

Constitution

of the

Australian Sailing and Cruising Club Inc.

On 3rd July, 1991, a group of people met at the Unicorn Hotel, Oxford Street, Paddington, and resolved to form a sailing club for gay and lesbian people.

Consolidated to incorporate all amendments up to, and including, August 2012

Original Constitution of 1991 as amended in August 1994, March 1996 (to comply with the *Association Incorporation Act 1984* (NSW)), August 1998, August 2004, August 2006, August 2007, February 2009 and August 2010.

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1 Definitions

- 1.1 The singular shall include the plural and vice versa.
- 1.2 The **Act** means the Associations Incorporations Act, 1984 (NSW), as amended, together with any Regulations made from time to time under the Act.
- 1.3 The provisions of the Interpretation Act, 1987 (NSW) 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.
- 1.4 The **Club** means The Australian Sailing and Cruising Club Inc., of which this Constitution forms the Rules as defined in the Act.
- 1.5 The **Public Officer** as defined in the Act means the person holding office under this Constitution as Honorary Secretary.
- 1.6 The **Committee** means the Members for the time being of the Committee as defined by Rule 7.
- 1.7 **Member** or **Members** means the Full Ordinary Members, Honorary Life Members and Honorary Members of the Club as set out in Rule 3.
- 1.8 **Eligible** means that the Member has paid Annual Subscriptions in accordance with Rule 5 and is willing to stand, and if elected, to accept any of the offices of the Club.
- 1.9 The **Register** means the register of Members to be kept by the Honorary Secretary pursuant to Clause 8.3 hereof.
- 1.10 **Month** means calendar month.
- 1.11 **Year** means the Club's Financial Year.
- 1.12 **Proxy** shall be an instrument in writing signed by the Member giving the proxy and nominating the Member to whom it is given.

2 Aims and Objects

The aims and objects of the Club are:

- 2.1 To encourage and develop the sport of yacht racing and cruising amongst the lesbian and gay community throughout Australia.
- 2.2 To encourage the participation of Members in both competition and in non-competitive aspects of the sport at Club, State, National and International levels.
- 2.3 In furtherance of 2.1 and 2.2 above, to affiliate with other sporting bodies in the gay and lesbian community within the State of New South Wales, throughout Australia, and internationally.
- 2.4 In furtherance of 2.1 and 2.2 above, to affiliate with the Yachting Association of New South Wales and such other State, National and International bodies of a like nature as the Members in General Meeting may decide.
- 2.5 To operate as a non-profit organisation.

3 Membership

- 3.1 Membership of the Club is open to any person, regardless of sexuality, who:
 - a) has attained the age of eighteen (18) years; and
 - b) supports the aims and objects of the Club, as set out in 2 above.
- 3.2 There shall be three (3) classes of membership as follows:
 - a) Full Ordinary Members;
 - b) Honorary Life Members;
 - c) Honorary Members as hereinafter defined.

- 3.3 Candidates for membership shall enter into membership of the Club in either of the following ways:
- a) By being proposed by one and seconded by another Member of the Club, to both of whom the candidate shall have been personally known for a period of not less than twelve (12) months;
 - b) By application to the Honorary Secretary.
- 3.4 Whether proceeding by way of 3.3(a) or 3.3(b), all nominations or applications shall be in writing and shall be accompanied by the Joining Fee and Annual Subscription applicable at the time and shall provide the following minimum information about the candidate:
- a) Full given names and surname;
 - b) Certification that the candidate has attained the age of eighteen (18) years;
 - c) Email or Postal Address;
 - d) Telephone Number (if any);
 - e) Other Yacht Clubs (if any) of which the candidate is a member;
 - f) The name, sail number (if any) of any vessel of which the candidate is owner or a part-owner.
- 3.5 The Honorary Secretary may decide from time to time whether procedure under 3.3(b) is to be by way of filling out a form, or by letter.
- 3.6 Immediately upon receipt of a nomination or application, and upon being satisfied that the requirements of 3.4 have been complied with, the Honorary Secretary shall:
- a) Enter the candidate on the Register;
 - b) Enter the candidate's vessel(s), if any, on the Register of Vessels;
 - c) Issue to the candidate a copy of this Constitution and a letter informing the candidate of action taken under (a) and (b) above.
- 3.7 Honorary Life Members. The Committee shall have power in consideration of special services rendered to the Club by a Member to nominate such Member as an Honorary Life Member. Such nominations (not exceeding one per annum) shall be submitted to an Annual General Meeting of Members and, if confirmed at such meeting, the nominee shall be declared an Honorary Life Member and shall be entitled to all privileges of the Club and, from the date of that Annual General Meeting, all obligations to pay membership subscriptions shall cease.
- 3.8 Honorary Members. Subject to Clause 3.1, the Honorary Secretary may grant temporary honorary membership to any person. Such honorary membership shall not exceed three (3) Months in any instance and no person shall receive more than three (3) Months Honorary Membership in any Year. Honorary Members shall be entitled to all the rights and privileges of Full Ordinary Members, except for the right to be elected to any office of the Club and the right to vote in General Meetings.
- 3.9 Any Member may withdraw from membership by submitting to the Honorary Secretary a written resignation.
- 3.10 Expulsion of Members. Every Member on joining the Club implicitly undertakes to comply with this constitution. Any wilful refusal or neglect to do so, or any conduct which in the opinion of the Committee is unbecoming of a Member or prejudicial to the interests of the Club, shall render the Member concerned liable to suspension or expulsion from the Club, by the Members in General Meeting. Notice in writing of a General Meeting called pursuant to this Clause shall include notice of an intended resolution to suspend or expel. At the General Meeting, the Member subject of the intended resolution shall have opportunity, either orally or in writing, or both, to submit any defence or explanation of the act or neglect in question. A suspension under this clause shall be for a period of not less than one (1), nor more than twelve (12) months and, during the period of suspension, all rights and privileges of the Club shall be withdrawn. A member expelled under this Clause shall forfeit all right and claim upon the Club and its property, and shall under no circumstances be re-admitted to membership of the Club unless the reason for the expulsion is subsequently found to have been invalid.

4 Joining Fee

- 4.1 Prior to 31st December, 1991, Members joining the Club shall not be required to pay a joining fee.
- 4.2 From 1st January, 1992, the Joining Fee required for candidates entering into membership of the Club shall be ten dollars (\$10.00), or such other greater amount as the Club in Annual General Meeting may decide.

5 Annual Subscriptions

- 5.1 The Annual subscription payable by Full Ordinary Members shall be thirty dollars (\$30.00) or such other greater amount as the Club in Annual General Meeting may decide.
- 5.2 The membership year for the Club will commence on 1st September in each year and end on the following 31st August. Annual Subscriptions shall be due and payable on 1st September in each year and the Treasurer shall issue invoices to that effect to all Full Ordinary Members on the Register prior to that date. Subscriptions for 2006-2007 paid prior to 1st September 2006 entitle Full Ordinary Members to membership of the Club until 31st August 2007.
- 5.3 A Member whose annual subscription remains unpaid on 1st December in any year shall be notified thereof by the Treasurer, by way of Account Rendered.
- 5.4 A Member who has been sent an invoice and an account rendered, and whose subscription remains unpaid at 1st January immediately following, shall thereupon, and without further notice, be removed from the Register and forfeit all rights and privileges of the Club.
- 5.5 A Member who satisfies the Treasurer that his or her place of residence is more than one hundred (100) kilometres from the Sydney General Post Office by the most direct road route shall be entitled to pay annual subscription at one half the rate current at the time. The Treasurer in considering such cases shall give due consideration to the Member's mailing address appearing in the Register, if different from the stated place of residence.
- 5.6 A Member who satisfies the Treasurer that she or he has, at the time payment of annual subscriptions falls due, been in receipt of Commonwealth Government income support (such as, but not limited to, Invalid or Age or Veterans Affairs pension, or unemployment of sickness benefit) for at least the prior six (6) months in continuous succession, shall be entitled to pay annual subscription at one half the rate current at the time.
- 5.7 A member, who satisfies the Treasurer that he/she is, at the time when Annual Subscriptions fall due, in partnership with another member or members, shall be entitled to pay Annual Subscription at a concessional rate as follows: The concessional rate for partner members shall be 100% of the rate defined in Rule 5.1, 5.5 or 5.6 as appropriate, for the first member, and 75% of the rate similarly defined for subsequent members. Payment of annual subscriptions under this rule shall be made as one lump sum. Partnership members shall nominate one address for service of notices to that partnership pursuant to Rule 14.
- 5.8 From the earlier of 1 March or the day of NSW Mardi Gras Fair Day, but no earlier than 1 February, the subscription for new members for the remaining member year, for all classes of membership, shall be half the amount applicable for the full year, plus joining fee.

6 Officers

- 6.1 The officers of the Club shall consist of Commodore, Vice-Commodore and Rear Commodore, who shall be the Flag Officers of the Club, and an Honorary Secretary, a Treasurer, two (2) Joint Publicity Officers and not less than two (2), nor more than five (5) Members of the Committee.
- 6.2 Subject to Eligible candidates presenting themselves for election, the Flag Officers shall be the owner or part-owner of a vessel on the Club's Register of Vessels. This requirement shall be waived where otherwise Eligible candidates are the only candidates for election.
- 6.3 No person shall be re-elected to a Flag Office more than twice, consecutively.
- 6.4 Where possible, and subject only to the availability of Eligible candidates, and where necessary using the waiver provision of 6.2, the principle of gender rotation shall apply to the Flag Officers such that:
 - a) If the first Commodore of the Club shall be male, then the Vice-Commodore shall be a

female and the Rear Commodore a male, or vice versa;

- b) A female retiring or resigning from a Flag Office shall be replaced by a male, and vice versa.
- 6.5 The joint Publicity Officers shall be drawn, one from each gender. If Eligible candidates are available from one gender only, the Annual General Meeting may elect one Publicity Officer only.
- 6.6 The Members of the Committee shall, as nearly as is mathematically possible, and subject only to Eligible candidates presenting themselves for election, be drawn equally from each gender.
- 6.7 The Club shall appoint an Auditor, who shall be subject to re-appointment at each Annual General Meeting.
- 6.8 If for any reason a vacancy occurs in the Officers of the Club during the course of the year, a General Meeting, of which at least seven (7) days notice in writing of the purpose of the meeting shall have been given by the Honorary Secretary, may appoint a Member to fill the vacancy.
- 6.9 The terms of office for all Officers shall be from one Annual General Meeting to the next Annual General Meeting.
- 6.10 Committee members unable to attend a meeting shall tender an apology. If a member is absent without apology three (3) times in a year of office, the Committee shall declare the position vacant and may fill the vacancy. The Committee may override this provision in special circumstances.

7 Committee

- 7.1 The management and control of the business and general affairs of the Club shall be vested in a Committee consisting of the Officers of the Club set out in 6.1
- 7.2 The Committee shall have the power to co-opt from the membership at large.
- 7.3 The Committee shall meet at least monthly.
- 7.4 The procedure at Committee Meetings shall be as follows
 - a) At all Committee Meetings, the Chair shall be taken by the Commodore, or the next most senior Flag Officer present, or in the absence of all Flag Officers, by a member of the Committee chosen for the purpose by the meeting;
 - b) Quorum for all Committee Meetings shall be five (5) members present either in person or by proxy;
 - c) Every Member present in person or by proxy shall be entitled to one vote;
 - d) Voting in Committee Meetings shall be by simple majority of those present either in person or by proxy;
 - e) In the case of a tied vote, the Chair shall have the casting vote.
- 7.5 The Committee shall form the following subcommittees from amongst its Members:
 - a) Development and On-Water Activities. This subcommittee shall be chaired by the Vice-Commodore and is to take responsibility for the overall development of the Club and its on-water activities, including the organisation thereof.
 - b) Social and On-Shore Activities. This subcommittee shall be chaired by the Rear Commodore and is to take responsibility for the organisation of the Club's on-shore social activities, participation and representation in gay and lesbian community events and other like activities as directed from time to time by the Committee.
 - c) Finance and Fund Raising. This subcommittee shall be chaired by the Treasurer and is to take responsibility for the financial aspects of the Club's business and in particular, for the financial security, well-being and development of the Club.
- 7.6 The Committee may form and disband such other subcommittees from time to time as it sees fit.
- 7.7 The Flag Officers, Honorary Secretary and Treasurer shall be ex officio members of all subcommittees.

8 Honorary Secretary

- 8.1 The Honorary Secretary shall be the Principal Executive Officer of the Club, in whose name, unless

in any particular instance the Committee directs otherwise, the Club's correspondence shall be carried on,

- 8.2 The Honorary Secretary shall maintain a Register of Members of the Club, showing name, address, telephone number (if any), class of membership and date of termination of membership.
- 8.3 The Honorary Secretary shall maintain a Register of Vessels belonging to Members. This register shall show, as applicable to the particular vessel:
- a) Sail number and/or Registration number;
 - b) Vessel name;
 - c) Type or class;
 - d) Designer;
 - e) Builder;
 - f) Length Overall;
 - g) Rig.
- 8.4 The Honorary Secretary shall keep Minutes in books provided for the purpose of:
- a) All Ordinary General, Special General and Annual General Meetings;
 - b) All meetings of the Committee.
- 8.5 The Honorary Secretary shall ensure that the Minute Books are available for inspection to any Member, upon reasonable notice and at a reasonable time and place.

9 Election of Officers

- 9.1 Candidates for election to office for the ensuing year shall be nominated by a Member and seconded by another Member at the General Meeting immediately preceding the Annual General Meeting.
- 9.2 Nominations to office may be made either:
- a) in writing to the Honorary Secretary; or
 - b) orally from the floor of the General Meeting.
- 9.3 The notice convening the Annual General Meeting shall include a list of all candidates for office, showing the office to which each has been nominated.
- 9.4 Election to office shall occur at the Annual General Meeting and shall be by simple majority of those present and voting, either in person or by proxy.
- 9.5 Any candidate for any office, or the Chair of the Annual General Meeting, may require that voting be by secret ballot.

10 General Meetings

- 10.1 There shall be three classes of General Meetings, as follows:
- a) Ordinary General Meeting;
 - b) Special General Meeting;
 - c) Annual General Meeting.
- 10.2 Notice. Unless otherwise provided in this Constitution, the Honorary Secretary shall give at least seven (7) days notice in writing, with an Agenda, of all General Meetings.
- 10.3 Annual General Meetings. The Club's Annual General Meeting shall be held during the month of August, or at such other time as the Committee may decide, but in any case shall be held no later than 30th November in any year.
- 10.4 Special General Meetings. The Committee may at any time, and upon the requisition in writing of any three (3) Members, shall convene a Special General Meeting. The Notice and Agenda for a Special General Meeting shall clearly set out the specific purpose for which it is being convened.
- 10.5 Ordinary General Meetings. The time, date and place of Ordinary General Meetings shall be

determined at the preceding General Meeting, with the interval between such meetings being no longer than three (3) Months, and the Honorary Secretary shall not be required to issue written notice of such meetings provided, however, that an Ordinary General Meeting may only override or alter an act or decision of the Committee where written notice in accordance with 10.2 has been given.

11 General Meetings – Procedure

11.1 The procedure at General Meetings shall be as follows:

- a) At all General Meetings, the Chair shall be taken by the Commodore, or the next most senior Flag Officer present, or in the absence of all Flag Officers, by a Member chosen for the purpose of the meeting;
- b) Quorum for all General Meetings shall be six (6) Members present, either in person or by proxy;
- c) If at any General Meeting a quorum is not present within fifteen (15) minutes after the appointed time for the holding of the meeting, the meeting shall be deferred until such time, date and place as the Chair of the meeting shall determine or as subsequently convened and if at such deferred meeting a quorum is not present within the same time as aforesaid, those Members present shall constitute a quorum.
- d) Every Member present in person or by proxy shall be entitled to one vote;
- e) In the case of a tied vote, the Chair shall have a casting vote;
- f) Except as herein specifically provided to the contrary, all questions shall be decided by simple majority vote;
- g) Any General Meeting may be adjourned by resolution to a specific time, date and place.

12 Assets and Income

- 12.1 The funds of the Club are to be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Club in General Meeting, such other sources as the Committee determines.
- 12.2 The assets and income of the Club must be applied solely in furtherance of the Club's aims and objectives as set out in 2 and no portion of those assets and income may be distributed directly or indirectly to Members except as bona fide compensation for services rendered or goods supplied to the Club or expenses incurred on behalf of the Club.

13 Funds and Accounts – Management

- 13.1 The Club's Financial Year shall end on 30th June each year.
- 13.2 The Treasurer shall ensure that accounts and books are kept showing the true financial position of the Club in accordance with the particulars usually shown in books of account of like nature.
- 13.3 All monies received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- 13.4 Payments by the Club shall be made pursuant to resolution of the Committee or of a General Meeting of which written notice has been given.
- 13.5 All payments by the Club shall be by cheque and shall be made strictly in accordance with the terms for payment set down by the provider of the goods or services being paid for.
- 13.6 The Treasurer shall so arrange the Club's bank accounts such that the Commodore, Honorary Secretary and Treasurer are all signatories and the account can be operated on any two of the three signatures.
- 13.7 The Committee shall establish a Development Fund to be used only for the purpose of capital expenditure.
- 13.8 The Treasurer shall provide in the club newsletter to all members a cash flow statement preferably monthly, but at worst quarterly.

14 Notices to Members

- 14.1 Where in this Constitution notices are required to be sent to Members, they shall be deemed to have been duly served if sent by email or pre-paid post to the Member's address shown in the Register.
- 14.2 It shall be entirely the responsibility of individual Members to inform the Honorary Secretary of any change to the email or postal address in the Register.

15 Amendment to this Constitution

- 15.1 This Constitution may be amended by a General Meeting of which due notice, in accordance with 10.2 has been given.
- 15.2 The notice convening the meeting shall give full details of the proposed amendments and reasons for them.
- 15.3 A proposal to amend this constitution shall require a majority of two thirds of the Members present in person or by proxy and voting to carry it.

16 Winding Up

- 16.1 The Club may be wound up at a Special General Meeting called for the purpose and of which twenty one (21) days notice in writing shall have been given.
- 16.2 A proposal to wind up the Club shall require a majority of two thirds of the Members present in person or by proxy and voting to carry it.
- 16.3 In the event of the Club being wound up, the amount that remains after that winding up and the satisfaction of all debts and liabilities must be transferred to another gay and lesbian sporting organisation which is subject to a constitutional prohibition similar to that in 12.2 on the distribution of assets and income to its members. The particular organisation to which that remaining amount must be transferred may be determined by the Special General Meeting which resolved to wind up the Club or, in the absence of such a determination by that Special General Meeting, the Committee.

17 Common Seal

- 17.1 The common seal of the Club shall be kept in the custody of the Honorary Secretary.
- 17.2 The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of any two (2) officers as detailed in Rule 13.6.