

Greenwich Flying Squadron Inc.

Constitution

Table of Contents

Part 1 Preliminary	3
1. Definitions	3
Part 2 Membership	3
2. Membership generally	3
3. Application for membership.....	5
4. Cessation of membership	7
5. Membership entitlements not transferable	7
6. Resignation of membership	7
7. Register of full members and life members.....	8
8. Fees and subscriptions	8
9. Members' liabilities	9
10. Resolution of disputes.....	9
11. Disciplining of members	9
Part 3 The Committee	10
12. Powers of the committee.....	10
13. Composition and membership of committee.....	10
14. Election of committee members.....	11
15. Secretary.....	13
16. Treasurer.....	14
17. Casual vacancies	14
18. Removal of committee members	15
19. Committee meetings and quorum	15
20. Appointment of association members as committee members to constitute quorum	16
21. Use of technology at committee meetings	16
22. Delegation by committee to sub-committee	16
23. Voting and decisions	17
Part 4 General meetings	17
24. Annual general meetings—holding of	17
25. Annual general meetings—calling of and business at	18
26. Special general meetings—calling of.....	18
27. Notice	19
28. Quorum for general meetings	19
29. Presiding member	20
30. Adjournment.....	20
31. Making of decisions.....	20
32. Special resolutions	21
33. Voting	21
34. Proxy votes not permitted	21
35. Postal or electronic ballots	21
36. Use of technology at general meetings.....	21
Part 5 Miscellaneous	22
37. Insurance	22
38. Funds—source.....	22
39. Funds—management.....	22
40. Association is non-profit	23

41. Distribution of property on winding up of association.....	23
42. Change of name, objects and constitution.....	23
43. Custody of books etc.....	23
44. Inspection of books etc.....	23
45. Service of notices.....	24
46. Financial year.....	24
SCHEDULE.....	25

Part 1 Preliminary

1. Definitions

(1) In this constitution —

ordinary committee member means a member of the committee who is not an office-bearer of the association.

Secretary means —

(a) the person holding office under this constitution as Secretary of the association, or

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

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

(2) In this constitution —

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

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

(3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

(4) The objects of the association are set out in the Schedule to this constitution.

Part 2 Membership

2. Membership generally

(1) A person is, subject to this constitution, eligible to be a full, life, associate or temporary member of the association if —

(a) the person is a natural person, and

(b) the person has applied for and been approved for membership of the association in the applicable category of membership in accordance with clause 3, and

- (c) The person has agreed that their membership of the association is subject to this constitution as amended from time to time, and
 - (d) the person is committed to actively supporting the objects of the association, and
 - (e) the person has paid membership fees where required under this constitution, and
 - (f) in the case of a full membership, the person holds not less than a 25% share in a sailboat which participates or is intended to participate in association events, or is a life member, and
 - (g) provided that the person's membership has not subsequently lapsed or been ended in accordance with this constitution.
- (2) A person is taken to be a member of the association, of a type of membership most closely corresponding to that held by them with the previous body, if —
- (a) the person is a natural person, and
 - (b) the person was —
 - (i) in the case of an unincorporated body that is registered as the association — a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association — a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association — a member of the registrable corporation immediately before that entity was registered as an association.
 - (c) provided that the person's membership has not subsequently lapsed or been ended in accordance with this constitution.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made provided that the person's membership has not subsequently lapsed or been ended in accordance with this constitution.
- (4) The categories of membership are —
- (a) full member
 - (b) associate member
 - (c) temporary member

- (d) life member
 - (e) provisional associate or temporary member as provided in clause 3(6).
- (5) To become and remain a full member a person must hold (except for a 6 month period after disposal of such an interest) not less than a 25% share in a sailboat which participates or is intended to participate in association events, or be a life member.
- (6) To become and remain an associate member a person must be —
- (a) a person who participates or has participated as crew for association events, or proposes to do so, or
 - (c) a youth participant who has participated in association events or training, or proposes to do so, or
 - (d) a non-sailing parent of a youth participant, or
 - (e) any other sub-category determined by the committee.
- (7) Full members and life members will have a right to vote in any vote by members and that right may not be changed by the committee. No other class of member has a right to vote at any meeting of members.
- (8) A person may be appointed, or in the case of serious misconduct removed, as a life member by a majority vote of members present and entitled to vote at a meeting of members. Persons holding the position of life members as at the date of this constitution will be deemed to have been so appointed. A life member will have the same rights and obligations as a full member but not be required to seek annual renewals and not be liable for membership fees.
- (9) A youth participant is a person under 18 years of age.

3. Application for membership

- (1) An application by a person for full membership of the association —
- (a) must be nominated and seconded by a full member of the association in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
 - (b) must nominate that the person is applying for full membership, and
 - (c) must be lodged (including by electronic means, if the committee so determines) with the Membership Secretary of the association, and
 - (d) must include evidence of their eligibility for membership and their agreement to be bound by this constitution as amended from time to time.

- (2) As soon as practicable after receiving an application for full membership, the Membership Secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the Membership Secretary must —
 - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days or such other period as the Membership Secretary may determine) the sum payable under this constitution by a member as admission fee.
 - (c) the applicant becomes a full member of the association on payment of the requested admission fee.
- (4) The Membership Secretary must on payment by the applicant for full membership, then enter or cause to be entered the applicant's name in the register of full members.
- (5) An application by a person for associate or temporary membership of the association —
 - (a) must be in writing (including by email or other electronic means, if the committee so determines) in the form and manner determined by the committee, and
 - (b) must nominate the class of membership for which the person is applying, and
 - (c) must be lodged (including by electronic means, if the committee so determines) with the Membership Secretary of the association, and
 - (d) must in the case of associate membership include evidence of their eligibility for membership and in any case their agreement to be bound by this constitution as amended from time to time.
- (6) Upon completion of application for associate or temporary membership, and payment of the applicable fee (if any), the applicant —
 - (a) becomes a provisional associate or temporary member of the association as applicable. The period of provisional membership ceases after 3 months or earlier if the membership ceases, ("the provisional period").
 - (b) during the provisional period, or if the person did not meet the eligibility criteria, the committee may determine to terminate the person's provisional membership for any reason without notice at its absolute discretion and in that event, and upon giving the person notice and refund of any fee paid, the person ceases to be a member of the association from the date of the determination.

- (c) after the provisional period and in the absence of any such determination by the committee, the person becomes an associate or temporary member of the association (as the case may be), effective from the date of completion of the application or payment of the requested admission fee (if any) whichever is the later.

4. Cessation of membership

- (1) A person ceases to be a member of the association if the person —
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) being a full or associate member, fails to pay the annual membership fee under clause 8 (2). If within 6 months after the fee is due, or such further period as the committee may allow, the member pays the fees due they may be re-instated to membership, or
 - (e) being a temporary member, a term or condition of such membership has expired or concluded, or
 - (f) being a provisional member, the committee determines to terminate the person's provisional membership.

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association —

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the Membership Secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a full member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Membership Secretary must make an appropriate entry in a register of members recording the date on which the member ceased to be a member.

7. Registers of full members and life members

- (1) The Membership Secretary must establish and maintain registers of full members and life members of the association (whether in written or electronic form) called the register of full members specifying the name and email address of each person who is a full member of the association, and the register of life members specifying the name and email address of each person who is a life member of the association.
- (2) The registers of full members and life members must be kept in New South Wales —
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
 - (c) If kept in electronic form, the registers may be kept remotely from the main premises or the official address provided that a hard copy of the register can be made available at the main premises within a reasonable period of time.
- (3) The registers of full members and life members must be open for inspection, free of charge, by any full member or life member of the association at any reasonable hour.
- (4) A full or life member of the association may obtain a copy of any part of the register of full members or register of life members on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.
- (5) If a full member or life member requests that any information contained on the register of full members or register of life members about the member (other than the member's name and email address) not be available for inspection, that information must not be made available for inspection.
- (6) A member of any category must not use information about a person obtained from the register of full members or register of life members to contact or send material to the person, other than for —
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

- (1) A full or associate member (or a provisional associate member) of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.

- (2) In addition to any amount payable by the member under subclause (1), a full or associate member of the association must pay to the association by 30 June of each calendar year an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount.

9. Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- (3) Members of the association who are directly a party to the dispute, and a representative of the committee, are bound to attend at such mediation and to co-operate in attempting to resolve disputes.
- (4) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (5) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.
- (6) For the avoidance of doubt, this clause does not apply to disputes over the Racing Rules of Sailing. It is directed to disputes as to matters arising under this constitution.

11. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association—
 - (a) has persistently refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has acted in a manner prejudicial to the interests of the association, or
 - (c) has acted in a manner which jeopardises safety.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the preceding sub-paragraph does not apply, the committee —

- (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association, suspend the member from membership of the association or impose other sanction or warning or restriction if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the member has acted in the manner described in sub-clause 11 (1)(a), (b) or (c), and the expulsion, suspension, sanction, restriction or warning is warranted in the circumstances.
- (5) If the committee expels, suspends or imposes a sanction, restriction or warning upon a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action.

Part 3 The Committee

12. Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee —

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of full members of the association, and
- (c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association, and
- (d) may issue such instructions for the conduct of the members and the association's activities (not being inconsistent with this constitution) as it may deem desirable for the proper conduct of the affairs of the association and all members are required to comply with these instructions.

13. Composition and membership of committee

- (1) The committee is to consist of —
 - (a) the office-bearers of the association, and

- (b) a minimum of 4 and a maximum of 8 ordinary committee members, with 8 ordinary positions available to be filled if sufficient persons are elected or subsequently appointed in accordance with this constitution,

and subject to sub-clause (6), each of whom is to be elected at the annual general meeting of the association under clause 14.

- (2) The total number of committee members is to be at least 15.
- (3) The office-bearers of the association are as follows —
 - (a) the Commodore,
 - (b) the Vice-Commodore,
 - (c) the Rear Commodore/Sailing Secretary,
 - (d) the Rear Commodore/Youth Sailing,
 - (e) the Treasurer,
 - (f) the Rear Commodore/Twilight Sailing,
 - (g) the Secretary,
 - (h) the Clubhouse Manager,
 - (i) the Social Secretary,
 - (j) the Liquor Licensee,
 - (k) the Membership Secretary
- (4) A committee member may hold up to 2 offices (other than both the offices of Commodore and Vice-Commodore).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.
- (6) In the event that less than 8 ordinary committee members are elected at the annual general meeting, the committee may at any time appoint additional ordinary committee members up to a maximum of 4, to serve as committee members.
- (7) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

14. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members —

- (a) must be made in writing, signed by 2 full members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination) which consent shall identify any conflict of interest that the candidate is aware will, or is likely to, arise if the candidate is elected, and
 - (b) must be delivered to the Secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place, and
 - (c) must identify any office or offices for which the candidate is being nominated.
- (2) Only full members are eligible to be nominated as, elected or appointed as or serve as:
 - (a) Commodore
 - (b) Vice-Commodore
 - (c) Rear-Commodore/Sailing Secretary
 - (d) Rear-Commodore/Youth Sailing, or
 - (e) Treasurer
- (3) Subject to clause 14(2) a member (other than a provisional or temporary member) may be nominated to any or all of the offices and other committee member positions available and may be elected or appointed to more than one of those offices or other committee positions except that —
 - (a) any full member elected or appointed to any of the offices of —
 - (i) Commodore
 - (ii) Vice-Commodore
 - (iii) Rear-Commodore/Sailing Secretary
 - (iv) Rear-Commodore/Youth Sailing, or
 - (v) Treasureris whilst they hold that office ineligible to be elected or appointed to any other office, and
 - (b) any member elected or appointed to any office is thereafter ineligible to be elected or appointed to the committee as an other member of the committee in terms of clause 13(1)(b).
- (4) If only one nomination is received for an office then the candidate nominated is taken to be elected to that office.

- (5) If four or fewer nominations are received for the position of other member of the committee, then each candidate nominated is taken to be elected as an other member of the committee.
- (6) If insufficient nominations are received to fill all vacancies on the committee, then notwithstanding clause 13(1) above, further oral nominations are to be received at the annual general meeting.
- (7) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (8) If the number of nominations received for any office or as other members of the committee exceeds the number of vacancies to be filled, a ballot is to be held.
- (9) The ballot for the election of officers and other members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the person presiding may direct.
- (10) Whether by simple declaration or by ballot, the officers and other committee members will be decided in the order —
 - (a) the Commodore, then
 - (b) the Vice-Commodore, then
 - (c) the Rear-Commodore/Sailing Secretary, then
 - (d) the Rear-Commodore/Youth Sailing, then
 - (e) Rear-Commodore Twilight Sailing, then
 - (f) the Treasurer, then
 - (g) the Secretary, then
 - (h) the Clubhouse Manager, then
 - (i) the Social Secretary, then
 - (j) the Liquor Licensee, then
 - (k) the Membership Secretary, then
 - (l) 4 to 8 other members.

15. Secretary

- (1) The Secretary of the association must, as soon as practicable after being appointed as Secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of —

- (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings, and
 - (d) to maintain a register recording all resolutions passed by the committee.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

16. Treasurer

It is the duty of the Treasurer of the association to ensure —

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

17. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member —
- (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under clause 18, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from all meetings of the committee held during a period of 3 months, or

- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

18. Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates, makes representations in writing to the Secretary or Commodore (not exceeding a reasonable length) and requests that the representations be notified to the full members of the association, the Secretary or the Commodore may send a copy of the representations to each full member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the Commodore or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the Secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

- (8) At a meeting of the committee —
 - (a) the Commodore or, in the Commodore's absence, the Vice-Commodore is to preside, or
 - (b) if the Commodore and the Vice-Commodore are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

20. Appointment of association members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 17 applies.

21. Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (3) In this clause, committee meeting includes sub-committee meeting.

22. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than —
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

23. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 19(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General meetings

24. Annual general meetings—holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings—
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

25. Annual general meetings—calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 24, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following —
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

26. Special general meetings—calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition of at least 5% of the total number of full members, convene a special general meeting of the association.
- (3) A requisition of full members for a special general meeting —
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the full members making the requisition, and
 - (d) must be lodged with the Secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the full members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the full members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a full member or full members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and

any full member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

- (6) For the purposes of subclause (3) —
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

27. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each full member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each full member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 25 (2).
- (4) A full member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the full member.

28. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of full members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Twenty full members present (being full members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting —
 - (a) if convened on the requisition of full members — is to be dissolved, and
 - (b) in any other case — is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to full members

given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the full members present (being at least 10) are to constitute a quorum.

29. Presiding member

- (1) The Commodore or, in the Commodore's absence, the Vice- Commodore, is to preside as chairperson at each general meeting of the association.
- (2) If the Commodore and the Vice- Commodore are absent or unwilling to act, the full members present must elect one of their number to preside as chairperson at the meeting.

30. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of full members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each full member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by —
 - (a) a show of hands of full members or, if the meeting is one to which clause 36 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 3 or more full members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands of full members, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.

- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson and subject to clauses 35 and 36.

32. Special resolutions

A resolution of the association is a special resolution:

- (1) if it is passed by a majority which comprises at least three-quarters of such full members of the association as, being entitled under this constitution so to do, vote in person at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (2) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (1) if the resolution is passed in a manner specified by the Director-General.

33. Voting

- (1) On any question arising at a general meeting of the association a full member has one vote only.
- (2) On any question arising at a general meeting of the association an associate, provisional or temporary member shall have no right to vote.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A full member is not entitled to vote at any general meeting of the association unless all money due and payable by the full member to the association has been paid.
- (5) A full member is not entitled to vote at any general meeting of the association if the full member is under 18 years of age.

34. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

35. Postal or electronic ballots

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

36. Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.

- (2) A member of the association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting using the technology, is taken to have voted in person by written ballot if each vote is counted by electronic ballot, or orally if it each is not but the chair is satisfied there is a clear majority of full members on the voices.

Part 5 Miscellaneous

37. Insurance

The association may effect and maintain insurance. The committee shall endeavour to obtain and maintain such usual third party liability insurance cover as it deems fit subject to the availability of such cover on terms and at premiums that the committee deems to be reasonable.

38. Funds—source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) Whenever requested to do so, the association must, as soon as practicable after receiving any money, issue an appropriate receipt.

39. Funds—management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 signatories authorised by the committee.
- (3) Notwithstanding clause 40(2) the committee may authorise electronic banking or telephone banking on such conditions as the committee may deem fit.
- (4) The committee shall ensure that the association at all times from 1 July 2003 maintains an interest bearing deposit with a licensed Australian trading bank.
- (5) The initial interest bearing deposit is to be in the sum of twenty thousand dollars (A\$20,000.00).

- (6) Interest received on that interest bearing deposit is to be capitalised and added to the interest bearing deposit.
- (7) The interest bearing deposit may only be expended in accordance with a special resolution of full members.
- (8) The association and any body on its behalf shall not declare a dividend or distribute any profit or income to members or shareholders. Any profits made by the association shall be applied solely to its objects.

40. Association is non-profit

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

41. Distribution of property on winding up of association

- (1) Subject to the Act and the Regulation, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

42. Change of name, objects and constitution

- (1) An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.
- (2) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

43. Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales —

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

44. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a full member of the association at any reasonable hour —
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,

- (c) minutes of all committee meetings and general meetings of the association.
- (2) A full member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a full member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

45. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person —
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served —
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

46. Financial year

The financial year of the association is —

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 April, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 May and ending on the following 30 April.

SCHEDULE

Greenwich Flying Squadron Inc

Statement of Objects

To promote and organise sailboat racing on and around the environs of Sydney Harbour and coastal cruising events.

To promote and facilitate sail training, coaching and racing for youth and adult sailors.

To maintain and improve the clubhouse and equipment to ensure the ongoing viability of sailboat training, racing and cruising.

To ensure any funds raised by the club, in its capacity as non-profit organisation, are applied only to the above objects.