

Bylaws

Northam's Avon Descent Association (Inc)

VERSION HISTORY

Version	Date	Revised By	Comments
0.8	11/11/2020	Executive Officer	Governance report presented outlining new Constitutional recommendations
0.9	14/11/2020	Executive Officer	New draft based upon Governance report
1.0	23/11/2020	Executive Officer	First final draft incorporating member feedback

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1 MANAGEMENT OF THE ASSOCIATION

1.1 BOARD OF DIRECTORS

1.1.1 Structure of the Board

- 1.1.1.1 In accordance with **Constitution Rule 5.1.1** the Board of Directors is comprised of **eight (8)** Board members.
- 1.1.1.2 Each board member shall be elected/appointed to a portfolio of expertise as set out in **Bylaw 1.1.4**

1.1.2 Eligibility & Selection of Board members

- 1.1.2.1 Prior to giving notice of nominations under **Constitution Rule 5.1.5.3**, the Board shall determine the number of positions (subject to **Constitution Rule 5.1.6.2**) and the particular portfolios for which nominations will be open for election at the next annual general meeting.
- 1.1.2.2 A member must show significant demonstrable expertise and/or qualification in their nominated portfolio to be eligible for election/appointment to the Board.
- 1.1.2.3 Upon close of nominations under **Constitution Rule 5.1.5.4** the Board shall consider the member nominations with reference to eligibility and suitability and determine whether to accept or reject a nomination, subject to **Constitution Rule 5.1.5.2**.
- 1.1.2.4 **At least 14 days** prior to the annual general meeting the Board shall give notice to the members confirming the accepted nominations for each open position along with supporting information to allow the members to make an informed vote.

1.1.3 Procedure for Election of Members of the Board

- 1.1.3.1 The procedures in these Bylaws relate to the election of Board members referred to in **Constitution Rule 5.1.6**.
- 1.1.3.2 Only members who have given prior notice of nomination per **Constitution Rule 5.1.5.4 and 5.1.5.5** shall be eligible for election.
- 1.1.3.3 There shall be no unannounced nominations and no nominations from the floor.
- 1.1.3.4 Voting for elections shall be by secret ballot.
- 1.1.3.5 No less than two scrutineers shall be appointed to tally the votes and verify the results.
- 1.1.3.6 A member who has nominated for the position may vote for himself or herself.
- 1.1.3.7 Each election shall be determined by a simple majority of votes.
- 1.1.3.8 Should a Board member re-elect for the same position and there are no other eligible nominations for the position, the member shall be re-elected unopposed.
- 1.1.3.9 On the member's election, the new Chairperson of the Association shall take over as the chair of the general meeting.

1.1.4 Director Portfolios

1.1.4.1 The portfolios for Board members shall be:

Chairperson of the Board	Finance & Admin	Sporting
<ul style="list-style-type: none"> • Organisational oversight • Vision & mission • Media appearance & public attendance • Key partner liaison • Public announcements 	<ul style="list-style-type: none"> • Budget development and management • Management of expenditure and receipting • Cash flow management • Investment & reserve management 	<ul style="list-style-type: none"> • Powerboating disciplines • Paddling disciplines • Event scheduling • New event development • Event rules & specifications • Event fees & criteria • Awards & recognition
Logistics & Event Delivery	Marketing Media and Promotion	Sponsorship
<ul style="list-style-type: none"> • Campsite planning & setup • Parking logistics & resourcing • Traffic and road closures • Facilities and equipment acquisition, management and maintenance • Signage coordination 	<ul style="list-style-type: none"> • Marketing plans & strategy • Brand preservation & exposure • Social media promotions • Traditional media channels • Photographic and video content production 	<ul style="list-style-type: none"> • Sponsorship valuation • Sponsor agreements • New sponsorships • Sponsorship commitments • Sponsor retention
Stakeholder Management and Relations	Volunteer Management	Insurance & Risk Management
<ul style="list-style-type: none"> • Event Partnerships • Event Sponsor relations • Local Government relations • State Government relations • Landowner relations • Club & association relationships 	<ul style="list-style-type: none"> • Volunteer Recruitment • Volunteer Training • Volunteer Performance • Volunteer Development • Volunteer Retention • Volunteer Reward & Recognition 	<ul style="list-style-type: none"> • Insurance coverage • Risk management planning • Risk assessment & criteria • Safety planning & resourcing • Emergency Management Communications
Governance & Legal	Community & Tourism Development	History & Heritage
<ul style="list-style-type: none"> • Constitution, Bylaws, & Code of Conduct • Legislation & the Act • Conflicts of Interest • Governance Policymaking • Legal advice & support 	<ul style="list-style-type: none"> • Family fun days • Community activity & attractions • Spectator attraction strategies • Management of spectators • Community & public participation • Local business engagement • Tourism strategy 	<ul style="list-style-type: none"> • <i>Handled by Freeman committee</i>

1.1.4.2 Board members shall be elected or appointed to one of these roles or, should the Board deem it necessary, combine or otherwise define new portfolios as required.

1.1.5 Voting at Board meetings

1.1.5.1 Motions put to the Board shall be determined by way of consensus. In the event of a vote being requested or required, a vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.

1.1.6 Board Voting on Motions via Email

Email approval is only suitable for straightforward motions. Email is not suited for the conduct of a deliberative process. Email doesn't provide the opportunity for discussion or amendment of the motion that is available in a face-to-face meeting. A Board member is free to say, 'I vote No, because I think we should discuss it'.

- 1.1.6.1 Any Board member may propose a motion via email.
- 1.1.6.2 The subject line should include the word 'Motion'.
- 1.1.6.3 The first line of the body of the email should include the words '[Board member's full name] moves that the Board approve/authorise ...'
- 1.1.6.4 The motion will expire after **seven (7) days** or at the start of the next board meeting – whichever comes first.
- 1.1.6.5 All Board members may vote.
- 1.1.6.6 **A minimum of 50% plus one (1) of current voting Board members** are required to approve an email motion. The Board member who proposed the motion is automatically counted as an affirmative vote.
- 1.1.6.7 Should a communication by phone or email to the contrary not be received from a Board member by the expiration date per **Bylaw 1.1.6.4**, the member shall be deemed to have voted in the affirmative and shall be recorded as such per **Bylaw 1.1.6.8**
- 1.1.6.8 The Secretary is responsible for tallying the votes and informing the Board of the outcome. Votes are to be circulated to all Board members.
- 1.1.6.9 Board members should include in the words "I vote No" or "I vote Yes" in the first line of their response.
- 1.1.6.10 Email motions can only be voted as 'Yes' or 'No' and cannot be amended.
- 1.1.6.11 The Chairperson may veto a motion if he/she considers that it requires discussion at a face to face meeting.
- 1.1.6.12 The Board member who proposed the motion may withdraw it at any time prior to approval. A reason to withdraw a motion may be, for example, to amend it and re-propose it.
- 1.1.6.13 If the motion doesn't receive the required votes by the deadline it fails, subject to **Bylaw 1.1.6.7**.
- 1.1.6.14 The Board shall review any email motions, approved or unapproved, at the start of the next Board meeting.
- 1.1.6.15 If a secret ballot is needed, the Chairperson must decide how the ballot is to be conducted.

1.2 FREEMAN COMMITTEE

1.2.1 Freeman Committee Structure & Responsibility

- 1.2.1.1 The Freeman Committee shall exist as a permanent, independent, standing committee of the Association per **Constitution section 5.3**
- 1.2.1.2 The Freeman Committee shall meet twice per year or at a frequency deemed necessary.

1.3 MANAGEMENT PANEL

1.3.1 Role of the Management Panel

- 1.3.1.1 A permanent standing Management Panel shall coordinate the operations of the event in the lead up and during the event weekend.
- 1.3.1.2 The management panel shall consist of key management personnel including but not limited to:
 - a) Executive Officer;
 - b) ADSU Manager;
 - c) Chief Marshal;
 - d) Sport Coordinator;
 - e) Local Government Liaison; and
 - f) any Appointed Delegates
- 1.3.1.3 The Board shall appoint additional Officers and/or management personnel to the Management Panel as required.
- 1.3.1.4 Board members are, ex-officio, members of the Management Panel.
- 1.3.1.5 The Management Panel shall convene meetings at a frequency as determined by the Board.
- 1.3.1.6 The Management panel may at times hold a vote to determine matters affecting the organisation.
- 1.3.1.7 Subject to **Bylaw 1.3.2.1** each member of the Management Panel entitled to vote shall hold **one (1) vote** only.
- 1.3.1.8 The Management panel may request from the Board the formation of a Technical Working Group per **Bylaw section 1.6**. Formation and appointment to a Technical Working Group shall be at the sole discretion of the Board.

1.3.2 Eligibility of Officers and Delegates

- 1.3.2.1 Members of the management panel must have a current membership of the Association to be able to vote on matters relating to the Association.
- 1.3.2.2 Officers and Delegates are required to submit a signed Code of Conduct upon commencement of their role.

1.3.3 Management Delegates

- 1.3.3.1 One member from each of the following Partner associations shall sit on the Management panel as a delegate:

- a) Paddle Western Australia (Inc.);
- b) Power Dinghy Racing Club (Incorporated);

1.3.3.2 These Partner associations shall be given perpetual ordinary membership without fee.

1.3.3.3 Delegates shall represent the viewpoint of their respective organisations in the context of furthering the interests of the Association.

1.3.3.4 The Board may choose to appoint additional delegates from time to time.

1.4 AVON DESCENT SUPPORT UNIT (ADSU)

1.4.1 Role of the Avon Descent Support Unit

1.4.1.1 The Avon Descent Support Unit is a permanent sub-committee of NADA formed for the purpose of ensuring the provision of rescue and recovery services for the safe conduct of the Avon Descent event days. It reports to and is funded by the NADA Board on terms as determined by the Board from time to time.

1.4.1.2 It is managed by a Manager elected by the members of the Avon Descent Support Unit and this person is, ex officio, a member of the Management panel.

1.4.1.3 A member of the Avon Descent Support Unit shall be appointed to the Race Control Team as Deputy Race Director for Rescue and Recovery per **Bylaw 1.5.2.1**

1.5 RACE CONTROL TEAM

1.5.1 Role of the Race Control Team

1.5.1.1 From midnight Thursday to midnight Sunday of the event weekend the Race Control Team is responsible for the conduct of the Race.

1.5.2 Structure of the Race Control Team

1.5.2.1 The Race Control Team is as follows:

- a) Race Director
- b) Deputy Race Director, Kayaks and Canoes
- c) Deputy Race Director, Skis
- d) Deputy Race Director, Power
- e) Deputy Race Director, Rescue and Recovery

1.6 TECHNICAL WORKING GROUPS (TWG)

1.6.1 Role of Technical Working Groups

1.6.1.1 The Board may at its discretion assemble a Technical Working Group to independently investigate or assess a particular issue, area or opportunity to further the interests of the Association.

- 1.6.1.2 Each Technical Working Group is a temporary group that exist only to explore the particular area, issue or opportunity for which they have been formed and shall be dissolved upon conclusion of the recommendation process.
- 1.6.1.3 The Board shall appoint personnel with sufficient experience, expertise or qualification relevant to the Technical Working Group's purpose to meet, discuss and make recommendations directly to the Board.
- 1.6.1.4 Members of Technical Working Groups may be selected from members of the Board, the Management Panel, other Committees or Sub-Committees or independently.
- 1.6.1.5 Once a TWG has made recommendations and presented these to the Board, the board shall:
 - a) endorse the recommendations; or
 - b) reject the recommendations; or
 - c) amend the recommendations; or
 - d) should the Board deem it necessary, refer the issue back to the Technical Working group for further investigation.
- 1.6.1.6 Each TWG will be allocated a responsible Board member to ensure the purpose of the TWG is exercised properly in a timely manner.

2 FINANCIAL MATTERS

2.1 FINANCIAL MANAGEMENT POLICY

- 2.1.1.1 The funds of the Association shall be managed in accordance with this Financial Management Policy.
- 2.1.1.2 The Board shall determine the necessary areas of expenditure in consultation with the chairpersons of sub-committees who shall submit their budget requirements to the Finance Committee prior to the Budget being prepared.
- 2.1.1.3 Following Board approval of the Budget, expenditure indicated therein shall be referred to as 'authorised expenditure'.
- 2.1.1.4 A chairperson of a sub-committee shall not commit to any expenditure that has not been authorised or has not been identified in the Budget, without the prior approval of the Board.
- 2.1.1.5 The Treasurer may allocate to Board members or other persons authorised to act on behalf of the Association, debit cards for the purpose of budgeted expenditure incurred by the member or authorised representative in conducting the business of the Association.

2.2 FINANCE COMMITTEE

2.2.1 Role of the Finance Committee

- 2.2.1.1 The Finance Committee shall oversee the Financial Management Policy.
- 2.2.1.2 The Finance Committee shall be responsible for the preparation of the Budget.
- 2.2.1.3 The members of the Finance Committee shall be the signatories and co-authorisers of NADA's bank account(s).
- 2.2.1.4 The Board may appoint other members of the Board or Officers of the Association to be signatories and/or co-authorisers.

2.2.2 Structure of the Finance Committee

- 2.2.2.1 The ex officio members of the Finance Committee are:
 - a) Chairperson;
 - b) Vice Chairperson.
 - c) Director, Finance;
 - d) Treasurer
- 2.2.2.2 Should a person hold two of these positions the number of persons on the Finance Committee shall be reduced accordingly.
- 2.2.2.3 Additional members of the Finance Committee may be appointed by the Board as needed.

3 RECOGNITION & HONOURS

3.1 LEGENDS OF THE AVON DESCENT

3.1.1 Selection Panel

- 3.1.1.1 An independent Selection Panel may annually select up to two persons for elevation to Legend of the Avon Descent status.
- 3.1.1.2 The Selection Panel shall comprise the Chairperson of the Board, and three other persons selected from:
- a) Freemen;
 - b) past or present Board members;
 - c) retired competitors who have completed 20 or more events.
- 3.1.1.3 The Selection Panel shall have the power to interview Nominees, and/or nominators as well as seek advice from other parties as and when deemed necessary.

3.1.2 Selection Criteria

- 3.1.2.1 Number of years of participation in the Avon Descent as:
- a) a competitor;
 - b) a support person for the event (not support for a competitor/s);
 - c) a member of the executive/management of a canoeing club, surf lifesaving club, power dinghy racing club or other organisation supplying competitors to the Avon Descent;
 - d) a member of the Association Board.
- 3.1.2.2 Level of achievement or nature of tasks undertaken as:-
- a) a competitor;
 - b) a support person for the event (not support for a competitor/s);
 - c) a member of the executive/management of a canoeing club, surf lifesaving club, power dinghy racing club or other organisation supplying competitors to the Avon Descent;
 - d) a member of the Association Board.
 - e) an interstate and/or international representative.
- 3.1.2.3 Any Initiatives/Developments attributed to the Nominee and subsequently brought to and/or used in any part of the event.
- 3.1.2.4 Any ambassadorial / public presentation / promotion/s made by the Nominee on behalf of the Avon Descent.

3.1.3 Attestation

- 3.1.3.1 Integrity, sportsmanship and character will be a consideration for any Nominee to Legend of the Avon Descent status.
- 3.1.3.2 A secondary party will be required to attest to these qualities on behalf of a Nominee if called upon by the Selection Panel.

3.1.4 Operational

- 3.1.4.1 All nominations will remain on a 'live' listing for inclusion in future years' selection deliberations.

3.1.4.2 Nominators will be able to update a nominee's details, as necessary.

3.1.4.3 The announcement of any new inductees to Legend of the Avon Descent status will be made at an event.

4 OTHER BUSINESS

4.1 AMENDMENTS

4.1.1 Amendments to Bylaws

4.1.1.1 These Bylaws may be amended by a simple majority of the Board.

4.1.1.2 A Bylaw shall not contradict the provisions of the Constitution.

4.1.2 Change of Address

4.1.2.1 Should the Association change its address it will comply with the requirements of the Association Incorporation Act 2015 that requires a change of address be notified to the Commissioner within 28 days of it occurring.

This is done at AssociationsOnline:

<https://associations.commerce.wa.gov.au/associations/public/publicHomePage.aspx>