

# CONSTITUTION OF BLUES POINT YACHT CLUB INCORPORATED

This Constitution addresses matters specified in the *Associations Incorporation Act 2009* No. 7 and in *Schedule 1* of the *Associations Incorporation Regulation 2016* (both NSW legislation)

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Association Incorporated in NSW

Incorporation Number: Y2743024

Date of Incorporation: 3 February 1998

Suburb: North Sydney

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## PART I — PRELIMINARY

### 1. DEFINITIONS

1.1. In this Constitution:

**"Association"** means the Blues Point Yacht Club Incorporated

**"ordinary member"** means a member of the committee who is not an office-bearer of the Association, as referred to in subclause 15.2;

**"secretary"** means

(a) the person holding office under this Constitution as secretary of the Association; or

(b) if no such person holds that office — the public officer of the Association.

**"special general meeting"** means a general meeting of the Association other than an annual general meeting;

**"the Act"** means the *Associations Incorporation Act 2009*;

**"the Regulation"** means the *Associations Incorporation Regulation 2016*.

1.2. In this Constitution:

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3. The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution was an instrument made under the Act.

## **PART II — MEMBERSHIP**

### **2. MEMBERSHIP QUALIFICATIONS**

- 2.1. A person is eligible to be a member of the Association if the person is a natural person who has been:
  - (a) nominated for membership of the Association as provided by clause 3; and
  - (b) who has been approved for membership of the Association by the committee of the Association.

### **3. NOMINATION FOR MEMBERSHIP**

- 3.1. A nomination of a person for membership of the Association:
  - (a) must be proposed and seconded by two members of the Association in writing (including by email or other electronic means) on the form set out by the committee; and
  - (b) must be lodged (including by electronic means) with the secretary of the Association.
- 3.2. As soon as practicable after receiving a nomination for membership the secretary must refer the nomination to the committee which is to determine whether to approve or reject the nomination.
- 3.3. If the committee approves a nomination for membership, the secretary must, as soon as practicable after that determination, notify the nominee of that approval and request the nominee pay (within the period of 28 days after receipt by the nominee of the notification) the entrance fee and annual subscription (see Fees and Subscriptions).
- 3.4. The secretary must, on payment by the nominee of the amounts referred to in sub-clause 3.3, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.
- 3.5. If the committee rejects a nomination for membership, the secretary must, as soon as practicable after that determination, notify the nominee of that rejection.

### **4. LIFE MEMBERSHIP**

- 4.1. The Association may, by resolution at a general meeting, grant life membership of the Association to a person who it is satisfied has provided significant service to the Association and its objectives, over and above what may be expected of an ordinary member.
- 4.2. Nominations for life membership shall be made by a member to the committee on the form available from the secretary, treasurer or commodore of the Association. The form shall include guidelines for nomination.
- 4.3. Within 30 of days of receipt, the committee shall consider the nomination and advise the nominator if the nominee is likely to meet the criteria for life membership. Unless withdrawn, each nominee shall be proposed for life membership at the next general meeting following the committee's consideration.
- 4.4. The secretary shall place on the agenda of the general meeting a resolution that such nominee(s) be granted life membership and shall provide information on the nominee with the Notice of Meeting to assist the members to reach a decision.
- 4.5. A resolution for granting life membership to a nominee shall be decided by secret written ballot by the members attending the meeting and proxies held on behalf of members not in attendance.
- 4.6. A person granted life membership holds all rights and privileges of a member of the Association but is not required to pay any membership subscription to the Association. However, they may be required to pay such fees (other than membership) as required from time to time.
- 4.7. This clause does not affect the conditions upon which any other person has previously been granted life membership.

### **5. CESSATION OF MEMBERSHIP**

- 5.1. A person ceases to be a member of the Association if the person:
  - (a) dies; or
  - (b) resigns membership; or

- (c) is expelled from the Association; or
- (d) fails to pay the annual membership fee within three months of its due date.

## **6. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

- 6.1. A right, privilege or obligation which a person has by reason of being a member of the Association:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates on cessation of the person's membership.

## **7. RESIGNATION OF MEMBERSHIP**

- 7.1. A member of the Association wanting to resign that membership must first give the secretary written notice of intention to resign and that membership ceases one month after receipt by the secretary of such notice.
- 7.2. If a member of the Association ceases to be a member under sub-clause 7.1, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceases to be a member.

## **8. REGISTER OF MEMBERS**

- 8.1. The secretary of the Association must establish and maintain a register of members of the Association in written or electronic form specifying the name, postal, residential and email address of each member together with the date on which the person became a member.
- 8.2. The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 8.3. A member of Association may obtain a copy of any part of the register on payment of a fee of not more that \$1 for each page copied.
- 8.4. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 8.5. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event or material relating to Association; or
  - (b) any other purpose necessary to comply with a requirement of the Act or Regulation.
- 8.6. If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy; and
  - (b) the requirements in 8.2 and 8.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **9. FEES AND SUBSCRIPTIONS**

- 9.1. A member of the Association must, on admission to membership, pay to the Association a fee of \$10.00 or, if some other amount is determined by the committee, that other amount.
- 9.2. In addition to any amount payable by the member under 9.1, a member of the Association must pay to the Association an annual membership fee of \$5.00 or, if some other amount is determined by the committee, that other amount:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year; or
  - (b) if the member becomes a member on or after 1 July in any calendar year — on becoming a member and before 1 July in each succeeding calendar year.

## **10. MEMBERS' LIABILITIES**

- 10.1. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 9.

## **11. RESOLUTION OF INTERNAL DISPUTES**

- 11.1. Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- 11.2. If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 11.3. The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

## **12. DISCIPLINING OF MEMBERS**

- 12.1. A complaint may be made to the committee by any person that a member of the Association:
  - (a) has refused or neglected to comply with a provision or provisions of this Constitution; or
  - (b) has willfully acted in a manner prejudicial to the interests of the Association.
- 12.2. The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 12.3. If the committee decides to deal with the complaint, it must:
  - (a) cause notice of the complaint to be served on the member concerned; and
  - (b) give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
  - (c) take into consideration any submissions made by the member in connection with the complaint.
- 12.4. The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and expulsion or suspension is warranted in the circumstances.
- 12.5. If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 13.
- 12.6. The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under sub-clause 13.4, whichever is the later.

## **13. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- 13.1. A member may appeal to the Association in general meeting against a resolution of the committee under clause 12, by lodging with the secretary a notice to that effect within 7 days after notice of the resolution is served on the member.
- 13.2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purpose of the appeal.
- 13.3. On receipt of a notice from a member under sub-clause 13.1, the secretary must notify the committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- 13.4. At a general meeting of the Association convened under sub-clause 13.3:
  - (a) no business other than the question of the appeal is to be transacted; and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.5. The appeal is to be determined by a simple majority of votes cast by members present at the general meeting referred to in sub-clause 13.3.

## **PART III — THE COMMITTEE**

### **14. POWERS OF THE COMMITTEE**

- 14.1. The committee is to be called the committee of management of the Association and, subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting:
- (a) is to control and manage the affairs of the Association; and
  - (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Association; and
  - (c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

### **15. COMPOSITION AND MEMBERS OF THE COMMITTEE**

- 15.1. The committee is to consist of:
- (a) the office-bearers of the Association; and
  - (b) 3 ordinary members, each of whom is to be elected at the annual general meeting of the Blues Point Yacht Club under sub-clause 16.
- 15.2. The office-bearers of the Association are the:
- (a) commodore;
  - (b) vice-commodore;
  - (c) treasurer; and
  - (d) secretary.
- 15.3. The commodore shall simultaneously hold the position of public officer.
- 15.4. A committee member may hold not more than 2 offices except that the office of commodore and vice-commodore may not be held by the same person.
- 15.5. Each member of the committee is, subject to this Constitution, to hold office until immediately before the election of committee members at the annual general meeting following the date of the member's election, but is eligible for re-election.
- 15.6. There is no maximum number of consecutive terms for which a committee member may hold office.

### **16. ELECTION OF COMMITTEE MEMBERS**

- 16.1. Nominations of candidates for election as office-bearers or as ordinary committee members of the Association:
- (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 16.2. A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Association must be a member of the Association
- 16.3. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 16.4. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 16.5. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 16.6. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 16.7. The ballot for the election of office-bearers of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

## **17. SECRETARY**

- 17.1. The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- 17.2. It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the committee
  - (b) the names of members of the committee present at a committee meeting or a general meeting; and
  - (c) all proceedings at committee meetings and general meetings.
- 17.3. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 17.4. The signature of the chairperson may be transmitted by electronic means for the purposes of 17.3.

## **18. TREASURER**

- 18.1. It is the duty of the treasurer of the Association to ensure that:
  - (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
  - (b) correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

## **19. CASUAL VACANCIES**

- 19.1. For the purpose of this Constitution, a casual vacancy in the office of a member of the committee occurs if the member:
  - (a) dies; or
  - (b) ceases to be a member of the Association; or
  - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001; or
  - (d) resigns office by notice in writing given to the committee; or
  - (e) is removed from office under clause 20; or
  - (f) becomes a mentally incapacitated person; or
  - (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months; or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.
- 19.2. In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

## **20. REMOVAL OF COMMITTEE MEMBER**

- 20.1. The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 20.2. If a member of the committee to whom a proposed resolution referred to in sub-clause 20.1 relates makes representations in writing to the secretary or commodore (not exceeding a reasonable length) and requests that the representations be notified to the Association, the secretary or the commodore may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.



## **21. COMMITTEE MEETINGS AND QUORUM**

- 21.1. The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- 21.2. Additional meetings of the committee may be convened by the commodore or by any member of the committee.
- 21.3. Oral or written notice of a meeting of the committee must be given to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 21.4. Notice of a meeting given under sub-clause 21.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.
- 21.5. Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 21.6. No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 21.7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 21.8. At a meeting of the committee;
  - (a) the commodore, or in the commodore's absence, the vice-commodore is to preside; or
  - (b) if the commodore and the vice-commodore are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## **22. USE OF TECHNOLOGY AT COMMITTEE MEETINGS**

- 22.1. A committee meeting may be held at two or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- 22.2. A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **23. DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

- 23.1. The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the committee by the Act or any other law.
- 23.2. A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 23.3. A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function. or as to time or circumstances. as may be specified in the instrument of delegation.
- 23.4. Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- 23.5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- 23.6. The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 23.7. A sub-committee may meet and adjourn as it thinks proper.

## **24. COMMITTEE VOTING AND DECISIONS**

- 24.1. Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 24.2. Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality on any question, the person presiding may exercise a second or casting vote.
- 24.3. Subject to sub-clause 21.5, the committee may act despite any vacancy on the committee.
- 24.4. Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **Part IV — GENERAL MEETINGS**

### **25. ANNUAL GENERAL MEETINGS — HOLDING OF**

- 25.1. With the exception of its first annual general meeting, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- 25.2. The Association must hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of 6 months after the expiration of the first financial year of the Association.
- 25.3. Sub-clauses 25.1 and 25.2 have effect subject to any extension allowed or prescribed under section 37(2)(b) of the Act.

### **26. ANNUAL GENERAL MEETINGS — CALLING OF AND BUSINESS AT**

- 26.1. The annual general meeting of the Association is, subject to the Act and clause 25, to be convened on such date and at such place and time as the committee thinks fit.
- 26.2. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year;
  - (c) to elect office-bearers and ordinary members of the committee; and
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 26.3. An annual general meeting must be specified as such in the notice convening it.

### **27. SPECIAL GENERAL MEETINGS — CALLING OF**

- 27.1. The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 27.2. The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.
- 27.3. A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the members making the requisition; and
  - (c) must be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 27.4. If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 27.5. A special general meeting convened by a member or members as referred to in sub-clause 27.4 must be convened as nearly as practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.
- 27.6. For the purposes of sub-clause 27.3:
  - (a) a requisition may be in electronic form; and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **28. NOTICE**

- 28.1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to

each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 28.2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date of the general meeting, cause notice to be sent to each member in the manner provided in sub-clause 28.1 specifying, in addition to the matter required under sub-clause 28.1 the intention to propose the resolution as a special resolution.
- 28.3. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under sub-clause 26.2.
- 28.4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **29. QUORUM FOR GENERAL MEETINGS**

- 29.1. No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 29.2. Five members present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 29.3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved; and
  - (b) in any other case is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 29.4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

## **30. PRESIDING MEMBER**

- 30.1. The commodore or, in the commodore's absence, the vice-commodore, is to preside as chairperson at each general meeting of the Association.
- 30.2. If the commodore and the vice-commodore are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **31. ADJOURNMENT**

- 31.1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 31.2. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 31.3. Except as provided in sub-clauses 31.1 and 31.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **32. MAKING OF DECISIONS**

- 32.1. A question arising at a general meeting of Association is to be determined by:
  - (a) a show of hands or, if the meeting is one which clause 37 applies, an appropriate corresponding method that the committee may determine; or
  - (b) if on the motion of the chairperson or if 3 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- 32.2. If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 32.3. Sub-clause 32.2 applies to a method determined by the committee under sub-clause 32.1(a) in the same way as it applies to a show of hands.
- 32.4. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.
- 32.5. If a poll is demanded at a general meeting, the poll must be taken:
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of the adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **33. SPECIAL RESOLUTIONS**

- 33.1. A special resolution may only be passed by the Association in accordance with section 39 of the Act as described in sub-clauses 33.2 to 33.5.
- 33.2. A resolution is passed by the Association as a special resolution:
  - (a) at a meeting of the Association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
  - (b) in a postal or electronic ballot conducted by the Association, or
  - (c) in such other manner as the secretary may direct,if it is supported by at least three-quarters of the votes cast by members of the Association who, under the Association's Constitution, are entitled to vote on the proposed resolution
- 33.3. A notice referred to in sub-clause 33.2(a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- 33.4. A postal or electronic ballot referred to in sub-clause 33.2(b) may only be conducted in relation to resolutions of a kind that the Association's Constitution permits to be voted on by means of a postal or electronic ballot and, if conducted, must be conducted in accordance with Clause 36.
- 33.5. A direction under sub-clause 33.2(c) may not be given unless the secretary is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by sub-clauses 33.2 (a) or (b).

## **34. VOTING**

- 34.1. On any questions arising at a general meeting of the Association a member has one vote only.
- 34.2. All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- 34.3. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 34.4. A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the association has been paid.
- 34.5. A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

### **35. APPOINTMENT OF PROXIES**

- 35.1. Each member of the Association is entitled to appoint another member as proxy by notice given to the secretary no later than 7 days before the time of the meeting in respect of which the proxy is appointed.
- 35.2. The notice appointing the proxy must be in writing on the form set out by the committee.

### **36. POSTAL OR ELECTRONIC BALLOTS**

- 36.1. The Association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal.
- 36.2. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **37. USE OF TECHNOLOGY AT GENERAL MEETINGS**

- 37.1. A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the Association's members a reasonable opportunity to participate.
- 37.2. A member who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **PART V — MISCELLANEOUS**

### **38. INSURANCE**

- 38.1. The Association must effect and maintain insurance against a liability of the Association arising out of an occurrence causing death or bodily injury to a person or damage to property.
- 38.2. In addition to the insurance required under sub-clause 38.1, the Association may effect and maintain other insurance.

### **39. FUNDS — SOURCE**

- 39.1. The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- 39.2. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 39.3. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **40. FUNDS — MANAGEMENT**

- 40.1. Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in such manner as the committee determines.
- 40.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 signatories authorised by the committee.

### **41. CHANGE OF NAME, OBJECTS AND CONSTITUTION**

- 41.1. The statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution of the Association.
- 41.2. An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the secretary and signed in accordance with clause 48.

### **42. CUSTODY OF BOOKS ETC**

- 42.1. Except as otherwise provided by this Constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

### **43. INSPECTION OF BOOKS ETC**

- 43.1. The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
  - (a) records, books and other financial documents of the Association;
  - (b) this constitution;
  - (c) minutes of all committee meetings and general meetings of the Association.
- 43.2. A member of the Association may obtain a copy of any of the documents referred to in sub-clause 43.1 on payment of a fee of not more than \$1 for each page copied.
- 43.3. Despite sub-clauses 43.1 and 43.2, the committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association. This includes personal details advised by a member as confidential as described in sub-clause 8.4.

### **44. SERVICE OF NOTICES**

- 44.1. For the purpose of this Constitution, a notice may be served on or given to a person by:
  - (a) delivering it to the person personally; or
  - (b) sending it by pre-paid post to the member to the member's address shown in the

- register of members; or
  - (c) sending by electronic transmission to an address specified by the person for giving or serving the notice.
- 44.2. For the purpose of this Constitution, the notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
  - (b) in the case of a notice sent by pre-paid post, on the date by when it would have been delivered in the ordinary course of post; and
  - (c) in the case of a notice sent by electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **45. NON-PROFIT**

- 45.1. The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

#### **46. DISSOLUTION — IN THE EVENT OF**

- 46.1. In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the committee in accordance with their powers to any fund, institution or authority which is a non-profit organisation and which has similar objects.

#### **47. FINANCIAL YEAR**

- 47.1. The financial year of the Association is:
- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June; and
  - (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

#### **48. SIGNING OF INSTRUMENTS**

- 48.1. Instruments, contracts and similar entered into on behalf of the Association must be signed by the public officer and secretary.



## **Annexure A**

### **OBJECTS OF THE ASSOCIATION**

1. To convene from time to time yacht races and or events.
2. To extend a permanent invitation to all members and non members alike, where practicable, to participate in events and yacht races convened and administered by the Association.
3. To maintain a high standard of safety in all of its events.
4. To encourage support from the community for yachting events in general and to promote the sport of sailing.
5. To educate youth in the sport of sailing.
6. To raise funds for the support of the Association's activities, and for the support of charitable organisations.
7. To indulge in sailing such that it becomes a form of entertainment.
8. To seek appropriate sponsorship to assist in the organisation and or participation of events associated with the overall objectives of the Association.