

AUSTRALIAN SHARPIE SAILING ASSOCIATION INC.

# CONSTITUTION

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# CONSTITUTION

## CONTENTS

1	NAME .....	3
2	OBJECTS.....	3
3	INTERPRETATION .....	3
4	POWERS .....	4
5	MEMBERSHIP .....	5
6	MEMBER AFFILIATES .....	5
7	REGISTER OF MEMBERS .....	5
8	SUBSCRIPTIONS AND LEVIES .....	5
9	DISCIPLINING OF MEMBERS .....	5
10	THE AUSTRALIAN SECRETARIAT AND OFFICE BEARERS .....	5
11	CONFERENCES OF THE ASSOCIATION .....	8
12	ALTERATION OF THE OBJECTS (STATEMENT OF PURPOSE) AND CONSTITUTION .....	12
13	POSTAL VOTE .....	12
14	SERVICE OF NOTICE .....	12
15	CLASS DOCUMENTS.....	12
16	CUSTODY OF BOOKS AND OTHER DOCUMENTS .....	12
17	MANAGEMENT OF THE ASSOCIATION .....	13
18	APPOINTMENT OF AUDITOR .....	13
19	DISSOLUTION OF THE ASSOCIATION .....	13
20	SURPLUS PROPERTIES AFTER DISSOLUTION .....	13
21	COPYRIGHT .....	14
22	SOURCE OF FUNDS.....	14
23	PECUNIARY INTERESTS.....	14
24	PATRON .....	14

# CONSTITUTION

## (ASSOCIATIONS INCORPORATION REGULATIONS - RULES)

### 1 NAME

The name of the Incorporated association is AUSTRALIAN SHARPIE SAILING ASSOCIATION Incorporated (in these rules called "the Association")

### 2 OBJECTS

The objects of the Association shall be promotion and development of the Australian Sharpie class under uniform rules, co-operation with all other yachting associations, the organisation of national championships for the class and other national events, the control of the design and registration of boats and the creation and maintenance of contacts and friendship between Australian Sharpie sailors and to provide specifications and racing rules to govern and control the Class as a restricted development Class.

### 3 INTERPRETATION

#### (1) Definitions

In these Rules, unless the contrary intention appears: -

"Class" shall mean the Australian Sharpie Class

"Australian Secretariat" shall mean the Secretariat of the Association provided for in Rule 10 of this Constitution.

"Association Year" shall mean the financial period from time to time specified by the Australian Secretariat, and until so specified, each period from the 1st day of December until the 30th day of November in the following year.

"Member Affiliate" shall mean a Division of the Association as provided for in Rule 6 of this Constitution.

"The Act" means the Associations Incorporation Act 1981 of Victoria as amended from time to time.

"Rules" shall mean the Constitution and By-Laws of the Association.

"Conference of the Association" shall mean Annual Conference or Special Conference.

"Ban Period" shall mean a period of time as determined by the Association during which the Specifications and Technical Restrictions of the Class cannot be changed.

(2) In these Rules, a reference to the secretary of the Association is a reference -

- (a) Where a person holds office under these Rules as secretary of the Association - to that person; and
- (b) in any other case - to the public officer of the Association.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time. "The Regulations" means regulations under the Act.
- (4) In these Rules, where necessary, the plural shall include the singular and the masculine shall include the feminine, and in each case, vice versa.
- (5) Where the term "Office Bearers" is used, this shall denote both the secretariat and non-secretariat office holders.
- (6) Acts of the Association

A reference to any action which the Association may take means an action resolved upon in accordance with these Rules by a properly convened Annual Conference or Special Conference of the members of the Association.

- (7) Acts of the Australian Secretariat

A reference to any action which the Australian Secretariat may take means an action resolved upon in accordance with these Rules by a properly convened meeting of the Australian Secretariat.

## 4 POWERS

### (1) Powers

The Association may exercise in its own name any or all of the powers herein set out in pursuit of its objects:

- (a) To purchase, take on lease or hire or otherwise acquire and maintain any real or personal property.
- (b) To sell, exchange, lease, mortgage, hire, dispose of or otherwise deal with all or any part of the real and personal property of the Association.
- (c) To borrow or raise or secure the payment of money in such manner as the Association may think fit with power to grant mortgages charges or any security upon or charging all or any of the property of the Association whether real or personal and to redeem or pay off any existing or future security.
- (d) To invest and deal with the moneys of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined.
- (e) To affiliate and co-operate with any other association having objects wholly or in part similar to those of the association.
- (f) To do all such other things as are incidental or conducive to the attainment of the objects of the Association.

## 5 MEMBERSHIP

The Association shall comprise of Divisions and the Australian Secretariat.

## 6 MEMBER AFFILIATES

- (1) In each of the States of South Australia, Western Australia, Victoria, New South Wales, Queensland, Tasmania and in the Northern Territory there shall be a separate division of the Association, and each Division shall become a member of and be affiliated with the Association.
- (2) Each Division shall be known as "The Australian Sharpie Sailing Association ..... Division".
- (3) Each Division to Abide by the Rules of the Association
- (4) Each division shall have a democratically elected committee who shall operate under a separate management document which shall manage the affairs of the division. Copies of that management document shall be lodged with the secretariat for ratification.
- (5) Each division shall affiliate with the Australian Yachting Federation ('AYF') through its respective Peak Yachting Association.

## 7 REGISTER OF MEMBERS

The Australian Secretary shall keep and maintain a register of Members in which shall be entered, the full name and address of the Secretaries of the Member Affiliates and the register shall be available for inspection by members of the Member Affiliates.

## 8 SUBSCRIPTIONS AND LEVIES

The Association may levy from the Member Affiliates, annual subscriptions and fees as the Association may from time to time decide at a Conference of the Association.

## 9 DISCIPLINING OF MEMBERS

Notwithstanding provisions for removal of Office Bearers and the exclusion of unfinancial Member Affiliate from Conferences of the Association, no provision is made for disciplining of members.

## 10 THE AUSTRALIAN SECRETARIAT AND OFFICE BEARERS

- (1) The Australian Secretariat shall consist of:

- Australian President,
- Australian Secretary,
- Australian Measurer,

Each of whom shall be a current financial member of a Member Affiliate. Wherever possible, the three members of the secretariat are to come from three different member affiliates.

Other non-secretariat Office Bearers shall consist of:

- Australian Commodore
- Australian Publicity Officer
- Australian Regatta Technical Adviser
- Regatta Secretary

**(2) Election of Australian Secretariat and Office Bearers**

- (a) The Australian Secretariat and Office Bearers shall be elected by the Annual Conference and have a term of office for a period of :
  - Australian President, 3 years
  - Australian Secretary, 3 years
  - Australian Measurer, 3 years
  - Australian Commodore, 1 year
  - Australian Publicity Officer, 1 year.
  - Australian Regatta Technical Adviser, 5 years
  - Regatta Secretary, 1 year
- (b) Secretariat members should be elected in consecutive years so that only one should fall due for election at each annual conference of the association. The term of office may be altered to achieve this aim.
- (c) at the end of the term of office an office bearer shall be deemed to have retired before the Annual Conference for the purpose of the elections referred to in this sub-clause, but for all other purposes shall be deemed to hold office until the close of the Annual Conference or until the new candidates are declared elected, whichever is the later. The exception to this rule is the Australian Commodore and Regatta Secretary who shall not complete the term of office until after the conclusion of the divisions national championships which they represent.
- (d) each retiring office bearer shall be eligible for re-election except the Australian Commodore and Regatta Secretary;
- (e) nominations for election of Office Bearers shall be proposed and seconded by two [2] Office Bearers of a Division in writing and lodged with the Association not less than seven [7] days before the Annual Conference;
- (f) in the absence of a nomination for a position among the secretariate or Office Bearers the chairperson may call for nominations for that position from the floor of the meeting.
- (g) a separate election shall be held for each office bearer described in sub-clause 10 (1), in that order;



- (h) if the number of nominations does not exceed the number of vacancies the Chairperson of the Annual Conference shall declare those persons nominated duly elected;
- (i) in the event that there are more candidates than vacancies a written ballot shall be held at the Annual Conference at which the vacancies have occurred;
- (j) voting shall be by the preferential voting method, that is candidates shall be numbered in preference by the voter and shall be eliminated in the order in which they receive the least number of first preference with the remaining preferences on the eliminated candidates ballot papers being distributed amongst the remaining candidates until all candidates except the number requiring to be elected remain;
- (k) the Chairman of the Annual Conference shall appoint a delegate to act as the returning officer for the election and he shall have an absolute discretion to disregard any discrepancy in procedure which he regards as insubstantial. Upon completion of the election he shall convey the results to the Chairman of the Annual Conference (whether or not the meeting shall have concluded) and the Chairman shall declare the results of the ballot.

### **(3) Vacancies**

- (a) If a casual vacancy occurs on the Australian Secretariat or Offices of the Association, the remaining Office Bearers may appoint a member, preferably from the same Division as the person creating the casual vacancy.
- (b) Persons filling casual vacancies shall serve to the next annual meeting and then an election for the balance of the term shall be held. The election shall proceed in the normal course as per provisions of Rule 10.

### **(4) Removal of Office Bearers**

Office Bearers shall not be removed from office except at a conference at which thirty [30] days notice of intent to remove has been received as per clause 11 (6)(f).

### **(5) Office Bearers May Delegate**

The Office Bearers of the Association shall have the power to appoint assistants and to delegate such of their functions as they may consider necessary from time to time with exception of their voting powers.

### **(6) Meetings of the Australian Secretariat**

The Australian Secretariat may meet at such place and at such times as it shall think fit, and any member of the Australian Secretariat may convene a meeting of the Australian Secretariat by seven [7] days written notice. Two [2] shall form a quorum at any meeting of the Australian Secretariat and the Australian Secretariat shall regulate its own procedure at meetings.

### **(7) Responsibility of the Australian Secretariat**

The Australian Secretariat shall be responsible to the Annual Conference and when the Annual Conference is not sitting shall have the power to:

- (a) administer the affairs of the Association and expend monies as it may consider essential,
- (b) interpret any rules of the Association and the Class, excepting the specifications and technical restrictions and the plans of the Class,
- (c) put forward items for the agenda for the Annual Conference,
- (d) convene Special Conferences of the Association,
- (e) call for a postal vote.
- (f) keep custody and control of all books, documents and securities of the Association.

#### **(8) Duties of Office Bearers**

The duties of each member of the Australian Secretariat and Office Bearers shall be prescribed by the Association from time to time and recorded in the By-Laws.

## **11 CONFERENCES OF THE ASSOCIATION**

### **(1) Annual Conferences**

The Association shall hold one Annual Conference. Any other general meetings of the Association held shall be Special Conferences.

### **(2) Function, Time and Place of Annual Conference**

The legislative and judicial powers of the Association shall be vested in the Annual Conference which shall be held in each year on or after the 26th December and prior to the first heat of the National Championship. The Australian Secretariat shall convene the Annual Conference at such place, on such day and at such time as the Australian Secretariat decides.

### **(3) Period of Notice of Annual Conference**

The Australian Secretariat shall give notice of the Annual Conference at least two [2] months before the date of the Annual Conference.

### **(4) Members of the Annual Conference**

The Annual Conference shall be constituted of a maximum of:

- (a) two delegates from each Division,
- (b) the members of the Australian Secretariat, and Office Bearers
- (c) one observer from each Division.
- (d) No persons other than the members of the Annual Conference of the Association shall be admitted to such a conference unless called to attend for a specific purpose by that conference.

### **(5) Chairman of the Annual Conference**



- (a) The Australian President shall be ex officio, the Chairman of the Annual Conference, in his absence the Australian Commodore shall act as Chairman.
- (b) Unless otherwise stated in the rules the Chairman shall decide the order of general business, points of order and method of voting.

#### **(6) Business of the Annual Conference**

At the Annual Conference the Association shall transact the following business in the following order:

- (a) reading of the Notice of Conference;
- (b) recording of apologies;
- (c) reading and confirmation (by resolution) of the Minutes of all Special Conferences (if any) since the previous Annual Conference;
- (d) Reading and tabling and acceptance of the following reports:
  - Australian President's Report
  - Australian Secretary's Report including the Financial Report
  - Measurer's Report
  - Publicity Officer Report
- (e) election of members of the Australian Secretariat and Office Bearers.
- (f) any business of which thirty [30] days prior written notice has been given to the secretariat and each other division by the promoting division.
- (g) general business, not including any amendment to these Rules or Technical Restrictions except items referred by the Measurers' Conference.

#### **(7) Confirmation of Minutes of the Annual Conference**

- (a) The Chairperson of the Annual Conference shall convene a meeting ("the Confirmation Meeting") for confirmation of the Minutes of the Annual Conference within seven [7] days of the conclusion of the Annual Conference. A copy of confirmed minutes shall be supplied to Member Affiliates within thirty [30] days of the Conference.
- (b) Any persons in attendance at the Annual Conference may attend the Confirmation Meeting.
- (c) The quorum of the Confirmation Meeting shall be:
  - (i) one member of the Australian Secretariat who was in attendance at the Annual Conference.
  - (ii) one delegate from each of three Member Affiliates who were personally in attendance at the Annual Conference

- (d) The business of the Confirmation Meeting shall be limited to:
  - (i) reading of the Minutes of the Annual Conference
  - (ii) amendment of the Minutes if necessary to form a true and correct record without altering the intention of the motion.
  - (iii) confirmation of the Minutes.
- (e) The record of the Confirmation Meeting shall include:
  - (i) the Minutes of the Annual Conference
  - (ii) a list of amendments if any
  - (iii) the motion of confirmation
  - (iv) the signature of the Chairman affixed in the presence of a quorum.
- (f) Matters passed at any conference not having had full notice as per clause 11(6)(f) and including items referred by the measurers conference as per clause 11(6)(g) shall be set aside if an objection is received from any Member Affiliate within sixty [60] days of the conference. If an objection is received that matter shall be automatically on notice for the next conference unless a postal vote is called for.

#### **(8) Special Conferences**

- (a) The Australian Secretariat may, and upon the written requisition of three [3] Divisions shall, by thirty [30] days prior notice, convene a Special Conference of the Association to conduct the business stated in the requisition and the notices convening the meeting.
- (b) A Special Conference shall be constituted of the same members as an Annual Conference unless specifically resolved otherwise at an Annual Conference.
- (c) Confirmation of meeting shall be as for the Annual Conference except that it shall take place within twenty-four [24] hours of the conclusion of the Special Conference.

#### **(9) Notices of Conferences of the Association**

Notices of agenda of any conference of the Association shall be posted to all Divisions.

#### **(10) Voting Powers of the Members**

- (a) The Chairperson at the Annual Conference or Special Conference shall have a casting vote (in addition to his deliberative vote if any) in the case of an equality of votes.
- (b) Non-Secretariat Office Bearers shall not be entitled by their office to vote. They may however act as delegates to the Annual Conference or Special Conference in addition to their other duties and shall be entitled to the vote or votes they would otherwise exercise as such delegate or delegates.

- (c) Each delegate shall be entitled to one [1] vote. If only one [1] delegate is present from a Division that delegate shall be entitled to two [2] votes.
- (d) Each member of the Australian Secretariat shall be entitled to one [1] vote in addition to any vote as a delegate.
- (e) Proxy Vote

A Division which is not able to send a delegate shall be entitled to two [2] votes cast by proxy. A Secretariat member who is not able to attend shall be entitled to one [1] vote cast by proxy. Written evidence of the granting of a proxy must be submitted to the Chairman prior to the Annual Conference. A Secretariat member or delegate from another Division may act as proxy for such an absence but the Chairman and Conference Secretary may not act as such proxy.

- (f) An observer from a Division shall act only in an advisory capacity.

#### **(11) Voting at Conferences of the Association**

Any resolution at a Conference of the Association shall, except where otherwise provided in the Rules, be carried if voted for by a majority of those present and entitled to vote, voting in the following ratio:-

Constitution	- 75 percent of votes
By-Laws Part A	- 51 percent of votes
By-Laws Part B	- 66 percent of votes

Any one member of a conference may demand a written ballot.

#### **(12) Quorum at Conferences of the Association**

A quorum at the Annual Conference and at any Special Conference shall be one [1] delegate from each of four [4] Divisions attending in person.

#### **(13) Procedure if No Quorum**

If within thirty [30] minutes from the conference time appointed no quorum shall be present:

- (a) at the Annual Conference, the Conference shall be adjourned for up to two [2] days at which adjourned meeting no quorum shall be necessary.
- (b) at a Special Conference, the Conference shall be adjourned for up to four [4] hours then if no quorum is achieved the Conference shall lapse.

#### **(14) Unfinancial Member Affiliates**

If any Member Affiliate be unfinancial at the time of the Annual Conference or any Special Conference, then its delegates and representative may not participate in such conference. A Member Affiliate shall be deemed to be unfinancial if it has failed to pay its annual subscription and other levy (if any) imposed in the Association Year ending prior to the conference.

## **(15) Conferences Bound by Ban Periods**

Conferences of the Association shall be bound by successive Ban Periods which shall prevent the Association from changing the Specifications and Technical Restrictions of the Class within each Ban Period except to remedy a patent error. The Ban Period shall be effective from the 1st day of July following the National Conference at which it is imposed.

## **12 ALTERATION OF THE OBJECTS (STATEMENT OF PURPOSE) AND CONSTITUTION**

The Association may, by a resolution passed by not less than three quarters of the members present at a Conference of the Association, or by Postal Vote, of which thirty [30] days due notice of the proposed resolution has been given,

- (a) alter, delete from or add the Objects (Statement of Purpose) and this Constitution,
- (b) repeal this Constitution and adopt a new Constitution.

A notice of such Conference may refer to a summary available for perusal in lieu of setting that change out in full.

## **13 POSTAL VOTE**

If requested by the Australian Secretariat rules affecting the Constitution, government or specifications and technical restrictions of the Class may be decided by means of a postal vote which shall be decided in accordance with the procedure and the entitlements of the Member Affiliates and Office Bearers at the Annual Conference. In the event of such a postal vote the Australian President shall have the casting vote which would otherwise be exercised by the Chairman of the Annual Conference or Special Conference.

## **14 SERVICE OF NOTICE**

- (a) A notice may be served by the Association upon any Division either personally or by sending it by post to the Division at his address shown in the register of members.
- (b) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

## **15 CLASS DOCUMENTS**

### **(1) The Class Documents shall consist of:**

- (a) this Constitution,
- (b) the By-Laws as proposed and passed from time to time
- (c) the plans of the Class.

## **16 CUSTODY OF BOOKS AND OTHER DOCUMENTS**

Except as otherwise provided in the Rules, the Australian Secretary shall keep in his custody or under his control all books, documents and securities of the Association. The Australian Secretary shall grant Member Affiliates reasonable access to these books, documents and securities as requested.

## 17 MANAGEMENT OF THE ASSOCIATION

### **(1) By-Laws**

The By-Laws of the Association may be deleted, amended or added to by resolution at a Conference of the Association or Postal Vote. The By-Laws shall be divided into two parts as follows :-

- (a) By-Laws to do with management of the association and running of the national championships shall be included in By-Laws Part A
- (b) By-Laws to do with the specifications and technical restrictions of the boat shall be included in By-Laws Part B

### **(2) By-Laws subject to this Constitution.**

All By-Laws made under the preceding sub-rule shall be consistent with the provisions of this Constitution and if there is a conflict the Constitution shall prevail.

### **(3) Common Seal**

- (a) The Association shall have a Common Seal and the Australian Secretary shall retain custody of it.
- (b) Any deed or instrument to be executed under seal by the Association shall be executed by having the Common Seal affixed there to pursuant to a resolution of the Australian Secretariat the members of which shall all attest the affixing.

### **(4) Accounts**

The Australian Secretariat shall keep all records of the association in such a manner as to enable proper reporting of the financial affairs of the association to be made when required.

### **(5) Signing of Negotiable Instruments.**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by at least one member of the Australian Secretariat.

## 18 APPOINTMENT OF AUDITOR

The Association may at the First Annual Conference and thereafter at each Annual Conference, as necessary, appoint an Auditor of such recognised standing as the Association shall think fit for such period, and on such terms as the Association shall think fit.

The Association may at any time, with the consent of a majority of three quarters of the members present at a Special Conference called for the purpose, be dissolved.

## 20 SURPLUS PROPERTIES AFTER DISSOLUTION

If, after the dissolution or winding up of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other association or institution having objects similar wholly or in part to the objects of the Association and which shall prohibit the distribution of its or

their income and property among its members or to some charitable object or objects which association, institution or objects shall be determined by the members of the Association at or before the time of dissolution or winding up, or in default thereof or if in so far as effect cannot be given to such determination then such payment or distribution shall be determined by a Judge of the Supreme Court of one of the States of Australia.

## 21 COPYRIGHT

Copyright of the Class Documents shall remain with the Association.

## 22 SOURCE OF FUNDS

The funds of the Association shall be derived from annual subscriptions, levies, entrance fees, donations and other sources as the Australian Secretary determines.

## 23 PECUNIARY INTERESTS

The property and income of the Association shall be applied solely and exclusively to the promotion of its objects, and no part may be applied or transferred, directly or indirectly, by way of pecuniary profit to a member.

## 24 PATRON

The Secretariat of the Association may appoint a patron whose appointment shall be confirmed by the Member Affiliates at the Annual Conference.

