats who as the registered owner, enter that boat in any sanctioned event or meeting conducted by Clubs or Member Councils as owners only, do not hold a competition licence.

**3.4.1** Boat Owner members must be financial members of a member Club of the Association. Boat Owner members are not entitled to a vote within the Association.

**3.4.2** Membership fees will be payable annually and will be the Boat Owner membership fee as set each year by the Member Council immediately following the National Council AGM. Upon payment of the Membership fee, each Boat Owner member will be issued a copy of the APBA Rule Book, current for the year of membership, along with any other documents as may be required from time to time.

## **3.5 ASSOCIATE MEMBER**

Associate members are defined as any other person or body corporate having an interest in the sport of power boat racing, which do not qualify for any other form of membership to the Association. Associate membership may include event promoters & other entities, race and boat sponsors, pit crewmembers, course officials, rescue personnel, race control officials and the like. Associate members are not entitled to a vote within the Association.

**3.5.1** The fee for Associate Membership will be set annually by the National Council. Associate Members are issued with a Rule Book at the time of membership acceptance.

## **3.6 LIFE MEMBER**

Following due nomination in writing from a Member Council and received by the Secretary 14 days before the Annual General Meeting, that Annual General Meeting may confer Life Membership of the Association upon a person for having rendered a conspicuous service to the Association. Such Life Member is entitled to attend any meeting of the Association but will have no voting rights.

**3.6.1** To be eligible for nomination for Life Membership by a Member Council, the person to be nominated must first be submitted by a member Club to the Member Council.

That Member Council must approve at its Meeting by a three quarter (3/4) majority vote the relevant nomination, which will be then submitted to the Association 14 days before the Annual General Meeting. To have Life Membership conferred, the nomination must be passed by a three quarter (3/4) majority of those in attendance and entitled to vote, at the Annual General Meeting of the Association.

**3.6.2** The maximum number of Life Members of the Association at any one time will be ten (10).

**3.6.3** There will be no membership fees to be paid by Life Members

### **3.7 HONORARY MEMBER**

Honorary Membership may be conferred upon an organisation or individual on the nomination of a Member Council and upon acceptance and passing of such a nomination by a three quarter (3/4) majority vote at a meeting of the Council. Such organisation or individual will not be entitled to members' privileges or representation at any meetings but may have representation by correspondence if by resolution such correspondence is received and dealt with.

### **3.8 VINTAGE & VETERAN BOATING MEMBER**

Vintage/Veteran Boating Members are defined as owners or owner/drivers of Vintage or Veteran Class boats as defined in the Rule Book and as such are required to hold a licence as required by those Rules and do not qualify for any other form of membership to the Association.

**3.8.1** The fee for Vintage/Veteran Boating Membership will be set annually by the National Council.

## **4. APPLICATION FOR MEMBERSHIP**

### **4.1 MEMBER COUNCIL**

There will be no application required for Member Council Membership. Membership is implied by the requirements of these Rules though the Association will be empowered to review Member Council membership annually based upon the performance of the Member Council and its conformity with the requirements of these Rules and the Rule Book, and the number and performance of active Club and Licenced Driver membership within that State.

### **4.2 CLUBS**

Application for Club Membership must be submitted in writing to the relevant Member Council, who will upon receipt and endorsement of same forward the application to the National Council with recommendation for acceptance of membership. The word "Association" is not to appear in any Member Club name.

The application in writing must be submitted, signed by the Club Secretary, and must state the following:

- relevant details of full Club Name,
- official address including phone number and email address,
- names of all executive officers,
- and a signed statement advising that the Club membership and registered boat list meet the minimum numbers required by these Articles,
- copy of Club Incorporation

**4.2.1** Upon approval of an application for membership, the National Association Secretary will forward to the relevant Council. a notice advising of such acceptance of membership. The Member Council shall issue a copy of the Rules of the Association, the APBA Racing Rules and Safety Rules (Rule Book), and a copy of any relevant Public Liability Insurance policy.

**4.2.2** Any application for Club membership approved by the Council after June of each year will be considered as membership for the remainder of that financial year plus membership for the subsequent year.

**4.2.3** Club membership will not be renewed annually until any outstanding accounts due and payable by that Club to the National or Member Council is paid.

**4.2.4** Club Membership is with the Association as defined by these Rules.

### **4.3 LICENCED DRIVERS**

Applications for membership as a Licenced Driver will be submitted to the relevant Member Council Licence Officer or Secretary on the relevant driver's licence application form.

Acceptance of Licenced Driver membership will be deemed to be upon the issue by the Member Council Licence Officer or Secretary, of the relevant competition drivers' licence and Rule Book.

This category of membership expires on 31 August and is renewable annually with the submission of a new licence application form(s) and payment of the relevant fee.

Membership is only current from the issue of the Licence to 31 August.

**4.3.1** Licenced driver membership will not be renewable until any moneys due, or outstanding accounts required to be paid to the Association or Member Council, are paid.

### **4.4 BOAT OWNERS**

Applications for this category of membership are to be submitted in writing on the relevant form and forwarded to the relevant Member Council Licence Officer or Secretary.

Acceptance of Boat Owner will be deemed to be upon the issue by the Member Council Licence Officer or Secretary, of the relevant receipt and Rule Book.

This category of membership expires on 31 August and is renewable annually with the submission of a new application form(s) and payment of the relevant fee.

Membership is only current from the issue of the Licence to 31 August.

**4.4.1** Boat Owner membership will not be renewable until any moneys due, or outstanding accounts required to be paid to the

Association or Member Council, are paid.

#### **4.5 VINTAGE & VETERAN BOATING MEMBER**

Applications for this category of membership are to be submitted in writing on the relevant form and forwarded to the relevant Member Council Licence Officer or Secretary.

Acceptance of membership will be deemed to be upon the issue by the Member Council Licence Officer or Secretary, of the relevant receipt and Rule Book.

This category of membership expires on 31 August and is renewable annually with the submission of a new application form(s) and payment of the relevant fee.

Membership is only current from the issue of the Licence to 31 August.

#### **4.6 ASSOCIATE MEMBERSHIP**

Application for Associate Membership shall be made in writing to the Association. The Association may request any additional information it considers relevant from the applicant, to enable the processing of the application.

#### **4.7 LIFE and HONORARY MEMBERSHIP**

There will be no applications for these categories of membership. Elevation to these categories will only be made on the conditions and following the processes outlined in Section 3 of these Rules. The National Council may revoke honorary Membership at any time upon resolution.

#### **4.8 FEES**

Any membership fees will be set and approved by the Council Meeting in conjunction with the Annual General Meeting each year, and failing this, the current year's fees will stand. There will be no fees payable for Life Members or Honorary Members.

**4.8.1** A right, privilege or obligation, which a person, Club, organisation or Member Council has as a member of the Association, is not capable of being transferred or transmitted to another person and terminates upon cessation of membership.

### **5. MEMBERSHIP REGISTER**

**5.1** A register of all members will be established and maintained by the National Secretary.

This register will include the name and address of the member, the class of membership and the financial period of membership.

This register will be held at the office of the Association and will be open for inspection by any member of the Association, upon application in writing, at any reasonable hour.

**5.2** At the end of each calendar month and no later than by the 7th day of the next month Member Councils must forward to the Association Secretary a full list of all memberships issued in the categories of Licenced driver, Boat Owner and Associate membership within that month.

### **6. TERMINATION OF MEMBERSHIP**

**6.1** The Association in a general Board Meeting will have the power to expel, suspend and/or fine any member who wilfully refuses or neglects to comply with the provisions of these Rules and/or the Racing and Safety Rules (Rule Book) or any other regulation of the Association, or is guilty of any conduct that in the opinion of the Association is unbecoming of a member or prejudicial to the interests of the Association.

At least twenty-one (21) days before the general Meeting at which the resolution for expulsion or suspension and/or fining is moved, a member will be given notice of such resolution and particulars of allegations.

If expulsion or suspension and/or fining are moved, a member will have at such meeting an opportunity to reply to the allegations made and to explain or defend its or their actions.

Any resolution for expulsion or suspension and/or fining must be passed by a three quarter (3/4) majority vote of those members present and eligible to vote at that meeting.

**6.2** Any person, Member Club, Member Council or organisation wishing to resign from the Association will give notice in writing to the Secretary to that effect, before the end of the year and will pay all arrears due to the date of the notice of resignation.

**6.3** Licenced Driver, Boat Owner and Associate memberships will become invalid and cease immediately upon the resignation, the withdrawal or the cessation of the Club membership upon which original application to and approval of membership of the Association was granted. The category of membership will also become invalid should the Club nominated by the member in the original application, cease to be a member Club of the Association.

If the nominated Club ceases membership, the Licenced driver, Boat Owner or Associate member may only retain membership by supplying the Association with written proof of current financial membership of another member Club of the Association.

**6.4** Should the fees of a member Club remain unpaid at the start of the racing season that member Club will be considered unfinancial, and any sanctions granted will be suspended. Any Licence issued to a member through that Club will not be accepted for renewal or issue.

Unfinancial Clubs will be sent a reminder notice of payment due. If payment is not received within a 60-day period after the start of the racing season, their membership will be terminated without further notice. A terminated Club may be reinstated only upon the submission of the relevant application for membership (Section 4) and the payment of all fees, including all arrears.

## **7. LIMITED LIABILITY and INDEMNITY**

- 7.1** The Australian Powerboat Association is a “not for profit” registered company therefore income and property of the company from wherever derived must be applied solely towards the administration of and promoting the company and powerboat racing as provided in the rules.
- 7.2** The liability of a member of the Association to contribute toward the payment of debts and liabilities of the Association or the costs, charges and expenses of a winding up of the Association is limited to the extent of that part of its current year’s membership subscription, which is unpaid.
- 7.3** Every member of the Council, Officer of the Association, or any person (whether an officer of the Association or not) employed or appointed by the Association, will be indemnified out of the funds of the Association against all liability. The liability may be arising out of the execution of the duties of office, employment or appointment which may be incurred in defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted or in which relief is granted by the Court.

## **8. BOARD MEETINGS**

- 8.1** The Board of the Association will meet a minimum of four (4) times per year, one of which will be held in conjunction with the Annual General Meeting. Additional meetings will be at the call of the Chairman or upon written resolution from any 3 (three) Board Members to the Secretary.
- 8.2** The Secretary will be required to give seven (7) days notice in writing of Board Meetings and three (3) persons entitled to vote plus the chairman, will constitute a quorum for the meeting.
- 8.3** The minutes of such meetings will be recorded by the Secretary and circulated to all Board Members, Life Members, Member Councils and Member Clubs.
- 8.4** Every question that is submitted to a meeting of the Council should be decided by a simple majority in the first instance by a show of hands. In the case of an equality of votes the Chairperson will have a casting vote.
- 8.5** The voting at a Board Meeting of the Association shall be one vote per Director representing a Member Council. The Chairman shall not have a vote other than a casting vote in the case of a tied vote.
- 8.6** If a quorum is not present 30 minutes after the designated start time for the meeting, then the meeting will be abandoned.
- 8.7** It shall be the duty of the Board to formulate a national race calendar incorporating the date and venues for the Australasian and Australian Championships and to ratify the race calendar and race dates for the next year. This calendar shall be formulated on the basis of Race Dates submitted by Member Councils and Member Clubs at least two (2) months prior to the AGM.

This proposed Race Calendar shall then be circulated one (1) month prior to the AGM to all Member Councils, Member Clubs and Life Members in order that it may be ratified at the Board Meeting held in conjunction with the Annual General Meeting.

In addition, this Board Meeting shall:

1. Decide the date and venue for the next Annual General Meeting,
  2. Decide and set all fees for the ensuing year,
  3. Ratification of engine and/or hull classes for all racing, speed trials for all categories,
  4. Ratification of motors for standard motor classes for outboards,
  5. Alterations to Rule Book (Racing and Safety Rules),
  6. To ratify the race calendar and race dates for the next year.
- 8.8** The Board will have the power to make alterations or changes to the Racing and Safety Rules (Rule Book) because of an Act of Parliament or Regulation, so long as the change remedies a conflict between the Racing and Safety Rules and the Act of Parliament or Regulation. Such resolution must be passed by a three-quarter majority of those present and entitled to vote at the meeting.
- 8.9** The Board will have the power to make alterations or changes to the Racing and Safety Rules only if it considers the motion as submitted by a Member Council or sub-committee improves the safety of the competitors and racing competition. Such safety matter resolution must be passed by a three-quarter majority of those present and entitled to vote at the meeting.
- 8.10** The Board will have the power to make changes to any Administrative Rule submitted by Member Council or Board of Directors. Such matters and resolutions must be passed by a three-quarter majority of those present and entitled to vote at the meeting.

## **9. ANNUAL GENERAL MEETING**

- 9.1** The Association will hold an Annual General Meeting every year and this meeting must be conducted within the months of July or August.
- The date and place of the following Annual General Meeting will be established at the preceding AGM.
- 9.2** The business of the Annual General Meeting will be:
1. To confirm the minutes of the previous Annual General Meeting,
  2. To receive from the Board Members of the Association, their respective reports for the preceding financial year,
  3. To receive from the appointed sub-committees of the Association, their respective reports for the preceding financial year,
  4. To receive from the appointed Treasurer, the financial report, statement of financial affairs and the audited financial statement.
  5. To confirm the re-appointment/appointment of new Board Members in accordance with these Rules of the Association,
  6. Any other business that is requested or may be transacted in accordance with these Rules.
- 9.3** Not less than two (2) months notice in writing of an Annual General Meeting will be given to members comprising Directors,

Member Councils, Member Clubs and Life Members.

The notice of an Annual General Meeting will include the time, date and venue for the meeting, the agenda, and any Notices of Motion that had been received in writing by the Secretary at least three (3) months before the date of the Annual General Meeting.

Any Notice of Motion submitted to or for the Annual General Meeting will be submitted only by a Member Council or by a member of the Association Board.

- 9.4 No business will be transacted at an Annual General Meeting unless at least three (3) members entitled to vote plus the chairman, are present in person.

If a quorum is not present within one (1) hour of the appointed start time of the meeting, the meeting will stand adjourned to the same time on the following day, and if the designated quorum is again not present at that meeting, those present will be a quorum.

- 9.5 Each Member Council member may be represented by a maximum of two (2) delegates at the Annual General Meeting but shall have one (1) vote on any matter to which they are entitled to a vote.

Each Member Council must notify its delegate to the Association Secretary in writing before the commencement of the Annual General Meeting.

## 10. MINUTES

- 10.1 The Board will cause minutes to be made:

- a) Of all appointments.
- b) Of names of members of the Board and any others present at all meetings of the Association including meetings of all Committees, Sub Committees and panels
- c) Of all proceedings at all meetings of the Association including Board, Committees, Sub Committees and panels

- 10.2 Such minutes will be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting

## 11. ADJOURNMENTS

- 11.1 The Chair may with the consent of any meeting at which a quorum is present (and will, if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business will be transacted at any adjourned meeting other than the business left unfinished at the adjourned meeting. When a meeting is adjourned for 30-days or more, notice of the adjourned meeting will be given as in the case of an original meeting.

## 12. DIRECTORS & CHAIRMAN

- 12.1 The Association will be managed by a Board of Directors comprising one Director nominated by each of the following Member Councils plus a Chairman:

**New South Wales (NSW)**

**Offshore (OS)**

**Queensland (QLD)**

**South Australia (SA)**

**Tasmania (TAS)**

**Victoria (VIC)**

**Western Australia (WA)**

- 12.2 Each Director shall be appointed for a three (3) year term. At the end of that three (3) year term the Director shall be eligible for re-appointment or may be replaced by the Member Council. A Director resigning before the end of the three (3) year term shall be replaced by the relevant Member Council and that appointment shall be for the remainder of the term.

- 12.3 The Directors from Tasmania and Victoria must retire at the commencement of the first Annual General Meeting after this Constitution comes into effect but shall be eligible for reappointment or replacement as per 9.2.

The Directors from Offshore, Queensland and South Australia must retire at the commencement of the second Annual General Meeting after this Constitution comes into effect but shall be eligible for reappointment or replacement as per 9.2.

The Directors from New South Wales and Western Australia must retire at the commencement of the third Annual General Meeting after this Constitution comes into effect but shall be eligible for reappointment or replacement as per 9.2.

- 12.4 At the expiration of a Directors term, the respective Member Council must nominate their new or re-appointed Director in writing prior to or at the Annual General Meeting.

- 12.5 The Chairman is elected for a three (3) year term by the seven (7) Directors from nominations received in writing from a Member Council.

Such nomination must be received in writing one (1) calendar month prior to the Annual General Meeting at which the election of a Chairman is due.

The Chairman does not have a voting right on any matter other than a casting vote.

If at any time, the Chairman is unable to act in the role due to illness or absence, the Board may appoint a person to act as Chairman and the Director filling that temporary role does not lose their normal voting right.

- 12.6 In the event of any position (*other than that of the Chairman*) becoming vacant and not being filled by a new nomination or re-appointment by the Member Council at the Annual General Meeting or a position becoming vacant (*other than that of the Chairman*), during the year due to resignation or other reason and not being replaced by the Member Council, the Directors if they consider appropriate, will have the power to appoint a person to fill that vacancy until the expiration of the elected term..

- 12.7 In the event that the position of Chairman remains vacant following the Annual General Meeting or becomes vacant during the year due to resignation or other reasons, the Directors shall either,

- Call for new nominations from the Member Councils and vote as per 12.5
  - Appoint a person from within the Directors to fill the vacancy until the next Annual General Meeting
- 12.8** The position of a Director or Chairman will become vacant if the member:
- Ceases to be a member of the Council by virtue of the Act,
  - Becomes bankrupt or makes any arrangement or composition with his creditors generally,
  - Becomes prohibited from being a director of a company due to any order made under the act,
  - Becomes of unsound mind or a person who is liable to be dealt with in any way under the law relating to mental health,
  - Resigns their office by notice in writing to the Association,
  - Is absent without leave for three consecutive meetings of the Board,
  - Is removed by the Member Council as per 3.1.3
  - Holds any office of profit under the Association,
  - Ceases to be a member of a member Club of the Association,
  - Is expelled or suspended from the Association,
  - Dies
- 12.9** The Directors may establish Sub Committees or make appointments as may be deemed necessary.
- 12.10** No Member Council will be entitled to nominate a representative to the Board, be represented on the Board, or to be entitled to a vote at any meeting of the Association unless they have paid any moneys due to the Association at the time of such meeting. Life Members are exempt from the requirement to pay annual membership subscriptions.
- 12.11** A Director of the Board including the Chairman may be reimbursed for all reasonable travelling and other expenses as determined by the Council for attending Board Meetings and Annual General Meeting.

## **13. DUTIES OF DIRECTORS & APPOINTMENTS**

### **13.1 CHAIRMAN**

- To oversee the operations and the running of the Association on a day-to-day basis
- To ensure the Rules and Regulations of the Association are observed by all parties.
- To preside as Chairperson at every meeting of the Association and any other meeting as required by these Rules of Association and the Rule Book.
- To delegate, where required and essential, for the efficient and effective operation of the Association
- To act as spokesperson for the Association or to authorise others to do so
- To carry out any duties that may be deemed fit for the effective and efficient operation of the Association.

### **13.2 DIRECTORS**

The Board shall appoint one or more specific roles and responsibilities including liaison duties to each member of the Board as it sees fit. These specific roles shall include the liaison with the relevant Member Councils, Member Clubs and licenced drivers and owners in specific fields of racing.

These roles shall comprise but shall not be necessarily limited to the following specific sections of racing.

- Offshore racing
- Formula Future
- Inboards
- Outboards
- Drags
- UIM
- Vintage & Veterans

### **13.3 APPOINTMENTS**

In addition to the roles appointed to specific Directors, the Board is empowered to make additional appointments to the following specific roles. These appointments may be made from Board Members or may be from external members.

- Secretary
- Treasurer
- Rules & Referee
- Safety & Reinforced Cockpits
- Records Secretary
- Any other appointment considered necessary to assist with the running of the Association.

### **13.4 DUTIES OF BOARD MEMBERS & APPOINTEES**

#### **13.4.1 OFFSHORE**

- To provide advice and direction, and information and details on all technical matters relating to the design, construction, and all aspects of Offshore racing to the Board and to any Sub Committees considered relevant.
- To maintain a contact with and knowledge of Offshore racing nationally

#### **13.4.2 FORMULA FUTURE**

- To provide advice and direction, and information and details on all technical matters relating to the design, construction, fitout and racing of all Formula Future class boats, to the Board and to any Sub Committees considered relevant.



- To liaise with the relevant Vice Presidents in all States and co-ordinate all matters on Formula Future class racing.
- To maintain a contact with and knowledge of Formula Future racing nationally
- To recommend to the Board, after liaison with Vice Presidents in other States, the engine/hull classes to be ratified for competition annually at the Annual General Meeting.

#### **13.4.3 INBOARDS**

- To provide advice and direction, and information and details on all technical matters relating to the design, construction, fitout and racing of inboard class boats, to the Board and to any Sub Committees considered relevant.
- To liaise with the relevant Vice Presidents in all States and co-ordinate all matters on inboard class racing and present a report to the Board on such liaison activities.
- To maintain a contact with and knowledge of inboard racing nationally
- To recommend to the Board, after liaison with Vice Presidents in other States, the engine/hull classes to be ratified for competition annually at the Annual General Meeting.

#### **13.4.4 OUTBOARDS**

- To provide advice and direction, and information and details on all technical matters relating to the design, construction, fitout and racing of outboard class boats, to the Board and to any Sub Committees considered relevant.
- To liaise with the relevant Vice Presidents in all States and co-ordinate all matters on outboard class racing and present a report to the Board on such liaison activities.
- To maintain a contact with and knowledge of outboard racing nationally
- To recommend to the Board, after liaison with Vice Presidents in other States, the engine/hull classes to be ratified for competition annually at the Annual General Meeting.

#### **13.4.5 DRAGS**

- To provide advice and direction, and information and details on all technical matters relating to the design, construction, fitout and racing of Drag class boats, to the Board and to any Sub Committees considered relevant.
- To liaise with the relevant Vice Presidents in all States and co-ordinate all matters on Drag class racing and present a report to the Board on such liaison activities.
- To maintain a contact with and knowledge of Drag racing nationally
- To recommend to the Board, after liaison with Vice Presidents in other States, the engine/hull classes to be ratified for competition annually at the Annual General Meeting.

#### **13.4.6 UIM DELEGATE**

- Prepare appropriate reports and submit to the Board as necessary pertaining to international matters
- If considered appropriate by the Board attend the UIM General Assembly and planetary meetings and report on same.
- Review all correspondence to and from the UIM and advise the Board accordingly as may be necessary
- Act as liaison between Secretary and Board regarding all international licence applications and world record claims

#### **13.4.7 VINTAGE & VETERANS**

- To liaise with the relevant Clubs and venues conducting Vintage & Veteran Class Events and co-ordinate all matters on this class and present a report to the Board on such liaison activities and/or suggested Rule changes.

#### **13.4.8 SECRETARY**

- The Board in accordance with these Rules will appoint a Secretary for a term and with remuneration and any conditions, it sees fit. Any Secretary appointed can also be removed by the Council.
- The Secretary will be required to attend all Board Meetings and the AGM but will not have a vote at any meeting.
- The duties and responsibilities of the Secretary will include, but may not be limited to:
  - (a) Preparation and lodgement of the Association's annual return to ASIC and records the appointment and identification details of Directors, and their resignations, and report accordingly to ASIC
  - (b) Record declarations of interest or conflicts of interests made by Directors to a Meeting.
  - (c) Prepare the agenda for all Meetings in consultation with the Chairman.
  - (d) Make arrangements including venue, date, times and hospitality for meetings
  - (e) Send notice of the meetings in accordance with these Rules of Association
  - (f) Collect and collate reports from Directors, Member Councils. Sub-Committees and Appointed Officers.
  - (g) Take the minutes of meetings, or delegate to an appointed Minutes Secretary
  - (h) Write up the minutes as soon as practicable after the meeting, or delegate to an appointed Minutes Secretary
  - (i) Read, reply and file correspondence promptly
  - (j) Maintain registers of members' names and addresses and life members.
  - (k) Maintain files of legal documents such as constitutions, leases and titles
  - (l) Communicate information within the Association, such as, memoranda, event deadlines, etc.
  - (m) Prepare, with the Directors, a report for the liquidator on the affairs of the Association in the event of winding up or liquidation and to attend the creditors' meeting
  - (n) Maintain confidentiality on relevant matters
  - (o) Have a good working knowledge of the Rules of Association

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#### **13.4.9 TREASURER**

- The Board in accordance with these Rules will appoint a Treasurer for a term and with remuneration and any conditions, it sees fit. Any Treasurer appointed can also be removed by the Council.
- The Treasurer will be required to attend all Board Meetings and the AGM but will not have a vote at any meeting.
- The duties and responsibilities of the Treasurer will include, but may not be limited to:
  - (a) To keep proper accounts and books showing all sums of money received and expended and the matter in respect of which the receipt and expenditure takes place.
  - (b) To send accounts for fees and payment of accounts
  - (c) To bank all moneys received and to pay all accounts received.
  - (d) To invest all moneys surplus to immediate requirements to gain maximum return within the guidelines set down by the Association and maintain a steady cash flow.
  - (e) To prepare a financial statement for presentation to every Board meeting
  - (f) To arrange the Annual Audit of the Associations finances
  - (g) To prepare the Annual Financial Report for presentation at the Annual General Meeting
  - (h) To prepare a budget and recommendations for ensuing years fees for presentation to the Meeting at which fees are set.
  - (i) Prepare and submit required statutory lodgements to all Government Agencies.

#### **13.4.10 RULES & REFEREES**

- To prepare relevant papers to enable members to sit for the examination necessary to enable appointment as an Australian Referee in accordance with the requirements of the Rule Book.
- To mark the completed examination papers, report the results, and recommend any relevant appointment to the Council.
- To recommend the appointment or renewal of Australian Referees to the National Council
- To liaise with Rules Officers from all Member Councils on all matters pertaining to Rules and Referees
- To provide advice, information and interpretation on any rule as required and requested by any member.
- To provide advice to the Directors and members on Rules and interpretation of same
- To maintain and prepare annual Rule Book for distribution

#### **13.4.11 SAFETY & REINFORCED COCKPITS**

- To ensure that Incident and Boat forms are submitted by Clubs and/or Member Councils for any accident or incident occurring in or associated with a power boat race
- To prepare reports and information on the Incident and Boat Report forms and report to the Board Meetings.
- To regularly liaise with the appointed Safety Officer of each Member Council.
- To maintain a register of all Incidents on a database or other such method for historical purposes and for future reference
- Maintain a register of all approved reinforced cockpits (and approval numbers) and all cockpits that are damaged or removed.
- Issue approval plates for all newly approved reinforced cockpits and process all paperwork for the registration of new cockpit tests and approvals.
- To act as Chairperson of the Safety and Reinforced Cockpit Committee
- To keep a register of Yellow and Red Cards issued
- Prepare and table reports and make appropriate recommendations to the meetings.

#### **13.4.12 RECORDS SECRETARY**

- To receive all results of speed trials, special record attempts and Championships and request any outstanding information in order to determine the validity of any claim
- To prepare certificates and recommendations for awards of Speed achievement for immediate issue of valid claim
- To submit a report to the next Council/Executive meeting for ratification of valid claims and to report on questionable and invalid claims for further consideration.
- To maintain the Associations Record Book and update the issued Record Sheets as necessary.
- To liaise with Member Council officials as required to ensure the records of the Association and the Member Councils are coordinated and in order.

### **14. SUB COMMITTEES**

- 14.1** The Board of Directors will be empowered to set up Sub Committees to advise the Association or to carry out a specific duty or task as appointed to that Sub Committee, and will delegate to those Sub Committees, such powers, as the Board considers appropriate and may decide from time to time.
- 14.2** No Sub Committee will have the power to enter any contract, sign any document, make any commitment either verbal or written, or take any action that could make the Association liable for any debt incurred as a result of such actions.
- 14.3** The Sub Committee will report only to the Directors meetings. Any results of investigations, reports, surveys or specific duties or tasks aligned or delegated to the Sub Committee must not be divulged to any other party or body before presentation to and acceptance by the Board.
- 14.4** Failure to comply with this requirement will allow the Board the power to replace the Sub Committee, Sub Committee

Chairperson or individual Sub Committee members as it sees fit.

**14.5** The Board will appoint a Chairperson of the Sub Committee.

#### **14.6 APPEALS COMMITTEE**

- (a) The Appeals Committee will consist of three (3) Directors and will be appointed on an as-needed basis in order that the members of the Committee do not have any connection to the appeal via Member State, Club or other Association.
- (b) The Committee will be responsible for hearing any Appeals lodged in accordance with the Racing and Safety Rules of the Association for all classes of racing.
- (c) The Committee will appoint one of their number as Chairperson/convener. Alternatively, they may ask the Board to appoint a Chairperson/convener who will not have any voting rights on the Appeals Committee.
- (d) The Committee does not have the power to nor will it enter any contract, sign any document, make any commitment either verbal or written, nor take any action that would make the Association liable for any debts that may incur as a result of those actions.

#### **14.7 SAFETY & TECHNICAL COMMITTEE**

- (a) The Safety and Technical Committee will be under the direction of and will be chaired by the appointed Safety and Reinforced Cockpit Officer. The Chair will not have a vote other than a casting vote.
- (b) The Committee will consist of the Safety Officers from each Member Council and the APBA and/or UIM registered Reinforced Cockpit builders. A quorum of four (4) members entitled to vote and present at the notified start time will be required for any meeting of the Committee.
- (c) In addition to ensuring all Incident and safety reports are submitted to the Board, the Committee will investigate all facets of Reinforced Cockpits including design and construction and submit any reports or recommendations to the Board.
- (d) Recommend any new reinforced cockpit builder for approval or conversely recommend the removal of any builder from the register
- (e) The Committee will elect a Secretary from among their numbers or if impractical, from outside of its numbers.
  - The Secretary will record and issue the Minutes of all meetings, issue all Notices, Agendas and other documents as required to members of the Committee and to the Board of Directors.
  - Unless a voting member of the Committee, the Secretary will not have a vote on the Committee. The Secretary will be elected annually at the next Committee meeting after the Annual General Meeting of the Association.
  - All correspondence, and submissions to the UIM, are to be sent to the National Secretary for on forwarding.
- (f) The Committee will meet as required.

### **15. ACCOUNTS AND AUDIT**

**15.1** An auditor will be appointed and their remuneration fixed at the Annual General Meeting of the Association, and at least once in the financial year of the Association, the Auditor will examine the accounts of the Association and report to the members as to the correctness of those accounts.

**15.2** The Board will cause proper accounts and books to be kept showing the financial affairs of the Association and in particular will show:

- (a) All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place.
- (b) All sales and purchases of goods by the Association
- (c) The Assets, credits and liabilities of the Association

**15.3** The Association will open and maintain a banking account or accounts in the name of the Association into which all moneys received will be paid as soon as possible after their receipt.

**15.4** The Board shall approve the investment of moneys in bank accounts, cash management trusts, securities or any other form that it considers appropriate.

**15.5** Cheques or electronic transfers drawn on the Associations accounts will be authorised by any two (2) of the Chairman, Treasurer and one nominated Director or in such other manner as the Board from time to time may determine.

**15.6** The books of account will be kept at the registered office of the Association or at such place as the Board approves and deems suitable and these documents will be available for inspection within reasonable time, by members of the Association, upon receipt by the Secretary of a request in writing to do so.

**15.7** The Board will distribute to each member (other than Licenced drivers, boat owners and Associate members), at least seven (7) days after the Annual General Meeting a balance sheet and profit and loss account made up to the end of May, along with a copy of the Report of the Board and the Auditors report.

The Report of the Board will include:

- i. The amount written off for depreciation
- ii. The amount, if any, which the Board proposes to, transfer to reserve fund or other funds of the Association
- iii. The number of members of each category registered in the Associations membership register at the date of the preparation of the report.
- iv. The name of the Patron and Directors of the Association, the Member Council and Member Clubs

**15.8** The Funds of the Association will be derived from membership fees, sponsorship, donations, annual subscriptions, income derived from the sale of goods and publications, licence fees, interest and other sources as the Council determines or arranges.

### **16. ALTERATIONS TO THE 'RULES OF ASSOCIATION'**

**16.1** These Rules of The Association may be altered by a resolution passed by a three-quarter majority of members present and eligible to vote at an Annual General Meeting or at a Special Meeting called specifically for that purpose.

Those entitled to vote on changes to the Rules of Association shall be Directors plus Member Councils each with one vote.

- 16.2** Not less than two (2) months notice in writing of proposed amendments to the Rules of The Association will be given to Members.
- 16.3** Any proposal to change or alter these rules must be submitted in writing to the Secretary at least three (3) months before the Annual General Meeting. Two members entitled to vote at the Annual General Meeting must sign any such proposal. The Secretary, with the Notice of the Annual General Meeting, must circulate any proposed amendment duly received.
- 16.4** Changes to the Rules of the Association made at the Annual General Meeting will come into force and be operative upon the posting of an appropriate notice to the President of each Member Council. An appropriate notice is considered to mean a letter, or a notice or Minutes of the Meeting sent via mail or electronic means.

## **17 CHANGES TO RACING AND SAFETY RULES**

### **17.1 RULE SUBMISSIONS**

General submissions proposing changes to existing APBA competition or class regulations, or new regulations may be received from any financial member of the APBA where the following criteria are met and followed:

- a) The submission must be sent in the first instance to the State Council for ratification prior to submission to the national APBA secretary no later than the 1<sup>st</sup> of February each year.
- b) The submission must be complete and presented in legibly handwritten or typed form using the rule submissions template on the APBA website.
- c) A lodgement bond of \$110 (incl. GST) must be received no later than the 1<sup>st</sup> of February each year.
- d) If the submission is successful and submitted to the board, the bond will be refunded to the original payee.
- e) The submission –
  - Clearly state the full name of the author
  - State affiliated club name
  - Details of authors involvement in powerboat racing
  - The proposed new rule or amendment to an existing rule must include all relevant rule numbers
  - Reason why the rule or amendment should be considered

When providing reasons and any other material supporting the submission the author must directly address the following issues wherever possible:

- How does the rule protect the participants?
- How is the rule a positive step for the sport?
- What is the positive impact of the rule on other classes?
- How does the rule ensure increased opportunity for even competition?
- Describe how the rule is practical and enforceable?
- Describe how the cost of complying with the rule is reasonable for competitors?

All submissions will in the first instance be vetted by the national rules officer for compliance with the criteria, content and assessed on their impact on the APBA and all classes.

Non-compliant submissions may be returned to the author for correction where time permits however if the author does not wish to correct their submission to the satisfaction of this procedure will forfeit any payment and the rule submission will be withdrawn.

Once the National rules officer is satisfied with the submission and it meets all criteria it will then be passed onto the National Rules Committee (NRC) for further investigation and they will either accept or reject the submission.

If accepted the NRC will then forward to the National Board of Directors (NBD) along with their reason/s for final approval or rejection by the NBD with a simple majority at the annual general meeting.

- 17.2** The DIRECTORS as a group and SUBCOMMITTEES (via the Board) will have the power to submit notices of motion to change rules without the support of Member Council/Members. Such Notices of motion must be submitted within the timeframe as above.
- 17.3** Changes to the Racing and Safety Rules made at the Annual General Meeting will come into force using one of the following three (3) methods:
- (a) Publishing of a Rule Book by the National Authority and distribution of the Rule Books to each member Council, or
  - (b) Publishing and distribution of a Memorandum by the National Authority, notifying and listing the Rules changed at the meeting. A copy of this memorandum is to be sent to all member Councils, member Clubs, Drivers, Owners and Australian Referees. The sending can be by mail, email or other electronic means or
  - (c) Publication on the National APBA website.

## **18. NOTICES**

- 18.1** A notice may be served by or on behalf of the Association upon any member as follows:
- In person, or
  - Sending it through the post in a prepaid letter addressed to the member at the members registered address, or
  - Sending such letter to the care of the Secretary of the member Club or Member Council whose address has been supplied to the Association, or

- By, email, facsimile transmission or other electronic means to the details supplied to the Association by the member or contained on their letterhead.

## **19. WINDING UP**

- 19.1** The Association may be wound up or dissolved only after a resolution passed by a three-quarter majority of the members present and eligible to vote at a meeting called for that purpose.
- 19.2** If upon winding up or the dissolution of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, it will not be paid to or distributed among the members of the Association, but will be given or transferred to some other institution or organisation having objectives similar to those of the Association. Such Association whose Memorandum of Association or Constitution will prohibit the distribution of its or their income and property among its or their members, or in default thereof by application to the Supreme Court of New South Wales.

## **20. FLAG**

- 20.1** The Flag of the Association will be a royal blue pennant with a three-blade propeller at the hoist and the letters "APBA" on the fly. The letters and the propeller are to be in white.
- 20.2** The Flag of each Member Council will be as above except the pennant will be sky blue in colour and the respective State or Council name in abbreviated form will be added under or following "APBA"

## **21. SEAL**

- 21.1** The Board will provide for the safe custody of the Seal.
- 21.2** The Seal will only be used with the authority of the Board and in the presence of two members of the Board who will sign every instrument to which the seal is affixed and will be countersigned by the Secretary.
-