

**FLYING FIFTEEN INTERNATIONAL
NEW SOUTH WALES (INC)**



CONSTITUTION

**OCT 2006
Effective from Date of Incorporation**

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1. Name

The name of the Association is "Flying Fifteen International – New South Wales (Inc)", hereinafter referred to as the "Association".

2. Objectives

2.1 The objectives of the Association are to promote the interests of the Class in New South Wales, to bring owners and other interested persons into contact with each other and to control and manage Class affairs in accordance with the wishes of members.

To achieve these objectives the Association shall:-

- (a) Encourage the sailing and racing of the Class in New South Wales in accordance with the International Flying Fifteen Class Rules.
- (b) Maintain affiliation with Flying Fifteen International Australia.
- (c) Arrange and control State Championships and such other races as the Association may decide.
- (d) Promote social activities between members of the Association and provide such privileges and amenities, as may from time to time be thought desirable.
- (e) Associate with other bodies in the advancement of the sport of yachting.

3. Terms and Definitions

3.1 Throughout this constitution, the following terms shall have the meanings assigned below:-

- (a) "Association" as defined in Clause 1.
- (b) "Associate Member" as defined in Clause 15.
- (c) "Association Year" as defined in Clause 10.
- (d) "Class" shall mean those Flying Fifteens registered with Flying Fifteen International.
- (e) "Flying Fifteen" shall mean the class of sailing boat designed by Uffa Fox and constructed in accordance with the One-Design Rules and Builder's specifications as defined in the International Flying Fifteen Class Rules and in respect of which a current valid measurement certificate has been issued.
- (f) "Flying Fifteen International" shall mean the world body co-ordinating and managing the affairs and rules of the World Federation of Flying Fifteen Owners Associations.
- (g) "Flying Fifteen International Australia" shall mean the Australian body co-ordinating and managing the affairs and rules of the Australian association of the Class.
- (h) "Honorary Member" as defined in Clause 15.

- (i) "International Flying Fifteen Class Rules" shall mean the Rules governing and controlling the Flying Fifteen Class worldwide, as published by Flying Fifteen International and authorised by the International Sailing Federation, as amended from time to time.
- (j) "Life Member" as defined in Clause 15.
- (k) "member" shall mean an Ordinary Member, Associate Member, Honorary Member, Life Member or any one or all of them.
- (l) "Measurement Certificate" as defined in Clause 14.
- (m) "Officers" as defined in Clause 4.1 and Clause 5.
- (n) "Ordinary Member" as defined in Clause 15.
- (o) "President" as defined in Clause 5.
- (p) "Secretary" as defined in Clause 5.
- (q) "State Measurer" as defined in Clause 5.
- (r) "Treasurer" as defined in Clause 5.
- (s) "Vice President" as defined in Clause 5.

4. Officers and Committee

- 4.1 The Officers of the Association shall be the President – Treasurer and Secretary - State Measurer. At a future date the Officers may be expanded to President, Vice President, Secretary, Treasurer and State Measurer, dependant on membership.
- 4.2 The Committee shall consist of the Officers together with not less than two or more than six other financial members elected as members of the Committee in accordance with Clause 19.
- 4.3 All Officers and other members of the Committee must be financial members of the Association.

5. Duties of Officers

5.1 It shall be the duty of the President:-

- (a) to act as chairman at all general and Committee meetings of the Association;
- (b) to represent the Association at any function, meeting or event at which the President or the Committee think it necessary for the Association to be represented; and
- (c) to present a report on the activities of the Association at the Annual General Meeting next following his election or re-election.

5.2 It shall be the duty of the Vice-President:-

- (a) to deputise for the President in his absence.

5.3 It shall be the duty of the Secretary:-

- (a) to perform such secretarial duties as may from time to time be required by the Association and to receive and file all mail and correspondence;
- (b) to keep a copy of the Treasurer' s Report;
- (c) to attend at and to prepare minutes of proceedings of all meetings of the Association and where necessary to prepare agendas for the same and to do likewise for meetings of the Committee and to record all such minutes in the minute book of the Association; and
- (d) to maintain and correct the register of members, setting forth their names, addresses, details of members Flying Fifteens and particulars of their payments of subscriptions.

5.4 It shall be the duty of the Treasurer:-

- (a) to see that correct accounts and books are kept showing the financial affairs of the Association, and the particulars usually shown in books of account of a like nature, and that the accounts and books are properly audited by an auditor appointed by the Association in general meeting;
- (b) to receive all monies due to the Association, pay the same into the bank account of the Association and pay all bills when approved by the Committee, keeping a correct account of the same in books provided for that purpose;
- (c) to present a report to each Committee meeting showing the state of the Association ' s finances; and
- (d) to provide at the Annual General Meeting a statement showing receipt and payments for the past year, the assets and liabilities of the Association and a report on the finances of the Association.

5.5 It shall be the duty of the State Measurer:-

- (a) to be accredited by Flying Fifteen International Australia and the Yachting Association of New South Wales (Inc);
- (b) ensure that all Flying Fifteens conform with the International Flying Fifteen Class Rules for the time being in force;
- (c) to issue measurement certificates;
- (d) to recommend to the Committee proposals for changes to the International Flying Fifteen Class Rules in accordance with the constitution of Flying Fifteen International; and
- (e) to co-opt and train and accredit other measurers, as required.

6. Powers and Duties of the Committee

6.1 Subject to these rules the Committee shall:-

- (a) manage the general affairs and funds of the Association;

- (b) appoint delegates to meetings (if any) at which it thinks the Association ought to be represented;
- (c) from time to time make regulations and bylaws consistent with these rules;
- (d) appoint from the financial members of the Association sub-committees for such purpose as the Committee from time to time may think fit provided that any such sub-committee shall have as its chairman a member of the Committee;
- (e) delegate to any sub-committee such powers as the Committee thinks necessary to enable that sub-committee to carry out the purpose for which it was appointed;
- (f) from time to time elect members;
- (g) from time to time appoint or dismiss or accept the resignation of any servant of the Association;
- (h) from time to time fill any vacancy amongst the Committee, howsoever occurring until the next Annual General Meeting of the Association; and
- (i) from time to time construe these rules for all purposes, such construction being final unless rescinded by the Association in general meeting.

7. Property

7.1 The income and property of the Association shall be applied solely to the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to the members provided that remuneration may be paid in good faith to Officers and servants of the Association or other persons in return for services actually rendered to the Association and that any property may be held on lease or hire from any persons at reasonable rentals.

8. Borrowing Power

8.1 The Association shall have the power to borrow or raise or secure the payment of money in such manner as the Association thinks fit with power to issue debentures, grant mortgages or create charges over any of the property real or personal both present and future of the Association and to redeem or pay off any existing or future security.

9. Banking Accounts

9.1 The funds of the Association shall be lodged in the name of the Association at such banks or building societies qualifying as authorised trustee investments (as defined in the Trustee Act 1962 (as amended) or any statutory modification or replacement thereof) as may be selected by the Committee.

9.2 All accounts passed for payment by the Committee shall be paid by cheque, signed by any two of the Treasurer, President, Vice President and/or Secretary, or other member of the Committee authorised by the Committee for that purpose.

10. Association Year

10.1 The financial year of the Association shall end on the 31st December in each year.

11. Meeting of the Association

11.1 Members shall be given 14 days notice of each and any meeting of the members of the Association.

11.2 The Annual General Meeting of the Association shall be held during the State Championships or failing that during the months of March or April in each year or such other date as the members may by ordinary resolution determine. The time and place of the meeting shall be determined by the Committee.

11.3 At the Annual General Meeting the following business shall be conducted:-

- (a) the confirmation of the minutes of the preceding Annual General Meeting (unless the same shall have been confirmed at a previous meeting of the Association);
- (b) the presentation of the President 's report on the preceding year' s activities;
- (c) the presentation of the Treasurer' s report and balance sheet in respect of the preceding year;
- (d) the election of the Officers and the members of the Committee for the ensuing year;
- (e) the election of Life Members;
- (f) the election of Honorary Members for the ensuing year;
- (g) the appointment of the auditor of the Association for the ensuing year;
- (h) any other business of which **21 days** prior written notice shall have been given to the Secretary before such meeting; and
- (i) any other business of which notice has not been given. No resolution may be carried in respect of any business of which 21 days prior written notice has not been given.

11.4 The Committee shall have the power to call special meetings of the members of the Association to be held on such day and at such time and place as the Committee may appoint. The Committee shall be bound to call a special meeting on receipt of a written requisition signed by at least 10 financial members of the Association requesting the Committee so to do and specifying the business for which such meeting is to be held. The meeting shall be convened within 45 days of receipt of such request.

11.5 The quorum at any meeting of the Association shall be 10 financial members. If at the expiration of 15 minutes from the time specified in the notice calling the meeting as the time for commencement of the meeting a quorum is not present, the presiding officer shall adjourn the meeting to such time and place as he thinks fit.

11.6 Only financial members of the Association shall vote at any meeting of the Association.

- 11.7 Every resolution passed at a duly convened meeting of the Association shall be conclusive and binding on all members of the Association whether or not they were present at the meeting.
- 11.8 All meetings of the Association shall be conducted in accordance with the generally accepted rules of debate.
- 11.9 Any motion which in the opinion of the chairman affects the funds or the objectives of the Association shall before it is voted upon be approved by the Committee of the Association.
- 11.10 Every resolution proposed at a meeting of the Association shall be decided in the first instance by a show of hands and then, if a poll is demanded by at least five voting members, by a poll. In the case of an equality of votes the chairman shall, both on a show of hands and at a poll, have a casting vote in addition to the vote to which he may be entitled as a member.
- 11.11 At any meeting of the Association a declaration by the chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority shall be conclusive evidence of the fact. If a poll is demanded as aforesaid, it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 11.12 Postal votes are permitted at any meeting of the Association provided that such votes are delivered to the Secretary not less than 24 hours prior to the scheduled time for the commencement of the meeting.
- 11.13 No proxy voting shall be allowed at any meeting of the Association.

12. Committee Meetings

- 12.1 The Committee shall meet monthly or more or less often as business requirements dictate. A minimum of six meetings shall be held per Association Year.
- 12.2 A Committee meeting may be called by the President or the Secretary at any time upon reasonable notice to the other members of the Committee.
- 12.3 The number required to form a quorum at a Committee meeting shall be five.
- 12.4 If at the expiry of 15 minutes after the time for which a Committee meeting has been called a quorum is not present, the presiding officer shall adjourn the Committee meeting to such time and place as he shall think fit.

13. Postponement of Meetings

- 13.1 The Committee may postpone any meeting of the Association which has already been called to such time and place as it thinks fit, provided that the length of the postponement does not exceed 31 days and provided that notice of the postponement is given to all members of the Association in the same manner as is required for notice of meetings of the Association.
- 13.2 The business transacted at any postponed meeting of the Association shall be as valid as if it had been transacted at the time and place first appointed for that meeting.

14. Registration and Eligibility to Compete

14.1 A Flying Fifteen may be registered with the Association by supplying the Secretary with copies of the following:-

- (a) the current measurement certificate issued by an accredited Class measurer in accordance with the International Flying Fifteen Class Rules; and
- (b) such other certificates as the Committee may from time to time prescribe.

14.2

- (a) No Flying Fifteen shall race in Association races unless it holds a current measurement certificate and both the helmsman and crew are financial members of an association affiliated with Flying Fifteen International; and
- (b) the Committee may recommend to any authority providing racing for the Class the suspension from racing of a Flying Fifteen which does not comply with this Clause.

15. Membership

15.1 There shall be the following classes of membership of the Association:-

- (a) Ordinary Members;
- (b) Associate Members;
- (c) Honorary Members; and
- (d) Life Members

15.2 An Ordinary Member shall be anyone who:-

- (a) has been duly elected as an Ordinary Member of the Association in accordance with Clause 16; and
- (b) is the owner or joint owner of a Flying Fifteen registered with the Association in accordance with Clause 14.

15.3 An Associate Member is any member who is not eligible to be an Ordinary Member but has been duly elected as a member of the Association.

15.4 An Honorary Member shall be any person elected as Honorary Member by the Association in accordance with this sub-clause:-

- (a) when in the opinion of the Committee a person has, by his voluntary services to the Association, become entitled to Honorary Membership of the Association, the Committee may recommend to a meeting of the Association that the person concerned should be elected an Honorary Member;
- (b) the meeting of the Association considering the eligibility of any person to become an Honorary Member shall vote on the matter by ballot, and if not less than two-thirds of the members present and voting shall cast their votes in favour of the recommendation, such person shall be duly elected an Honorary Member of the

Association and shall thereafter be entitled to all the privileges of a member without having to pay subscriptions; and

- (c) Honorary Membership shall be effective for the period until the next Annual General Meeting at which time the Honorary Member shall be eligible for re-election.

15.5 A Life Member shall be any person elected as a Life Member by the Association in accordance with this sub-clause:-

- (a) when in the opinion of the Committee a member has, by his voluntary services to the Association, become entitled to Life Membership of the Association, the Committee may recommend to a meeting of the Association that the member concerned should be elected a Life Member of the Association; and
- (b) the meeting of the Association considering the eligibility of any member to become a Life Member shall vote on the matter by ballot, and if not less than two-thirds of the members present and voting shall cast their votes in favour of the recommendation, such member shall be duly elected a Life Member of the Association and shall thereafter be entitled to all the privileges of a member without having to pay subscriptions.

16. Election of Ordinary and Associate Members

16.1 Every candidate for election as a member of the Association shall be proposed by an Ordinary Member and seconded by another financial member both whom must personally know the candidate. The proposer, the seconder and the candidate shall each subscribe their names, addresses and signatures to a nomination paper in such form as the Committee may from time to time require, and the candidate shall then submit the nomination paper to the Committee.

16.2 It shall be the duty of the proposer and the seconder to ascertain that the candidate is in every respect eligible for the class of membership sought.

16.3 The election of a candidate shall be by ballot of members of the Committee present at a Committee meeting. If on a counting of votes there is less than three-quarters of votes in favour of the election of the candidate, the candidate shall not be elected, but otherwise the candidate shall be elected.

16.4 In the event of a candidate not being elected, any subscription fee deposited by the candidate shall be refunded in full.

16.5 All financial members of Flying Fifteen International New South Wales as at the date of incorporation of the Association are automatically created members of the Incorporated Association.

17. Resignation of Members

17.1 Any member wishing to resign from the Association shall give notice to the Secretary in writing to that effect.

17.2 Resignation shall not relieve the member from any liability to the Association for subscriptions or otherwise in respect of the period up to the receipt by the Association of the notice of resignation.

18. Suspension and Expulsion of Members

- 18.1 The Association shall have the power, by a resolution passed at a meeting of the Association called for that purpose, to suspend or expel any member from the Association, if, in the opinion of two-thirds of those present and voting at such meeting, the member has by his conduct forfeited the right to remain a member.
- 18.2 Before calling such meeting the Committee shall communicate with the offending member, supply him with the details of charges made against him, and give him the option of resigning from the Association.
- 18.3 The offending member shall be given a reasonable opportunity to address the meeting of the Association called for the purpose of considering his suspension or expulsion.
- 18.4 On the passing of a resolution to suspend a member the member shall be suspended from membership of the Association for such period as the Association shall then decide, and his subscription and privileges shall for the period of suspension be forfeited.
- 18.5 On the passing of a resolution to expel a member the member shall be expelled from the Association and his subscription and privileges shall immediately be forfeited.
- 18.6 Voting under this clause shall be by secret ballot and no proxy voting shall be allowed.

19. Election of Officers and Committee

- 19.1 All nominations for the position of Officers and members of the Committee shall be made in writing and shall be signed by the nominee and his proposer, who must be a financial member of the Association.
- 19.2 The Officers and members of the Committee shall be elected by ballot at the Annual General Meeting of the Association and shall hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting.
- 19.3 Where there is no nomination for any office of the Association, or where there are insufficient nominations for members of the Committee, nominations may be called from the members present at the Annual General Meeting at which the election is being held.

20. Subscriptions

- 20.1 The financial members shall from time to time in general meeting determine the amount of subscriptions to be paid by each class of member.
- 20.2 All subscriptions and fees shall become due and payable on 1st October in each year. Any member who fails to pay his subscription within 30 days of it becoming due and payable shall not, until such subscription is paid, be entitled to exercise any of the rights and privileges of a member.
- 20.3 Any member who has not paid his subscriptions within three months of it becoming due and payable shall forfeit his membership of the Association unless the Committee after hearing representations from the member shall waive the provisions of this sub-clause.
- 20.4 The Committee shall have the power to remit or reduce any subscription where it thinks the circumstances so warrant.

21. Patron

21.1 A meeting of the Association may on the recommendation of the Committee elect as Patron of the Association a person who is willing to accept the office.

22. Amendments to Constitution

22.1 Any financial member of the Association may propose amendments to this constitution of the Association in the manner hereinafter set out.

22.2 Any proposal under this clause shall be by notice of motion which shall be in writing and given to the Secretary.

22.3 The notice of motion shall be considered at the meeting of the Association to be held next after the expiry of 28 days from the date upon which the Secretary receives the notice of motion. A meeting of the Association for the purpose of considering the notice of motion may be called in accordance with Clause 11.

22.4 The notice of the meeting of the Association at which the notice of the motion is to be considered shall set out the contents of the notice of motion in full.

22.5 No motion under this clause shall be deemed passed unless three-quarters of the financial members present and voting at the meeting of the Association at which it is considered shall vote in favour thereof, and the majority includes at least 10 members.

23 Common Seal

23.1 For the purposes of the Association's Incorporation Act 1987 the President, Vice President, Secretary and the Treasurer for the time being of the Association shall be the Trustees and Seal Holders of the Association together with such other financial Ordinary Members or Life Members as may be appointed by ordinary resolution of the members in general meeting.

23.2 The common seal of the Association shall be kept in the custody of the Secretary.

23.3 The common seal shall be affixed by the Trustees and Seal Holders to any writing authorized by resolution of the Committee and not otherwise and every writing to which the seal has been affixed shall be countersigned by no less than two of the Seal Holders.

24. Dissolution

24.1 The Association may be dissolved upon the vote of three-quarters of the members of the Association present and voting at a meeting of the Association called for that purpose as hereinafter provided.

24.2 Notice of such meeting of the Association specifying the purpose for which it is called shall be sent to every financial member of the Association not less than 30 days prior to the date upon which it is to be held.

24.3 A motion for dissolution of the Association under this clause shall not be deemed to have been passed unless three-quarters of the total number of financial members of the Association are present at the meeting of the Association called to consider it.

24.4 If upon 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 or distributed amongst the members of the Association, but shall be given or transferred to some other incorporated association having similar objectives to those of the Association, the rules of which prohibit the distribution of its or their income or property amongst its or their members, or to some charitable object or objects which association, institution or object shall be determined by the members of the Association at, or before the time of dissolution or winding up.

25. Inspection of Records etc of Association

25.1 A member may at any reasonable time, inspect, without charge, the books, documents, records and securities of the Association.

26. Interpretation

26.1 In construing this constitution words importing the feminine gender masculine gender singular or plural numbers shall include masculine gender feminine gender plural number and singular number respectively.