

**FLYING FIFTEEN INTERNATIONAL – AUSTRALIA INC.**

# **CONSTITUTION**

Incorporated 28 February 2006

Amended 22 February 2010

Amended 4 March 2015

Amended 4 January 2016

Amended 6 May 2019

## INFORMATION FOR MEMBERS

- A. The name of the Association is Flying Fifteen International - Australia Inc.
- B. The objects of the Association are to:
- (a) maintain affiliation with *ff* International and assist them in meeting their objectives in a manner consistent with their constitution;
  - (b) control and manage the affairs of the Class in Australia; and
  - (c) uphold the Class Rules.
- 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 Australian Sailing;
  - (d) arrange and control National Championships and such other races as the Association may decide;
  - (e) transact all business with Australian Sailing 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.
- C. Any 15 voting members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
- D. Any three Committee members constitute a quorum for the conduct of the business of a Committee meeting.
- E. The Association's financial year will be the period of 12 months commencing on 1 October and ending on 30 September of each year.
- F. Under section 19 of the Act a member of the Committee, trustee or a member of the Association is not liable in respect of the liabilities of the Association.

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## PART 1

### PRELIMINARY

#### 1. Name

The name of the Association is Flying Fifteen International - Australia Inc.

#### 2. Terms and Definitions

In these rules unless the contrary intention appears:

“Act” means the Associations Incorporation Act 2015 (Western Australia);

“Annual General Meeting” as described in rule 46;

“Annual Subscription” as defined in rule 12;

“Associate Member” means a member with the rights referred to in rule 8;

“Association” means the incorporated association to which these rules apply;

“books”, of the Association, includes the following:

- (a) register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

“by-laws” means by-laws made by the Association under rule 62;

“chairperson” means the Committee member holding office as President of the Association;

“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 World Sailing, as amended from time to time;

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

“Committee” means the management committee of the Association;

“Committee meeting” means a meeting of the Committee referred to in rule 35;

“Committee member” means a member of the Committee;

“Commissioner” means the person for the time being designated as the Commissioner under section 153 of the Act;

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

“financial records” includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements;

“financial report”, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

“financial statements” means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

“financial year” of the Association, has the meaning given in rule 3;

“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” of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

“Life Member” means a member with the rights referred to in rule 8;

“member” means a person who is an Ordinary Member, or an Associate Member or a Life Member of the Association;

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

“National Championship” as defined in rule 73;

“National Championship By-laws” as defined in rule 73;

“National Measurer” as defined in rule 28;

“Objects” as defined in rule 5;

“Officer” as defined in rules 27 and 28;

“ordinary committee member” means a Committee member who is not an office holder of the Association under rule 27;

“Ordinary Member” means a member with the rights referred to in rule 8;

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

“poll” means voting conducted in written form (as opposed to a show of hands), as described in rule 57;

“postal ballot” means a postal or verifiable electronic ballot conducted in accordance with rule 47.

“President” as defined in rules 27 and 28;

“Register of Boats” as defined in rule 28.3 (i);

“register of members” means the register of members referred to in section 53 of the Act; as defined in rule 9;

“rules” means these rules of the Association, as in force for the time being;

“Secretary” means the committee member holding office as the secretary of the Association; as defined in rules 27 and 28;

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

“special resolution” means a resolution passed by the members at a general meeting in accordance with section 51 of the Act; as defined in rule 49;

“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;

“tier 1 association” means an incorporated association to which section 64(1) of the Act applies;

“tier 2 association” means an incorporated association to which section 64(2) of the Act applies;

“tier 3 association” means an incorporated association to which section 64(3) of the Act applies;

“Treasurer” means the committee member holding office as the treasurer of the Association, as defined in rules 27 and 28;

“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

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

### **3 Financial Year**

- 3.1 The Association’s financial year is a period of 12 months, commencing on 1 October and ending on 30 September in the following year.

## **PART 2**

### **ASSOCIATION TO BE NOT FOR PROFIT BODY, OBJECTS AND POWERS**

#### **4 Not-for-profit body**

- 4.1 The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- 4.2 A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
- 4.3 A payment to a member out of the funds of the Association is authorised if it is:
- (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or



- (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
- (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

## 5 Objects

5.1 The objects of the Association are to:

- (d) maintain affiliation with *ff* International and assist them in meeting their objectives in a manner consistent with their constitution;
- (e) control and manage the affairs of the Class in Australia; and
- (f) uphold the Class Rules.

5.2 So as to achieve these objectives the Association shall:

- (g) associate with other bodies in the advancement of the sport of yachting;
- (h) encourage the sailing and racing of the Class in Australia in accordance with the Class Rules;
- (i) maintain affiliation with *ff* International and Australian Sailing;
- (j) arrange and control National Championships and such other races as the Association may decide;
- (k) transact all business with Australian Sailing 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
- (l) do all things to promote the interests of the Class in Australia.

## 6 Powers

6.1 Under section 14 of the Act the Association may do all things necessary or convenient for carrying out its objects or 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.

- 6.2 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.
- 6.3 The Association shall have the power by ordinary resolution to create, modify and rescind National Championship By-laws relating to the conduct and administration of the National Championship.
- 6.4 The powers in subrules (1), (2) and (3) are subject to any additions exclusions or modifications provided for in this Constitution.

### **PART 3**

#### **MEMBERS**

#### **7 Eligibility for Membership**

- 7.1 Any person who supports the objects or purposes of the Association and is a financial member of a State Association is eligible to become a member.
- 7.2 An individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.

#### **8 Membership**

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

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

##### **8.2 Ordinary Member**

An Ordinary Member shall be any person aged 15 years or older:

- (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.

##### **8.3 Associate Member**

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.

##### **8.4 Life Member**

A Life Member shall be any person elected as a Life Member in accordance with this subrule:

- (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.

#### **8.5 Number of Members**

The Association must always have at least six members with full voting rights. [Sections 4 and 17 of the Act]

### **9 Register of Members**

- 9.1 The Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association
- 9.2 Any change to the register must be recorded within 28 days after the change occurs.
- 9.3 Under section 53(2) of the Act the register of members must include each member's name and a residential, postal or email address.
- 9.4 In addition to the matters referred to in subrule (3), the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- 9.5 The register of members must be kept at the Secretary's place of residence, or at another place determined by the Committee.
- 9.6 A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- 9.7 A member shall be entitled to inspect the register free of charge. The member may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.
- 9.8 If:
  - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members, the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association
- 9.9 Under section 56 of the Act the Committee is authorised to determine a reasonable charge for providing a copy of the register.
- 9.10 The Secretary must keep a record, for at least one year after a person ceases to be a member,
  - (a) of the date on which the person ceased to be a member; and,
  - (b) the reason why the person ceased to be a member.

**10 Member to receive rules**

10.1 Section 36(1)(b) of the Act provides that the Association must give each person who becomes a member of the Association a copy of the rules in force at the time their membership commences. The Association may provide a copy of the rules to new members by electronic transmission or by providing the details for the website where the rules may be downloaded. A hard copy must be provided if the member requests that the rules be provided in that manner.

**11 Inspection of Records**

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

**12 Subscriptions of Members**

12.1 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 2017/2018 the Annual Subscription shall be \$40 per Ordinary Member.

12.2 Each State Association shall pay to the Treasurer, annually, on or before 15 November, the amount of the Annual Subscriptions determined under subrule (1) and rule 9.2 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.

**13 Termination of Membership**

13.1 A person ceases to be a member when any of the following takes place:

- (a) for a member who is an individual, the individual dies;
- (b) the person resigns from the Association by giving written notice of the resignation to the secretary;
- (c) the person is expelled from the Association under rule 15;
- (i) the subscription is not paid by 15 November under rules 8.2 and 12.2.

13.2 The rights of a member are not transferable and end when membership ceases.

**PART 4**

**DISCIPLINARY ACTION, DISPUTES AND MEDIATION**

**Division 1 – Term used**

**14 Term used: member**

In this Part 4:

“member”, in relation to a member who is expelled from the Association, includes former member.

**Division 2 – Disciplinary action**

**15 Suspension or expulsion**

15.1 The Committee may decide to suspend a member's membership or to expel a member from the Association if:

- (a) the member contravenes any of these rules; or
- (b) the member acts detrimentally to the interests of the Association.

15.2 The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Committee meeting at which the proposal is to be considered by the Committee.

15.3 The notice given to the member must state:

- (a) when and where the Committee meeting is to be held; and
- (b) the grounds on which the proposed suspension or expulsion is based; and
- (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion;

15.4 At the Committee meeting, the Committee must:

- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion; and
- (b) give due consideration to any submissions so made; and
- (c) decide:
  - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
  - (ii) whether or not to expel the member from the Association.

15.5 A decision of the Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.

15.6 The Committee must give the member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.

15.7 A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 23.

15.8 If notice is given under subrule (7), the member who gives the notice and the Committee are the parties to the mediation.

## **16 Consequences of suspension**

16.1 During the period a member's membership is suspended, the member:

- (a) loses any rights (including voting rights) arising as a result of membership; and
- (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

16.2 When a member's membership is suspended, the Secretary must record in the register of members:

- (a) that the member's membership is suspended; and
- (b) the date on which the suspension takes effect; and
- (c) the period of the suspension.

16.3 When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

### **Division 3 – Resolving disputes**

#### **17 Terms used**

In this Division (Part 4, Division 3):

“grievance procedure” means the procedures set out in this Division;

“party to a dispute” includes a person who:

- is a party to the dispute; and
- ceases to be a member within six months before the dispute.

#### **18 Application of Division**

18.1 The procedure set out in this Division (Part 4, Division 3) (the grievance procedure) applies to disputes:

- (a) between members; or
- (b) between one or more members and the Association.

#### **19 Parties to attempt to resolve dispute**

19.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

#### **20 How grievance procedure is started**

20.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:

- (a) the parties to the dispute; and
- (b) the matters that are the subject of the dispute.

20.2 Within 28 days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.

20.3 The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

20.4 The notice given to each party to the dispute must state:

- (a) when and where the Committee meeting is to be held; and
- (b) that the party, or the party’s representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.

20.5 If:

- (a) the dispute is between one or more members and the Association; and
- (b) any party to the dispute gives written notice to the Secretary stating that the party:
  - (i) does not agree to the dispute being determined by the Committee; and
  - (ii) requests the appointment of a mediator under rule 23, the Committee must not determine the dispute.

#### **21 Determination of dispute by committee**

21.1 At the Committee meeting at which a dispute is to be considered and determined, the Committee must:

- (a) give each party to the dispute, or the party’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and

- (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- 21.2 The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.
- 21.3 A party to the dispute may, within 14 days after receiving notice of the Committee's determination under subrule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 23.
- 21.4 If notice is given under subrule (3), each party to the dispute is a party to the mediation.

## **Division 4 - Mediation**

### **22 Application of Division**

- 22.1 This Division (Part 4, Division 4) applies if written notice has been given to the Secretary requesting the appointment of a mediator:
- (a) by a member under rule 15.7; or
  - (b) by a party to a dispute under rule 20.5(b)(ii) or 21.3.
- 22.2 If this Division (Part 4, Division 4) applies, a mediator must be chosen or appointed under rule 23.

### **23 Appointment of mediator**

- 23.1 The mediator must be a person chosen:
- (a) if the appointment of a mediator was requested by a member under rule 15.7 — by agreement between the Member and the Committee; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule 20.5(b)(ii) or 21.3 — by agreement between the parties to the dispute.
- 23.2 If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Committee must appoint the mediator.
- 23.3 The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
- (a) a member under rule 15.7; or
  - (b) a party to a dispute under rule 20.5(b)(ii); or
  - (c) a party to a dispute under rule 21.3 and the dispute is between one or more members and the Association.
- 23.4 The person appointed as mediator by the Committee may be a member or former member of the Association but must not:
- (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

## **24 Mediation process**

- 24.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 24.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- 24.3 In conducting the mediation, the mediator must:
- (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 24.4 The mediator cannot determine the matter that is the subject of the mediation.
- 24.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 24.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## **25 If mediation results in decision to suspend or expel being revoked**

- 25.1 If:
- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 15.7; and
  - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a Committee meeting or general meeting during the period of suspension or expulsion.

## **PART 5**

### **COMMITTEE**

#### **Division 1 - Powers of Committee**

## **26 Committee**

- 26.1 The Committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- 26.2 Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 26.3 The Committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).
- 26.4 The Committee may:



- (a) 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.

## **Division 2 - Composition of Committee and duties of members**

### **27 Officers and Committee Members**

- 27.1 The Officers of the Association shall be the President, Secretary, Treasurer and National Measurer.
- 27.2 All Officers and State Delegates shall be members.
- 27.3 The President and Secretary shall be Ordinary Members or Life Members
- 27.4 A person must not hold two or more of the offices mentioned in subrule (1) at the same time.
- 27.5 The Committee shall consist of the Officers together with the State Delegates.
- 27.6 A member of the Committee may not be appointed to a salaried position in the Association.

### **28 Duties of Officers**

#### **President**

- 28.1 It shall be the duty of the President:
  - (a) to consult with the Secretary regarding the business to be conducted at each Committee meeting and general meeting.
  - (b) to act as chairperson at all general and Committee meetings of the Association;
  - (c) 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
  - (d) to present a report on the activities of the Association at the Annual General Meeting next following his election or re-election.
- 28.2 The President has the powers and duties relating to convening and presiding at Committee meetings and presiding at general meetings provided for in these rules.

#### **Secretary**

- 28.3 The Secretary has the following duties:
  - (a) dealing with the Association's correspondence;
  - (b) consulting with the President regarding the business to be conducted at each Committee meeting and general meeting;
  - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
  - (d) unless another member is authorised by the Committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
  - (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
  - (f) unless another member is authorised by the Committee to do so, maintaining on behalf of the Association a record of Committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
  - (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
  - (h) maintaining full and accurate minutes of Committee meetings and general meetings;

- (i) keeping and maintaining in an up to date condition a Register of Boats being a register of the Flying Fifteens owned by Ordinary Members and Life Members.
- (j) carrying out any other duty given to the Secretary under these rules or by the Committee.

#### **Treasurer**

28.4 The Treasurer has the following duties:

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Committee or at a general meeting are made on time;
- (d) ensure that all payments are authorised by any two Officers or other members of the Committee authorised by the Committee.
- (e) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (f) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (g) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Annual General Meeting;
- (h) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Annual General Meeting;
- (i) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (j) carrying out any other duty given to the Treasurer under these rules or by the Committee.

#### **National Measurer**

28.5 It shall be the duty of the National Measurer:

- (a) to be accredited as a Class Measurer by *ff* International and Australian Sailing;
- (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.

### **Division 3 - Election of committee members and tenure of office**

#### **29 Nomination of Officers**

29.1 Prior to 1 November immediately before an Annual General Meeting, the Secretary must send written notice to all the members —

- (a) calling for nominations for election as an Officer; and
- (b) stating the date by which nominations must be received by the Secretary to comply with subrule (2).

- 29.2 A member who wishes to be considered for election as an Officer at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary not later than 15 November preceding the Annual General Meeting.
- 29.3 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.
- 29.4 A member may nominate for one specified position of Officer.
- 29.5 A member whose nomination does not comply with this rule is not eligible for election as an Officer unless the member is nominated under rule 30.2.

### **30 Election of Officers**

- 30.1 At the Annual General Meeting, a separate election must be held for each position of Officer.
- 30.2 If there is no nomination for any office of the Association the chairperson of the meeting may call for nominations from the Ordinary Members or Life Members present at the meeting.
- 30.3 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.
- 30.4 If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
- 30.5 If more than one member has nominated for a position, the Ordinary Members and Life Members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.
- 30.6 Each Ordinary Member or Life Member present at the meeting may vote for one member who has nominated for the position.
- 30.7 An Ordinary Member or Life Member who has nominated for the position may vote for himself or herself.
- 30.8 If vacancies remain for any office of the Association after calling for nominations under subrule (2) or when a casual vacancy within the meaning of rule 32 occurs in the position of Officer:
  - (a) the Officers may appoint a member to fill that vacancy; and
  - (b) a member appointed under this subrule shall hold office until the conclusion of the next following Annual General Meeting.

### **31 Resignation and removal from office**

- 31.1 An Officer may resign by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.
- 31.2 The resignation takes effect:
  - (a) when the notice is received by the Secretary or President; or
  - (b) if a later time is stated in the notice, at the later time.
- 31.3 At a general meeting, the Association may by resolution:
  - (a) remove a member from office; and
  - (b) elect a member who is eligible under rule 27 to fill the vacant position.
- 31.4 An Officer who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.

31.5 The Secretary or President may give a copy of the representations to each member or, if they are not so given, the Officer may require them to be read out at the general meeting at which the resolution is to be considered.

### **32 Casual vacancies in Officers or members of the Committee**

A person ceases to be an Officer or member of the Committee if the person:

- (a) dies or otherwise ceases to be a member; or
- (b) resigns or is removed from office under rule 19; or
- (c) becomes ineligible to accept an appointment or act as a member of the Committee under section 39 of the Act;
- (d) becomes permanently unable to act as a member of the Committee because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

### **33 Filling casual vacancies**

33.1 The Committee may appoint a member who is eligible under rule 27 to fill a position that:

- (a) has become vacant under rule 32; or
- (b) was not filled by election at the most recent Annual General Meeting or under rule 31.3(b).

33.2 If the position of Secretary becomes vacant, the Committee must appoint a member who is eligible under rule 27 to fill the position within 14 days after the vacancy arises.

33.3 Subject to the requirement for a quorum under rule 40, the Committee may continue to act despite any vacancy in its membership.

33.4 If there are fewer Committee members than required for a quorum under rule 40, the Committee may act only for the purpose of:

- (a) appointing Officers under this rule; or
- (b) convening a general meeting

### **34 Validity of acts**

The acts of the Committee or any sub-committee, or of a Committee member or member of a sub-committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Committee member or member of a sub-committee.

## **Division 4 - Committee meetings**

### **35 Committee meetings**

23.1 The Committee must meet at least 3 times in each year on the dates and at the times and places determined by the Committee.

23.2 The date, time and place of the first Committee meeting must be determined by the Committee members as soon as practicable after the Annual General Meeting at which the Committee members are elected.

23.3 Special Committee meetings may be convened by the President or any two Committee members.

### **36 Notice of Committee meeting**

36.1 Notice of each Committee meeting must be given to each Committee member at least 48 hours before the time of the meeting.

36.2 The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.

36.3 Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.

36.4 Urgent business that has not been described in the notice may be conducted at the meeting if the Committee members at the meeting unanimously agree to treat that business as urgent.

### **37 Procedure and order of business**

37.1 The President shall preside as chairperson of each Committee meeting.

37.2 If the President is absent or are unwilling to act as chairperson of a meeting, the Committee members at the meeting must choose one of them to act as chairperson of the meeting.

37.3 The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.

37.4 The order of business at a Committee meeting may be determined by the Committee members at the meeting.

37.5 A member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee.

37.6 A person invited under subrule (5) to attend a Committee meeting:

(a) has no right to any agenda, minutes or other document circulated at the meeting; and

(b) must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and

(c) cannot vote on any matter that is to be decided at the meeting.

### **38 Material Personal Interests of Committee Members**

38.1 Under section 42 of the Act a member of the Committee who has a material personal interest in a matter being considered at a Committee meeting must:

(a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;

(b) disclose the nature and extent of the interest at the next general meeting of the Association

38.2 Under section 42(3) of the Act this rule does not apply in respect of a material personal interest:

(a) that exists only because the member:

(i) is an employee of the Association; or

(ii) is a member of a class of persons for whose benefit the Association is established;  
or

(b) that the member has in common with all, or a substantial proportion of, the members of the Association.

38.3 Under section 43 of the Act a member of the Committee who has a material personal interest in a matter being considered at a meeting of the Committee must not be present while the matter is being considered at the meeting or vote on the matter.

38.4 Under section 42(6) of the Act the Association must record every disclosure made by a Committee member of a material personal interest in the minutes of the Committee meeting at which the disclosure is made.

### **39 Use of technology to be present at committee meetings**

- 39.1 The presence of a Committee member at a Committee meeting need not be by attendance in person but may be by that Committee member and each other Committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 39.2 A member who participates in a Committee meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

### **40 Quorum for Committee meetings**

- 40.1 Subject to subrule (4), no business is to be conducted at a Committee meeting unless a quorum is present.
- 40.2 The number required to form a quorum at a Committee meeting shall be three.
- 40.3 If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting:
- (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- 40.4 If:
- (a) a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under subrule (3)(b); and
  - (b) at least two Committee members are present at the meeting, those members present are taken to constitute a quorum.

### **41 Voting at Committee meetings**

- 41.1 Each Committee member present at a Committee meeting has one vote on any question arising at the meeting.
- 41.2 A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion.
- 41.3 If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 41.4 A vote may take place by the Committee members present indicating their agreement or disagreement or by a show of hands, unless the Committee decides that a secret ballot is needed to determine a particular question.
- 41.5 If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted

### **42 Minutes of Committee meeting**

- 42.1 The Committee must ensure that minutes are taken and kept of each Committee meeting.
- 42.2 The minutes must record the following:
- (a) the names of the Committee members present at the meeting;
  - (b) the name of any person attending the meeting under rule 37.5;
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.

- 42.3 Disclosure of a Committee member's material personal interest in a matter being considered at a Committee meeting shall be recorded in the minutes of the meeting.
- 42.4 The minutes of a Committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- 42.5 The President must ensure that the minutes of a Committee meeting are reviewed and signed as correct by:
- (a) the chairperson of the meeting; or
  - (b) the chairperson of the next Committee meeting.
- 42.6 When the minutes of a Committee meeting have been signed as correct they are, until the contrary is proved, evidence that:
- (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.
- 42.7 The Secretary shall distribute copies of the minutes to the members of the Committee and the State Associations. If the minutes are subsequently amended copies of the amended minutes shall be distributed.

#### **43 Handing over documents and records**

- 43.1 Where a person ceases to be a member of the Committee that person shall, as soon as practicable after their membership ceases, deliver to a member of the Committee all of the relevant documents and records they hold pertaining to the management of the Association's affairs.

#### **Division 5 - Subcommittees and subsidiary offices**

#### **44 Subcommittees and subsidiary offices**

- 44.1 To help the Committee in the conduct of the Association's business, the Committee may, in writing, do either or both of the following:
- (a) appoint one or more subcommittees;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- 44.2 A subcommittee may consist of the number of people, whether or not members, that the Committee considers appropriate.
- 44.3 A person may be appointed to a subsidiary office whether or not the person is a member.
- 44.4 Subject to any directions given by the Committee:
- (a) a subcommittee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

#### **45 Delegation to subcommittees and holders of subsidiary offices**

- 45.1 In this rule:

"non-delegable duty" means a duty imposed on the Committee by the Act or another written law.

- 45.2 The Committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee other than:
- (a) the power to delegate; and
  - (b) a non-delegable duty.

- 45.3 A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- 45.4 The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.
- 45.5 The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- 45.6 Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Committee.
- 45.7 The Committee may, in writing, amend or revoke the delegation.

## PART 6

### GENERAL MEETINGS OF ASSOCIATION

#### **46 Annual General Meeting**

- 46.1 The Association shall hold an Annual General Meeting at the venue of and during the National Championship.
- 46.2 If it is proposed to hold the Annual General Meeting more than six months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four months after the end of the financial year.
- 46.3 The Committee must determine the date, time and place of the Annual General Meeting.
- 46.4 The Secretary shall give at least 21 days' notice of the Annual General Meeting to all voting members.
- 46.5 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.
- 46.6 At the Annual General Meeting the following business shall be conducted:
  - (a) the confirmation of the minutes of the preceding Annual General Meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed ;
  - (b) the presentation of the President's report on the preceding year's activities;
  - (c) the presentation of the Treasurer's report and the financial statements of the Association for the Association's preceding financial year presented under Part 5 of the Act;
  - (d) the presentation of the National Measurer's report for the preceding year;
  - (e) the election of Life Members, if any;
  - (f) the election of the Officers for the ensuing year;
  - (g) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;



- (h) to confirm or vary the subscriptions and other amounts (if any) to be paid by members;
- (i) any other business of which written notice shall have been given to the Committee prior to 1 November immediately preceding that meeting; and
- (j) 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 subrule 46.5(d).

#### **47 Postal Ballots and Special General Meetings**

- 47.1 The Committee may convene a special general meeting or conduct a postal ballot of voting members.
- 47.2 The Committee must convene a special general meeting or conduct a postal ballot if at least 20% of the voting members require a special general meeting to be convened or a postal ballot to be held.
- 47.3 The voting members requiring a special general meeting to be convened or postal ballot conducted must;
  - (a) make the requirement by written notice given to the Secretary; and
  - (b) the written notice shall be in the form of a notice of motion stating the purpose and action required; and
  - (c) each sign the notice.
- 47.4 The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- 47.5 If the Committee does not convene a special general meeting within that 28 day period, the voting members making the requirement (or any of them) may convene the special general meeting.
- 47.6 A special general meeting convened by voting members under subrule (5):
  - (a) must be held within three months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- 47.7 The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).
- 47.8 Members shall have not less than 14 days to respond to a postal ballot.

#### **48 Notice of general meetings**

- 48.1 The Secretary or, in the case of a special general meeting convened under rule 47.5, the members convening the meeting, must give to each member:
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- 48.2 The notice must:
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if the meeting is the Annual General Meeting, include the names of the members who have nominated for election as Officers under rule 29.2; and
  - (d) if a special resolution is proposed:
    - (i) set out the wording of the proposed resolution as required by section 51(4) of the

Act; and

- (ii) state that the resolution is intended to be proposed as a special resolution; and
- (iii) comply with rule 50.7

#### **49 Special resolution**

49.1 Section 51(1) of the Act states that a resolution is a special resolution if it is passed:

- (a) at a general meeting of the Association; and
- (b) by the votes of not less than three-fourths of the members of the Association who cast a vote at the meeting.

#### **50 Proxies**

50.1 Subject to subrule (2), a voting member may appoint an individual who is a member as his or her proxy to vote and speak on his or her behalf at a general meeting.

50.2 A member may be appointed the proxy for not more than five voting members.

50.3 The appointment of a proxy must be in writing and signed by the member making the appointment.

50.4 The voting member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

50.5 If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.

50.6 If the Committee has approved a form for the appointment of a proxy, the voting member may use that form or any other form:

- (a) that clearly identifies the person appointed as the member's proxy; and
- (b) that has been signed by the voting member.

50.7 Notice of a general meeting given to a voting member under rule 48 must:

- (a) state that the member may appoint an individual who is a member as a proxy for the meeting; and
- (b) include a copy of any form that the Committee has approved for the appointment of a proxy.

50.8 A form appointing a proxy must be given to the Secretary before the commencement of the general meeting for which the proxy is appointed.

50.9 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

#### **51 Quorum for general meetings**

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

51.2 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

- (a) in the case of a special general meeting — the meeting lapses; or
- (b) in the case of the Annual General Meeting — the meeting is adjourned to:
  - the same time on the following day; and
  - the same place, unless the chairperson specifies another place at the time of the adjournment.

51.3 If —

- (a) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under subrule (2)(b); and
- (b) at least two voting members are present at the meeting,
- (c) those members present are taken to constitute a quorum.

## **52 Service of Notices or Postal Ballots**

In this rule:

- “recorded” means recorded in the register of members.
- A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and:
  - (a) delivered by hand to the recorded address of the member; or
  - (b) sent by prepaid post to the recorded postal address of the member; or
  - (c) sent by electronic transmission to an appropriate recorded number or recorded electronic address of the member.

## **53 Presiding Member and Proceedings at General Meetings**

53.1 The President shall preside as chairperson of each general meeting.

53.2 If the President is absent or is unwilling to act as chairperson of a general meeting, the Committee members at the meeting must choose one of them to act as chairperson of the meeting.

53.3 No business is to be conducted at a general meeting unless a quorum is present.

53.4 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

- (a) in the case of a special general meeting — the meeting lapses; or
- (b) in the case of the annual general meeting — the meeting is adjourned to:
  - (i) the following day; and
  - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment
  - (iii) or to such other time and place as the Chairman may determine.

53.5 If —

- (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (5)(b); and
- (b) at least two ordinary members are present at the meeting,
- (c) those members present are taken to constitute a quorum.

53.6 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.

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

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

## **54 Adjournment of general meeting**

54.1 The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the voting members present at the meeting, adjourn the meeting to another time at the same place or at another place.

- 54.2 Without limiting subrule (1), a meeting may be adjourned:
- (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- 54.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 54.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 48.
- 54.5 If within 15 minutes of the time appointed by subrule (1) 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.

## **55 Voting at general meeting**

- 55.1 On any question arising at a general meeting —
- (a) subject to subrule (3), each voting member has one vote; and
  - (b) voting members may vote personally or by proxy.
- 55.2 Except in the case of a special resolution, a motion is carried if a majority of the voting members present at a general meeting vote in favour of the motion.
- 55.3 If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 55.4 If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.

## **56 When special resolutions are required**

- 56.1 A special resolution is required if it is proposed at a general meeting:
- (a) to affiliate the Association with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager; or
  - (c) to alter the rules, including changing the name of the Association (section 30(1) of the Act); or
  - (d) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1) of the Act); or
  - (e) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4) of the Act); or
  - (f) for the Association to be wound up voluntarily (section 121(2) of the Act) or by the Supreme Court (section 124(a) and Schedule 4 item 9 of the Act); or
  - (g) to cancel the Association's incorporation (section 129 of the Act).
- 56.2 Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

## **57 Determining whether resolution carried**

- 57.1 In this rule:
- “poll” means the process of voting in relation to a matter that is conducted in writing.
- 57.2 Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
- (a) carried; or

- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost.

57.3 If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.

57.4 If a poll is demanded on any question by the chairperson of the meeting or by at least three other ordinary members present in person or by proxy:

- (a) the poll must be taken at the meeting in the manner determined by the chairperson; and
- (b) the chairperson must declare the determination of the resolution on the basis of the poll.

57.5 If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.

57.6 If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.

57.7 A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## **58 Minutes of general meeting**

58.1 The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each general meeting.

58.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

58.3 In addition, the minutes of each general meeting must record:

- (a) the names of the members attending the meeting; and
- (b) any proxy forms given to the chairperson of the meeting under rule 50.8; and
- (c) the financial statements or financial report presented at the meeting, as referred to in rule 46.6(c); and
- (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 46.6

58.4 The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.

58.5 The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:

- (a) the chairperson of the meeting; or
- (b) the chairperson of the next general meeting.

58.6 When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:

- (a) the meeting to which the minutes relate was duly convened and held; and
- (b) the matters recorded as having taken place at the meeting took place as recorded; and
- (c) any election or appointment purportedly made at the meeting was validly made.

58.7 The Secretary shall distribute copies of the minutes to the members of the Committee and the State Associations. If the minutes are subsequently amended copies of the amended minutes shall be distributed.

## PART 7

### FINANCIAL MATTERS

#### 59 Source of funds

59.1 The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

#### 60 Control of funds

60.1 The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

60.2 Subject to any restrictions imposed at a general meeting, the Committee may approve expenditure on behalf of the Association.

60.3 The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

60.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:

- (a) two Committee members; or
- (b) one Committee member and a person authorised by the Committee.

60.5 All funds of the Association must be deposited into the Association's account within five working days after their receipt.

#### 61 Financial statements and financial reports

61.1 For each financial year, the Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements of the Association are met.

61.2 Without limiting subrule (1), those requirements include:

- (a) the preparation of the financial statements; and
- (b) the review of the financial statements; and
- (c) the presentation to the annual general meeting of the financial statements; and
- (d) if required, the presentation to the Annual General Meeting of the copy of the report of the review on the financial statements.

61.3 Under section 66 of the Act, the Association must keep financial records that: -

- (a) correctly record and explain its transactions and financial position and performance; and
- (b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.

61.4 Under section 67 of the Act, the Association must retain its financial records for at least seven years after the transactions covered by the records are completed.

## PART 8

### GENERAL MATTERS

#### 62 By-laws

62.1 The Association may, by resolution at a general meeting, make, amend or revoke by-laws.

62.2 By-laws may:

- (a) impose restrictions on the Committee's powers, including the power to dispose of the Association's assets; and
- (b) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
- (c) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.

62.3 A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.

62.4 Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.

62.5 At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

#### 63 Executing documents and common seal

63.1 The Association may execute a document without using a common seal if the document is signed by:

- (a) two Committee members; or
- (b) one Committee member and a person authorised by the Committee.

63.2 If the Association has a common seal —

- (a) the name of the Association must appear in legible characters on the common seal; and
- (b) *a document may only be sealed with the common seal by the authority of the Committee and in the presence of —*
  - (i) *two Committee members; or*
  - (ii) *one Committee member and a person authorised by the Committee, and each of them is to sign the document to attest that the document was sealed in their presence.*

63.3 The Secretary must make a written record of each use of the common seal.

63.4 The common seal must be kept in the custody of the Secretary or another Committee member authorised by the Committee.

#### 64 Giving notices to members

64.2 In this rule "recorded" means recorded in the register of members.

64.3 A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and:

- (a) delivered by hand to the recorded address of the member; or
- (b) sent by prepaid post to the recorded postal address of the member; or

- (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

## **65 Custody of books and securities**

- 65.2 Subject to subrule (2), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- 65.3 The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control
- 65.4 Subrules (1) and (2) have effect except as otherwise decided by the Committee.
- 65.5 The books of the Association must be retained for at least seven years.

## **66 Record of office holders**

- 66.2 Under section 58 of the Act the Association must maintain a record of:
  - (a) the names and addresses of the persons who are members of the Committee; or hold other offices of the Association provided for by the rules;
  - (b) the name and address of any person who is authorised to use the common seal of the Association (if it has a common seal); and
  - (c) the name and address of any person who is appointed or acts as trustee on behalf of the Association.
- 66.3 Under section 58 of the Act the Association must, upon the request of a member, make available the record for the inspection of the member. The member may make a copy of or take an extract from the record but does not have a right to remove the record for that purpose.
- 66.4 The record of Committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.
- 66.5 Section 58 of the Act prohibits a person from disclosing information in the record except for authorised purposes.

## **67 Inspection of records and documents**

- 67.1 Subrule (2) applies to a member who wants to inspect:
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of Committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) any other record or document of the Association.
- 67.2 The member must contact the Secretary to make the necessary arrangements for the inspection.
- 67.3 The inspection must be free of charge.
- 67.4 If the member wants to inspect a document that records the minutes of a Committee meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee meetings generally, or the minutes of a specific Committee meeting, being available for inspection by members.
- 67.5 The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- 67.6 Sections 54(2) and 58(4) of the Act provide for the making of copies of, or the taking of extracts from, the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).



67.7 The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose:

- (a) that is directly connected with the affairs of the Association; or
- (b) Sections 57(1) and 58(5) of the Act impose restrictions on the use or disclosure of information in the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

**68 Publication by Committee members of statements about Association business prohibited**

68.1 A Committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Committee meeting unless:

- (a) the Committee member has been authorised to do so at a Committee meeting; and
- (b) the authority given to the Committee member has been recorded in the minutes of the Committee meeting at which it was given.

**69 Distribution of surplus property on cancellation of incorporation or winding up**

69.1 In this rule “surplus property”, in relation to the Association, means property remaining after satisfaction of:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

69.2 On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

69.3 Under section 24(1) of the Act surplus property can only be distributed to one or more of the following:

- (a) an incorporated association;
- (b) a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;
- (c) a company holding a licence that continues in force under the Corporations Act section 151;
- (d) a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;
- (e) a body corporate that:
  - (i) is a member or former member of the incorporated association; and
  - (ii) at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;
- (f) a trustee for a body corporate referred to in subrule (3)(e);
- (g) a co operative registered under the Co operatives Act 2009 that, at the time of the distribution of surplus property, is a non distributing co operative as defined in that Act.

**70 Alteration of rules**

70.1 If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

**71 Limitation of Liability and Indemnity of Members of the Committee**

- 71.1 Under section 19 of the Act a member of the Committee, trustee or a member of the Association is not liable in respect of the liabilities of the Association.
- 71.2 A member is only liable for their own outstanding membership fees (if any) payable under rule 12.
- 71.3 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.
- 71.4 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.
- 71.5 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.
- 71.6 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.
- 71.7 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.

**PART 9**

**ASSOCIATION EVENTS AND STATE ASSOCIATIONS**

**72 Registration and Eligibility to Compete in Association Events**

- 72.1 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 helmsman and crew are financial members of a State Association or of *ff* International or an association affiliated with *ff* International.

72.2 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 subrule (1).

**73 National Championships**

73.1 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.

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

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

73.4 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.

73.5 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.

**74 Obligations of State Associations**

74.1 State Associations shall provide the Secretary with a copy of the minutes of their annual general meeting within 30 days of that meeting.

## **SCHEDULE**

### **CONDITIONS OF THE COWESLIP TROPHY**

1. In 1962 His Royal Highness Prince Phillip, 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 helmsman of the Flying Fifteen which wins the Australian National Championship.
3. The name of the winning Flying Fifteen, the helmsman, 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.