

FLYING FIFTEEN INTERNATIONAL – AUSTRALIA INC.

# CONSTITUTION

Incorporated 28 February 2006

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SCHEDULE

1. Name

The name of the Association is Flying Fifteen International - Australia and when incorporated, Flying Fifteen International - Australia Inc. [Schedule 1 (1) of the Act]

2. Terms and Definitions

In these rules unless the contrary intention appears:

“Act” means the Associations Incorporation Act 1987 (Western Australia);

“Annual General Meeting” as defined in rule 25;

“Annual Subscription” as defined in rule 8;

“Association” as defined in rule 1;

“Associate Member” as defined in rule 5;

“Auditor” as defined in rule 23;

“Chairman” as defined in rule 16;

“Championship Regulations” means the regulations for the conduct of World, European and International championships of the Class as published by *ff* International.

“Class” means the International Flying Fifteen Class;

“Class Rules” shall mean the rules governing and controlling the Class worldwide, as published by *ff* International and authorised by the International Sailing Federation, as amended from time to time;

“convene” means to call together for a formal meeting;

“Committee” as defined in rule 10;

“Committee meeting” means a meeting referred to in rule 17;

“Commissioner” as defined in the Act;

“Constitution” means this document being the rules of the Association;

“Financial Year” as defined in rule 20;

“Flying Fifteen” means a sailing boat designed by Uffa Fox and known as the International Flying Fifteen, constructed in accordance with the Class Rules and in respect of which a current valid Measurement Certificate has been issued;

“*ff* International” means the body coordinating and managing the affairs and rules of the Class worldwide;

“general meeting” means a meeting to which all members are invited;

“Life Member” as defined in rule 5;

“member” means an Ordinary Member, Associate Member, Life Member or any one or all of them;

“member of the Committee” means persons referred to in rule 10;

“Measurement Certificate” means a measurement certificate issued by an accredited Class measurer in accordance with the Class Rules;

“National Championship” as defined in rule 31;

“National Championship By-laws” as defined in rule 31;

“National Measurer” as defined in rule 11;

“Objects” as defined in rule 3; “Officers”

as defined in rule 10; “Ordinary

Member” as defined in rule 5;

“ordinary resolution” means a resolution other than a special resolution;

“postal ballot” means a postal or verifiable electronic ballot conducted in accordance with rule 24;

“poll” means voting conducted in written form (as opposed to a show of hands);

“President” as defined in rule 11;

“Register of Boats” as defined in rule 11.2 (d);

“Register of Members” as defined in rule 6;

“Secretary” as defined in rule 11;

“special general meeting” means a general meeting other than the Annual General Meeting’

“special resolution” as defined in rule 28;

“State Association” means an association recognized by the Committee and established in a state or territory of the Commonwealth of Australia to promote the interests of the Class in that state or territory consistent with the Objects of this Constitution and with the constitution of *ff* International;

“State Delegate” means a member appointed in writing by a State Association as its representative on the Committee and in the absence of any such appointment shall be the president of the State Association;

“Treasurer” as defined in rule 11;

“voting member” means the Ordinary Member or Life Member whose name appears first on the Register of Boats in respect of each Flying Fifteen. No member shall be entitled to more than one vote regardless of how many boats that member may own. At an Annual General Meeting only those members who were Ordinary Members or Life Members as at 15 November immediately preceding the meeting shall be entitled to vote. For a postal ballot or a special general meeting only those members who were Ordinary Members or Life Members as at 30 days immediately preceding the postal ballot or special general meeting shall be entitled to vote; and

“Yachting Australia Inc.” means the entity responsible for the control and administration of yacht racing in Australia.

### 3. Objects

[Schedule 1 (2) of the Act]

3.1 The objects of the Association are to:

- (a) Promote interest in, the construction of and the sailing of the Class in Australia.
- (b) Maintain affiliation with *ff* International and assist them in meeting their objectives in a manner consistent with their constitution.
- (c) Control and manage the affairs of the Class in Australia.
- (d) Uphold the Class Rules.

3.2 So as to achieve these objectives the Association shall:

- (a) Associate with other bodies in the advancement of the sport of yachting;
- (b) Encourage the sailing and racing of the Class in Australia in accordance with the Class Rules;

- (c) Maintain affiliation with *ff* International and Yachting Australia;
- (d) Arrange and control National Championships and such other races as the Association may decide;
- (e) Transact all business with Yachting Australia and *ff* International on behalf of members and State Associations including the acquisition and issue of sail numbers, payment of royalties, registration of Flying Fifteens and submissions to *ff* International for changes to the constitution of *ff* International, the Class Rules and the Championship Regulations; and
- (f) Do all things to promote the interests of the Class in Australia.

3.3 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

#### 4. Powers

4.1 The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below the Association may do all things necessary or convenient for carrying out its objects and purposes and in particular may:

- (a) Acquire, hold, deal with and dispose of any real or personal property;
- (b) Open and operate bank accounts;
- (c) Invest its money:
  - (i) In any security in which trust monies may lawfully be invested; or
  - (ii) In any other manner authorised by the Constitution;
- (d) Borrow money upon such terms and conditions as the Association thinks fit;
- (e) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) Appoint agents to transact any business of the Association on its behalf;
- (g) Enter into any other contract it considers necessary or desirable; and
- (h) Act as a trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the Constitution.

4.2 The Association shall have the power to provide *ff* International with such information from the Register of Members and the Register of Boats as it may reasonably require.

4.3 The Association shall have the power to create, modify and rescind National Championship By-laws relating to the conduct and administration of the National Championship.

4.4 The powers in rules 4.1, 4.2 and 4.3 are subject to any additions exclusions or modifications provided for in this Constitution.

5. Membership

[Schedule 1 (3) of the Act]

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

- (a) Ordinary Member;
- (b) Associate Member; and
- (c) Life Member.

Ordinary Member

5.2 An Ordinary Member shall be any person:

- (a) Who is a member of a State Association; and
- (b) Who is the owner or joint owner of a Flying Fifteen registered with a State Association whose name appears first on the Register of Boats in respect of that Flying Fifteen; and
- (c) Who has been duly nominated as an Ordinary Member by that State Association; and
- (d) In respect of whom the State Association has paid the Annual Subscription.

Joint owners of a Flying Fifteen shall advise their relevant State Association in writing signed by all joint owners of the identity of the owner selected by them to be the first named owner in respect of their Flying Fifteen and the State Association shall advise the Secretary accordingly.

Associate Member

5.3 An Associate Member shall be any person who is a financial member of a State Association who is not eligible to be an Ordinary Member who has been duly nominated as an Associate Member by an Ordinary Member or Life Member.

An Associate Member shall not be entitled to a vote.

Life Member

5.4 A Life Member shall be any person elected as a Life Member in accordance with this sub-rule:-

- (a) When in the opinion of the Committee a member has, by his sustained outstanding voluntary services to the Association, become entitled to Life Membership, the Committee may recommend to an Annual General Meeting that the member concerned should be elected a Life Member.
- (b) The motion presented to the meeting shall not require written notice; and
- (c) The meeting considering the eligibility of any member to become a Life Member shall vote on the matter and if not less than three-fourths of the voting members present and voting shall cast their votes in favour of the recommendation, such member shall be duly elected a Life Member and shall thereafter be entitled to all the privileges of an Ordinary Member without his State Association having to pay the Annual Subscription in respect of him.

6. Register of Members

[Section 27 and Schedule 1 (4) of the Act]

6.1 The Secretary shall on behalf of the Association keep and maintain in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member, shall make the register available for inspection by the member

and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

7. Inspection of Records

[Schedule 1 (4) of the Act]

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

8. Subscriptions of Members

{Schedule 1 (5) of the Act]

8.1 From time to time in general meeting the voting members shall determine the amount of Annual Subscriptions to be paid by each class of member for each Financial Year. Any change in the Annual Subscription shall apply to the next Financial Year. For the Association's Financial Year for 2006/2007 the Annual Subscription shall be \$32 per Ordinary Member.

8.2 Each State Association shall pay to the Treasurer, annually on or before 15 November the amount of the Annual Subscriptions determined under sub-rule 8.1 in respect of all members of that State Association eligible to be Ordinary Members of this Association other than those members who are Life Members of this Association.

9. Termination of Membership

9.1 A member whose subscription is not paid by 15 November ceases on the expiry of that period to be a member.

9.2 A member who delivers notice in writing of his resignation from the Association to the Secretary ceases on that delivery to be a member.

10. Officers and Committee

[Schedule 1 (6) of the Act]

10.1 The Officers of the Association shall be the President, Secretary, Treasurer and National Measurer.

10.2 The Committee shall consist of the Officers together with the State Delegates.

10.3 All Officers and State Delegates shall be members.

10.4 The President and Secretary shall be Ordinary Members or Life Members

10.5 A member of the Committee may not be appointed to a salaried position in the Association.

11. Duties of Officers

President

11.1 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.

#### Secretary

11.2 It shall be the duty of the Secretary:-

- (a) To co-ordinate the correspondence of the Association.
- (b) To keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) To comply on behalf of the Association with:-
  - (i) Section 27 of the Act in respect of the Register of Members of the Association (rule 6);
  - (ii) Section 28 of the Act in respect of the Constitution (rule 34.2); and
  - (iii) Section 29 of the Act in respect of the record of the members of the Committee and any persons who are authorised to use the common seal of the Association, and any trustees of the Association (rule 15);
- (d) To keep and maintain in an up to date condition a Register of Boats being a register of the Flying Fifteens owned by Ordinary Members and Life Members.
- (e) To have custody of all books, documents, records and registers of the Association, including those referred to in sub-rule 11.2 (c), other than those required by sub-rule 11.3 to be kept and maintained by, or in the custody of, the Treasurer [Schedule 1 (13) of the Act]; and
- (f) To perform such other duties as are imposed on the Secretary by the Constitution.

#### Treasurer

11.3 It shall be the duty of the Treasurer:-

- (a) To be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, the Association and to issue receipts for those moneys in the name of the Association;
- (b) To pay all moneys referred to in sub-rule 11.3 (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) To make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by any two Officers or other members of the Committee authorised by the Committee.
- (d) To comply on behalf of the Association with sections 25 and 26 of the Act in respect of he accounting records of the Association (rule 22);
- (e) Whenever directed to do so by the President, to submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) To present the accounting records of the Association to the Auditor for audit.
- (g) To have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in sub-rules 11.3 (d) and (e) [Schedule 1 (13)of the Act]; and
- (h) To perform such other duties as are imposed on the Treasurer by the Constitution.



### National Measurer

11.4 It shall be the duty of the National Measurer:-

- (a) To be accredited as a Class Measurer by *ff* International and Yachting Australia.
- (b) To ensure that all Flying Fifteens registered with the Association conform with the Class Rules;
- (c) To control the issue of Measurement Certificates;
- (d) To present a report on Class Rules related matters to the Annual General Meeting;
- (e) To recommend to the Committee proposals for changes to the Class Rules in accordance with the constitution of *ff* International; and
- (f) To recruit, train and accredit other measurers, as required.

### 12. Powers and Duties of the Committee

[Schedule 1 (6) of the Act]

12.1 Subject to these rules the Committee shall:-

- (a) Carry out the objectives of the Association
- (b) Manage the affairs of the Association;
- (c) Appoint delegates to meetings (if any) at which it thinks the Association ought to be represented;
- (d) Appoint from the 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 appoint or dismiss or accept the resignation of any employee of the Association;
- (g) From time to time fill any vacancy amongst the Officers, howsoever occurring, until the next Annual General Meeting; and
- (h) From time to time construe these rules and any National Championship By-laws for all purposes, such construction being final unless rescinded by the Association in general meeting.

12.2 A member of the Committee may only be reimbursed for reasonable out of pocket expenses incurred on behalf of the Association.

### 13. Election of Officers

[Schedule 1 (6) (a) and (b) of the Act]

13.1 All nominations for the position of Officers shall be made in writing and shall be signed by the nominee and his proposer, who must be an Ordinary Member or Life Member.

13.2 All nominations for the positions of Officers shall be delivered to the Secretary not later than 15 November preceding the Annual General Meeting.

13.3 The Officers shall be elected by ballot at the Annual General Meeting and shall hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting.

13.4 Where there is no nomination for any office of the Association nominations may be called from the members present at the Annual General Meeting at which the election is being held.

13.5 If vacancies remain for any office after calling for nominations under sub-rule 13.4 or when a casual vacancy within the meaning of rule 14 occurs in the position of Officer:-

- (a) The Officers may appoint a member to fill that vacancy; and
- (b) A member appointed under this sub-rule shall hold office until the conclusion of the next following Annual General Meeting.

#### 14. Casual vacancies in Officers

[Schedule 1 (6) (c) and (d) of the Act]

14.1 A casual vacancy occurs in an office of the Association if the Officer:-

- (a) Dies;
- (b) Resigns by notice in writing delivered to the Committee;
- (c) Is convicted of an offence under the Act;
- (d) Is permanently incapacitated by mental or physical ill-health;
- (e) Is absent from more than three Committee meetings in the same Association's Financial Year of which he has received notice without tendering an apology to the person presiding at each of those Committee meetings;
- (f) Ceases to be a member of the Association; or
- (g) Is the subject of a resolution passed by a general meeting of members terminating his appointment as an Officer.

#### 15. Record of office holders

[Section 29 of the Act]

15.1 The Association shall maintain a record of:-

- (a) The names and residential or postal addresses of all members of the Committee and persons who are authorised to use the common seal of the Association; and
- (b) The names and residential or postal addresses of any persons who are appointed to act as trustee on behalf of the Association,

and the Association shall, upon the request of a member, make available the record for the inspection of the members and the member may make a copy of or take an extract from the record but shall have no right to remove the record for that purpose.

#### 16. Chairman

16.1 Subject to this rule, the President shall preside at all general meetings and Committee meetings.

16.2 If the President is absent from a meeting then a member elected by the other members present at that meeting shall preside at that meeting.

#### 17. Committee Meetings

[Schedule 1 (6) (e) of the Act]

- 17.1 The Committee shall meet quarterly or more or less often as business requirements dictate. A minimum of three meetings shall be held per Association's Financial Year.
- 17.2 A Committee meeting may be called by the President or the Secretary at any time upon reasonable notice to the members of the Committee.
- 17.3 The number required to form a quorum at a Committee meeting shall be three.
- 17.4 If, at the expiry of 30 minutes after the time for which a Committee meeting has been called, a quorum is not present, the Chairman shall adjourn the meeting to such time and place as he shall think fit.
- 17.5 At a Committee meeting each member of the Committee present in person or by teleconference shall have a single deliberative vote.
- 17.6 A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the Chairman shall have a casting vote in addition to his deliberative vote.
- 17.7 Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the members of the Committee present at that meeting.
- 17.8 A member of the Committee having any direct or indirect pecuniary interest referred to in sections 21 or 22 of the Act shall comply with that section (rules 18 and 19).

18. Disclosure of interest

[Section 21 of the Act]

- 18.1 A member of the Committee who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee shall, as soon as he becomes aware of his interest, disclose the nature and extent of his interest to the Committee.
- 18.2 Sub-rule 18.1 does not apply in respect of a pecuniary interest that exists only virtue of the fact:-
  - (a) That the member of the Committee is an employee of the Association; or
  - (b) That the member of the Committee is a member of a class of persons for whose benefit the Association is established.
- 18.3 Where a member of the Committee discloses a pecuniary interest in a contract or proposed contract in accordance with this rule, or his interest is not such as need be disclosed under this rule:-
  - (a) The contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the member and the Association; and
  - (b) The member is not liable to account for profits derived from the contract.
- 18.4 The Association shall cause every disclosure made under this rule by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

19. Voting on a contract in which a member of the Committee has an interest

[Section 22 of the Act]

- 19.1 A member of the Committee who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee, shall not take part in any deliberations or decision of the Committee with respect to that contract.

19.2 Sub-rule 19.1 does not apply in respect of a pecuniary interest that exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established.

20. Financial Year

20.1 The Association's Financial Year means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 September and thereafter each period commencing 1 October and ending on 30 September in the following year.

21. Banking Accounts

[Schedule 1 (9) of the Act]

21.1 All accounts passed for payment by the Committee shall be paid by cheque, signed by any two Officers or other members of the Committee authorised by the Committee for that purpose.

22. Accounting records

[Sections 25 and 26 and Schedule 1 (9) of the Act]

22.1 The Association shall:-

- (a) Keep such accounting records as correctly record and explain the financial transactions and financial position of the Association;
- (b) Keep its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time; and
- (c) Keep its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited. [Section 25 of the Act]

22.2 The Association shall submit to its members at the Annual General Meeting accounts of the Association showing the financial position of the Association at the end of the immediately preceding Financial Year. [Section 26 of the Act]

23. Powers and Duties of the Auditor - Deleted

24. Postal Ballots and Special General Meetings

24.1 The Committee:-

- (a) May at any time convene a special general meeting or conduct a postal ballot of voting members; and
- (b) Shall, within 60 days of receiving a request in writing to do so from not less than 25 voting members, convene a special general meeting or conduct a postal ballot of voting

members in the manner and for the purpose specified in that request. The notice of a special general meeting shall state where and when the meeting is to be held and the particulars of the business to be transacted. [Schedule 1 (8) and (10) of the Act]

- 24.2 The members making a request referred to in sub-rule 24.1 (b) shall:-
- (a) Present that request in the form of a notice of motion stating the purpose and action desired; and
  - (b) Sign that request.
- 24.3 If a special general meeting is not convened or a postal ballot is not conducted within the relevant period of 60 days referred to in sub-rule 24.1 (b), the members who made the request concerned may themselves convene a special general meeting or conduct a postal ballot as if they were the Committee.
- 24.4 When a special general meeting or a postal ballot is conducted under sub-rule 24.3 the Committee shall ensure that the members convening the meeting or conducting the postal ballot are supplied free of charge with particulars of all voting members and the Association shall pay the reasonable expenses of conducting that meeting or postal ballot.
- 24.5 Notice convening a special general meeting shall be sent to voting members not less than 21 days prior to the meeting.
- 24.6 Members shall have not less than 14 days to respond to a postal ballot.

## 25. Annual General Meeting

- 25.1 The Association shall hold an Annual General meeting in every calendar year at the venue of and during the National Championship and otherwise within 4 months after the end of the Financial Year or such longer period as may in a particular case be allowed by the Commissioner pursuant to the Act. [Section 23 and Schedule 1 (10) of the Act]
- 25.2 The Secretary shall send notice of the Annual General Meeting to all voting members before 1 December preceding the meeting.
- 25.3 The notice of the Annual General Meeting shall include:
- (a) When and where the meeting is to be held;
  - (b) The particulars and order in which business is to be transacted;
  - (c) Advising of nominations for the positions of Officers;
  - (d) Notices of motion to be put to the meeting which have been delivered to the Committee prior to 1 November immediately preceding that meeting.
- 25.4 At the Annual General Meeting the following business shall be conducted:-
- (a) The confirmation of the minutes of the preceding Annual General Meeting;
  - (b) The election of the Officers for the ensuing year;
  - (c) The presentation of the President's report on the preceding year's activities;
  - (d) The presentation of the Treasurer's report and balance sheet in respect of the preceding Association's Financial Year;
  - (e) The presentation of the National Measurer's report for the preceding year;
  - (f) The appointment of the Auditor of the Association for the ensuing year;
  - (g) The election of Life Members, if any;

- (h) Any other business of which written notice shall have been given to the Committee prior to 1 November immediately preceding that meeting.
- (i) Any other business of which notice has not been given. No resolution may be carried in respect to any business of which prior written notice has not been given in accordance with sub-rule 25.3(d).

26. Service of Notices or Postal Ballots

[Schedule 1 (8) and (10) of the Act]

26.1 Delivery of a notice or postal ballot may be effected by:-

- (a) Serving it on a member personally; or
- (b) Sending it by post to the address of the member appearing in the Register of Members, or by email to an address provided by the member

26.2 When a notice or postal ballot is sent by post under sub-rule 26.1, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

26.3 When a notice or postal ballot is sent by email under sub-rule 26.1 sending of the notice shall be deemed to be properly effected if the notice enters the recipient's information system (as shown in a confirmation of delivery report from the sender's information system).

27. Proceedings at General Meetings

27.1 A voting member may appoint another member in writing to attend and vote on his behalf at a general meeting.

27.2 At a general meeting 15 voting members present in person or by proxy constitute a quorum.

27.3 If within 15 minutes after the time specified for holding of the general meeting a quorum is not present the meeting shall stand adjourned to the same time and place on the next day or to such other time and place as the Chairman may determine.

27.4 If within 15 minutes of the time appointed by sub-rule 27.3 for the resumption of an adjourned general meeting a quorum is not present, the voting members who are present may nevertheless proceed with the business of that meeting as if a quorum were present.

27.5 There shall not be transacted at an adjourned meeting any business other than business left unfinished or on the agenda at the time when the meeting was adjourned.

27.6 At an Annual General Meeting no resolution may be carried in respect of any business unless written notice has been given to the Committee prior to 1 November immediately preceding that meeting.

27.7 Motions of which written notice has been received shall not be amended.

27.8 All meetings shall be conducted in accordance with the generally accepted rules of debate.

27.9 Subject to these rules, each voting member present in person or by proxy is entitled to a deliberative vote.

27.10 At a general meeting:-

- (a) An ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands, subject to sub-rule 27.12; and
- (b) A special resolution put to the vote shall be decided in accordance with section 24 of the Act as defined in rule 28, and if a poll is demanded, in accordance with sub-rule 27.12.

- 27.11 A declaration by the Chairman that a motion has been passed as an ordinary resolution shall be evidence of that fact unless a poll is demanded in accordance with sub-rule 27.12.
- 27.12 A poll may be demanded by the Chairman or by three or more voting members present in person or by proxy and, if so demanded, shall be taken immediately on that demand being made and in such manner as the Chairman directs.
- 27.13 If a poll is demanded and taken under sub-rule 27.12 in respect of an ordinary resolution, a declaration by the Chairman of the result of the poll is evidence of the matter so declared.
- 27.14 Every resolution passed at the meeting shall be conclusive and binding on all members of the Association whether or not they were present at the meeting.

28. Special resolution

[Section 24 of the Act]

- 28.1 A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the voting members who vote in person or, by proxy or postal vote, at a meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with the Constitution.
- 28.2 At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the Chairman that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 27.12.

29. Minutes of Meetings

- 29.1 The Secretary shall cause proper minutes of all proceedings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose and copies distributed to the members of the Committee and the State Associations. If the minutes are subsequently amended copies of the amended minutes shall be distributed.
- 29.2 The Chairman shall ensure that the minutes taken of a general meeting or Committee meeting under sub-rule 29.1 are checked and signed as correct by the Chairman of the general meeting or Committee meeting to which those minutes relate or by the Chairman of the next succeeding general meeting or Committee meeting, as the case requires.
- 29.3 When the minutes have been entered and signed as correct under this rule, they shall, until contrary is proved, be evidence that: -
- (a) The general meeting or Committee meeting to which they relate was duly convened and held;
  - (b) All proceedings recorded as having taken place at that meeting did in fact take place thereat; and
  - (c) All appointments or election purporting to have been made at that meeting have been validly made.

30. Registration and Eligibility to Compete in Association Events

- 30.1 No Flying Fifteen shall race in Association races unless:

- (a) It holds a current Measurement Certificate and is entered on the Register of Boats or is registered with an association established outside Australia affiliated with *ff* International; and
- (b) Both the helmsperson and crew are financial members of a State Association or of *ff* International or an association affiliated with *ff* International.

30.2 The Committee may recommend to any authority providing racing for the Class the suspension from racing of a Flying Fifteen which, in their opinion, does not comply with sub-rule 30.1.

31. National Championships

31.1 The Association shall be responsible for the conduct of the Australian National Championship and the Committee may appoint appropriate organisations to conduct it on its behalf.

31.2 The National Championship shall be contested annually, usually in January.

31.3 The National Championship shall be conducted in accordance with the National Championship By-laws.

31.4 The trophy for the National Championship shall be the Coweslip Trophy. The conditions of the Coweslip Trophy are set out in the Schedule to this Constitution.

31.5 The trophy for the practice race for the National Championship shall be the Uffa Fox Trophy. The Uffa Fox Trophy shall not be taken out of Australia. In the event that the Uffa Fox Trophy is won by an overseas contestant it shall be held in Australia as directed by the President.

32. Common Seal

[Schedule 1 (12) of the Act]

32.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.

32.2 The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in rule 29.

32.3 The affixing of the common seal of the Association shall be witnessed by any two Officers.

32.4 The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

33. Limitation of Liability and Indemnity of Members of the Committee

33.1 An Officer, trustee or member is not by reason only of his being such an Officer, trustee or member liable in respect of the liabilities of the Association. [Section 12 (1) of the Act]

33.2 The Committee shall not incur any liability in respect of any failure to perform or do any act or thing which, by reason of any provision of any present or future law of the Commonwealth of Australia or any State or Territory thereof or any rule regulation or by-law pursuant thereto or of any decree order or judgment of any competent Court, the Committee shall be hindered prevented or forbidden from doing or performing.

33.3 The Committee shall not be liable to account to any person for any payment made by them in good faith to any duly empowered fiscal authority of the Commonwealth of Australia or any State



or Territory thereof for taxes or other charges upon the Association upon any certificate or with respect to any transaction under this Constitution notwithstanding that any such payment ought or need not have been made.

- 33.4 The members of the Committee shall be indemnified by the Association from and against any costs and disbursements that may be incurred in prosecuting or defending any action or suit arising under or in respect of the provisions of this Constitution unless such costs and disbursements are incurred by reason of the dishonesty of those members of the Committee or any neglect or default on their part.
- 33.5 The members of the Committee shall not be responsible for any loss or damage occasioned by the exercise of any discretion or power hereby or by law conferred on them or by failure to exercise any such discretion or power or by any error or forgetfulness whether of law or of fact or any breach of trust whatsoever on the part of them or their legal or other advisors or generally unless it is proved to have been committed made or omitted in personal conscious fraudulent bad faith by the members of the Committee charged to be so liable.

34. Constitution and Rules of the Association

- 34.1 This Constitution shall bind every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by all the provisions of the Constitution included herein.
- 34.2 The Secretary shall keep and maintain in an up to date condition the Constitution and, upon the request of a member, shall make available the Constitution for the inspection of the member and the member may make a copy of or take an extract from the Constitution but shall have no right to remove the Constitution for that purpose. [Section 28 of the Act]
- 34.3 Subject to sections 17, 18 and 19 of the Act the Association may alter the Constitution by special resolution but not otherwise. [Section 17 (1) and Schedule 1 (11) of the Act].
- 34.4 Within one month of the passing of a special resolution altering the Constitution or such further time as the Commissioner may in a particular case allow, the Association shall lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the Constitution as so altered conforms to the requirements of the Act. [Section 17 (2) of the Act]
- 34.5 An alteration of the Constitution shall not take effect until sub-rule 33.4 is complied with. [Section 17 (3) of the Act]
- 34.6 An alteration of the Constitution having effect to change the name of the Association does not take effect until sections 17 and 18 of the Act are complied with and the approval of the Commissioner is given to the change of name. [Section 18 of the Act]
- 34.7 An alteration of the Constitution having effect to alter the objects or purposes of the Association does not take effect until sections 17 and 19 of the Act are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes. [Section 19 of the Act]

35. Dissolution

35.1 The Association may be wound up voluntarily if the Association is solvent and resolves by special resolution that it be wound up voluntarily. [Section 30 of the Act]

35.2 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred to another association incorporated under the Act or for charitable purposes in accordance with section 33 of the Act.

35.3 In the event of the winding up or dissolution of the Association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of dissolution.

36. Obligations of State Associations

36.1 State Associations shall provide the Secretary with a copy of the minutes of their Annual General Meeting within 30 days of that meeting.

37. Interpretation

35.4 In construing this Constitution words importing the feminine gender, masculine gender, singular or plural numbers shall include masculine gender, feminine gender, plural numbers and singular numbers respectively.

## SCHEDULE

### CONDITIONS OF THE COWESLIP TROPHY

1. In 1962 His Royal Highness Prince Philip, Duke of Edinburgh, presented The Coweslip Trophy to the International Flying Fifteen Class in Australia as the National Championship Trophy in recognition of his own International Flying Fifteen “Coweslip” which he sailed with the designer of the Flying Fifteen, Uffa Fox.
2. “The Coweslip Trophy” shall be awarded to the helmsperson of the Flying Fifteen which wins the Australian National Championship.
3. The name of the winning Flying Fifteen, the helmsperson, the crew and the owner shall be inscribed in the trophy book kept in the base of The Coweslip Trophy.
4. In the event that The Coweslip Trophy is won by an overseas entrant, the trophy shall be held as directed by the President and shall not be taken out of Australia.
5. The Coweslip Trophy shall be insured by the Association.
6. The Coweslip Trophy shall be delivered to the President of the State Association in whose state or territory the next National Championship is to be held not less than seven days prior to the date on which the next National Championship is due to commence.
7. The President shall be the trustee of The Coweslip Trophy and shall make all decisions in relation to its maintenance, custody and insurance.