Rules of Association

Western Australian International Optimist Dinghy Association Inc.

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**Western Australian International Optimist Dinghy Association Inc.**

**Rules of Association**

# Name

The name of the Association is the Western Australian International Optimist Dinghy Association Inc.

# Definitions and interpretation

## Definitions

**Act** means the *Associations Incorporation Act 2015* (WA).

**Annual General Meeting** means a meeting convened under rule17.1(a).

**Annual Subscription Fee** has the meaning given to that term in rule10.2.

**Appealing Member** has the meaning given to that term in rule 8.2(a).

**Associate Member** means a Member so described in rule 6.2.

**Association** means the association referred to in rule 1 being the Western Australian International Optimist Dinghy Association Inc.

**Auditor** means the auditor, if any, of the Association appointed under rule 20.

**Boat** means any International Optimist Class Dinghy.

**Business Day** means a day which is not a Saturday, Sunday or public holiday in the city of Perth, Western Australia.

**Chairperson** means the President or a Committee Member elected to be the Chairperson for any Committee Meeting under rule 15.4(b) or any General Meeting under rule 17.5(b).

**Committee** means the management committee of the Association established under rule 11.

**Committee Member** means a member of the Committee.

**Committee Meeting** means a meeting of the Committee.

**Fee** means the Annual Subscription Fees and any other fee, levy, cost or charge imposed or charged by the Association.

**Financial Year** means each consecutive 12-month period commencing on 1 May and expiring on 30 April in the following calendar year.

**General Meeting** means a meeting of the Members for the purpose of conducting the business of the Association and includes an Annual General Meeting and a Special General Meeting.

**Honorary Member** means a Member so described in rule 6.2.

**Life Member** means a Member so described in rule 6.2.

**Member** means a member of the Association under rule 6, and **Membership** has a corresponding meaning.

**Objects** means the objects of the Association as set out in rule3.1.

**Ordinary Member** means a Member so described in rule 6.2.

**Register of Members** means the register of Members referred to in rule 9.

**Reviewer** means the reviewer, if any, of the Association appointed under rule 20.

**Rules** means these rules of the Association.

**Special General Meeting** means a General Meeting other than an Annual General Meeting.

**Special Resolution** means a resolution of the Association passed at a General Meeting by not less than 75% of the Members entitled to vote, present and voting at the General Meeting, of which written notice has been provided in accordance with rule 17.3.

**Subcommittee** means a subcommittee of the Committee established under rule 16.

## Interpretation

### A reference to a statute includes its subordinate legislation and a modification, replacement or re-enactment of either.

### A reference to a person includes a reference to an individual, a body corporate, a trust, a partnership, a joint venture, an unincorporated body or other entity.

### A reference to a Member present at a General Meeting is a reference to a Member present in person, by proxy or by technology.

### A reference to a Committee Member present at a Committee Meeting is a reference to a Committee Member present in person or by technology.

### A reference to writing and written includes printing, electronic documents and other ways of representing or reproducing words in a visible form.

### The singular includes the plural and vice versa.

### The word *includes* and similar words are not words of limitation and do not restrict the interpretation of a word or phrase in these Rules.

### A reference to a gender includes any gender.

### If the date on which a thing must be done is not a Business Day, then that thing must be done on the next Business Day.

### If a period of time runs from a given date, act or event, then the time is calculated exclusive of the date, act or event.

### Headings are used for convenience only and do not affect the interpretation of these Rules.

### If a word or phrase is defined, then its other grammatical forms have a corresponding meaning.

### A reference to **resolve**, **resolution** or **ordinary resolution** means a resolution (other than a Special Resolution) which is passed at a General Meeting by the majority of the Members who are present and entitled to vote, or at a Committee Meeting by the majority of Committee Members who are present and entitled to vote (as applicable).

# Objects and activities

## Objects

The objects of the Association are to:

### to encourage and promote the class within Western Australia;

### to maintain the one-design character of the International Optimist Dinghy;

### to coordinate and manage the affairs and rules of the class within Western Australia;

### to coordinate sail training and competition in the class in Western Australia;

### to hold a Western Australia Championship each year;

### from time to time to hold the Australian Championship on behalf of the Australian Association;

### to maintain a ranking system to be used as the basis for selection for any Optimist sailing event at which selection of sailors is required;

## Activities of the Association

The Association must operate solely for the purpose of promoting and advancing the Objects. However, the Association is not required to promote all of the particular Objects at the same time or in any particular order and may, in its absolute discretion, determine the level and amount of promotion, funding or any other support which should be applied to any of the particular Objects at any given time.

# Powers of the Association

The Association has the powers conferred on it by the Act, including the power to:

### acquire, hold, deal with and dispose of any real or personal property;

### open and operate bank accounts;

### invest any money of the Association not immediately required upon any terms and conditions that the Committee determines;

### borrow or secure financial indebtedness;

### give any security over the real or personal property of the Association for the discharge of liabilities incurred by the Association that the Committee determines;

### appoint agents to transact any business of the Association on its behalf;

### enter into any contract the Committee considers necessary or desirable;

### appoint, employ and dismiss any staff of the Association as required and on any terms and conditions that the Committee determines; and

### do all other things that the Committee considers necessary, incidental or conducive to the attainment of the Objects and the exercise of the above powers.

# Property and income

## Members not to profit

The property and income of the Association must be applied solely towards the promotion of the Objects of the Association and no part of that property or income may be paid or otherwise distributed to any Member directly or indirectly, except in good faith in the promotion of the Objects.

## Payment

Rule 5.1 does not prevent:

### the payment in good faith to any Member, officer, employee or agent of the Association or other person in return for goods or services authorised by the Committee and provided to the Association;

### the payment of interest at a rate not exceeding the amount charged by the bank for the time being of the Association on overdraft accommodation of the same amount on any money lent by a Member to the Association;

### the payment of reasonable and proper rent for premises leased or let by a Member to the Association;

### the payment of out of pocket expenses incurred by an authorised Member or other authorised person on behalf of the Association; or

### the payment of out of pocket expenses incurred by a Committee Member for travel and accommodation in connection with the performance of that Committee Member’s functions.

# Membership

## Eligibility

### Membership of the Association is open to any person who supports the Objects and purposes of the Association.

## Classes of Membership

### This Rule 6.2 specifies the:

### classes of Membership; and

### qualifications and eligibility for admission to each class or status within a class of Membership.

### The classes of Membership comprise:

### Ordinary Members;

### Associate Members;

### Honorary Members; and

### Life Members.

### An Ordinary Member is a person who:

### is eligible to be a Member under Rule 6.1;

### is actively engaged in training and or competition in an International Optimist Dinghy according to the age requirements specified by the International Optimist Dinghy Association

### applies to be a Member under Rule 6.3; and

### is elected by the Committee in accordance with these Rules as a Member.

### Each Ordinary Membership is granted an accompanying Ordinary Membership for one parent, caregiver or legal guardian, thereby providing Ordinary Members with voting and office bearing rights which are exercised by the parent, caregiver or legal guardian. Each Ordinary Member, in conjunction with their respective parent, caregiver or legal guardian (accompanying Ordinary Member) is only entitled to one vote on any issue that requires votes to be counted and the voting power is exercised by the relevant parent, caregiver or legal guardian.

### Associate Member is a person who:

### is eligible to be a Member under Rule 6.1;

### applies to be a Member under Rule 6.3; and

### is elected by the Committee in accordance with these Rules as an Associate Member.

### An Honorary Member is an Ordinary Member or Associate Member who:

### has, in the Committee’s opinion, rendered special voluntary services to the Association; and

### is elected as an Honorary Member at an Annual General Meeting, by a majority of not less than 80% of the votes cast by a secret ballot of the Voting Members present and entitled to vote at the Annual General Meeting.

### The term of a Member’s Honorary Membership will be effective from the Member’s election as an Honorary Member until the conclusion of the first Annual General Meeting following the Honorary Member’s election as an Honorary Member. An Honorary Member is eligible for re-election as an Honorary Member. If an Honorary Member is not so re-elected, the Honorary Member will remain a Member in the class of Membership held by him or her prior to election as an Honorary Member

### A Life Member is a Member who:

### has, in the Committee’s opinion, rendered special voluntary services to the Association; and

### is elected as an Honorary Member at an Annual General Meeting, by a majority of not less than an 80% of the votes cast by a secret ballot of the Voting Members present and entitled to vote at the Annual General Meeting

## Applying for Membership

### A person who wishes to become an Ordinary Member or an Associate Member must apply for Membership to the Committee in writing, in any form that the Committee directs.

### The Committee or its delegate must consider each application made under rule 6.3(a)and must accept or reject the application.

### The Committee is not required to provide reasons as to why a Membership application was rejected.

### If a person’s Membership application is accepted by the Committee or its delegate, the Committee or its delegate must enter that person on the Register of Members within 28 days of its decision.

### A person’s Membership takes effect when they are entered on the Register of Members.

## Member Rights

### Subject to these Rules:

### Voting Members are entitled to:

#### receive notices of, attend and be heard at any General Meeting;

#### subject to these Rules, vote at any General Meeting;

#### receive a copy of the annual financial report (if any) of the Association; and

#### such other rights and entitlements conferred upon them under these Rules or the Act; and

### Associate Members Honorary and Life Members have all of the rights of Voting Members, except for the right to vote at a General Meeting.

# Resignation and cessation of Members

## Cessation of Membership

### A Member ceases to be a Member, if the Member:

#### dies;

#### ceases to be a member under rule 10.3;

#### resigns as a Member by giving written notice of their resignation to the Association; or

#### is expelled from Membership of the Association under rule8.

### A person who ceases to be a Member under rule 7.1(a)(ii) to 7.1(a)(iv):

#### remains liable to pay to the Association the amount of any Fee due and payable by that person to the Association but unpaid at the date of the cessation; and

#### is not entitled to a refund or credit, for any Annual Subscription Fee paid by the Member to the Association under rule 10.2(d).

### The Committee or its delegate must remove a person from the Register of Members within 28 days of an event referred to in 7.1(a) occurring.

### A person’s cessation of Membership takes effect on the earlier of the date they are removed from the Register of Members or from the date of the cessation event referred to in rule 7.1(a).

# Suspension or expulsion of Members

## Decision of the Committee

### The Committee may suspend or expel a Member from the Association by ordinary resolution at a Committee Meeting, because of:

#### the Member’s failure to comply with these Rules; or

#### the Member’s failure to pay the whole or any part of a Fee payable by the Member within three months of written demand for payment has been given to the Member; or

#### the Member’s conduct being considered prejudicial or detrimental to the interests of the Association.

### The Committee must give a Member who is the subject of a proposed resolution under rule 8.1(a) written notice of the proposed suspension or expulsion, specifying:

#### the time, date and place of the Committee Meeting at which the question of the suspension or expulsion will be considered; and

#### particulars of the Member’s conduct which is the subject of the notice,

not less than 21 days prior to the date of the relevant Committee Meeting.

### A Member who is the subject of a proposed resolution under rule 8.1(a) may:

#### make written representations (of a reasonable length) and provide these to the Association for circulation to the Committee Members;

#### speak to the motion at the relevant Committee Meeting; and

#### elect to bring a support person, who is not a legal representative, to the relevant Committee Meeting.

### Each Committee Member must receive a copy of the representations referred to in rule 8.1(c)(i), unless those representations are defamatory.

### The Committee must decide whether to suspend, expel or decline to suspend or expel the Member at the Committee Meeting referred to in rule 8.1(a) and must communicate that decision to the relevant Member as soon as possible after the decision is made.

### A Member may be suspended for any period of time that the Committee determines in its absolute discretion.

### Subject to rule 8.2, a decision of the Committee to suspend or expel a Member takes effect 14 days after the day on which the decision is communicated to the Member under rule 8.1(e).

## Right of appeal

### A Member who is suspended or expelled from Membership under rule 8.1(e) (**Appealing Member**) may appeal the decision, by providing written notice to the Association within 14 days after the day on which the decision to suspend or expel the Appealing Member is communicated to the Appealing Member under rule 8.1(e).

### Upon receiving a notice under rule 8.2(a), the Committee must give written notice to the Appealing Member, specifying the time, date and place of a General Meeting at which the question of the Appealing Member’s suspension or expulsion will be considered by the Members, which must not be more than 90 days after receiving the notice.

### The Appealing Member may:

#### make written representations (of a reasonable length) and provide these to the Association for circulation to the Members;

#### speak to the motion at the relevant General Meeting; and

#### elect to bring a support person, who is not a legal representative, to the relevant General Meeting.

### Each Committee Member must receive a copy of the representations referred to in rule 8.2(c)(i), unless those representations are defamatory.

### The Members must at the relevant General Meeting confirm or set aside the decision of the Committee to suspend or expel the Appealing Member.

### If the Members set aside the decision of the Committee to expel the Appealing Member, the Members may determine that the Appealing Member be suspended in the alternative, and must determine the period of the suspension.

### An Appealing Member’s suspension or expulsion does not take effect unless and until the decision of the Committee to suspend or expel the Appealing Member is confirmed or varied, as the case may be, under rule 8.2(e) or 8.2(f).

## Consequences of suspension

### During the period of suspension, the Member:

#### loses any rights (including voting rights) arising as a result of Membership; and

#### is not entitled to a refund, rebate, relief or credit of their Annual Membership Fee.

### When a person’s Membership is suspended, the Secretary must record in the Register of Members:

#### that the person’s Membership is suspended;

#### the date on which the suspension takes effect; and

#### the period of the suspension.

### When the period of the suspension ends, the Secretary must record in the Register of Members that the person’s Membership is no longer suspended.

# Register of Members

## Maintaining a Register of Members

### The Committee or its delegate must maintain a Register of Members in accordance with the Act.

### The Register of Members must include each Member’s name and:

#### residential address;

#### postal address; or

#### email address.

### The Register of Members must be kept at a location determined by the Committee.

## Inspection of the Register of Members

### A Member may request to inspect the Register of Members.

### The Association must make the Register of Members available for inspection upon the request of a Member.

### Subject to rules 9.3 and 9.4, a Member inspecting the Register of Members may make a copy of, or take an extract from the Register of Members but is not entitled to remove the Register of Members for that purpose.

## Copy of the Register of Members

### A Member may make a request in writing to the Committee for a copy or extract of the Register of Members.

### The Committee may require a Member who requests to be provided with or to make a copy of or extract from the Register of Members to provide a statutory declaration setting out the purpose of the request, and declaring that the purpose is directly connected with the affairs of the Association.

## When using the information in the Register of Members is prohibited

A Member must not use or disclose the information on the Register of Members:

### to gain access to information that a Member has deliberately denied them;

### to contact or send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee; or

### for any other purpose, unless the purpose:

#### is directly connected with the affairs of the Association; or

#### is related to the administration of the Act.

# Fees

## Payment of Fees

### The Association may:

### require the payment of Fees by Members in the amounts and at the times as these Rules prescribe; and

### by notice to a Member:

#### extend the time for payment of Fees;

#### allow for payment of Fees by instalments or with a discount;

#### waive the requirement for payment of a Fee; or

#### specify the method of payment of Fees.

## Annual Subscription Fee

### The Committee may determine the amount of annual subscription to be paid by each Member or class of Member (**Annual Subscription Fee**).

### The Annual Subscription Fee must be approved by an ordinary resolution at a General Meeting.

### Honorary Members and Life Members are not required to pay the Annual Subscription Fee.

### Each Member (other than an Honorary Member or a Life Member) must pay the Annual Subscription Fee to the Association annually on or before a date that the Committee determines.

### Unless otherwise specified in Annual Subscription Fee, the Annual Subscription Fee of an Ordinary Member is deemed to be inclusive of the Annual Subscription Fee for one parent, carer or legal guardian of that Ordinary Member.

### Unless the Committee determines otherwise, a Member that is a Member as at 1 April in a Financial Year:

#### is liable for the full year’s Annual Subscription Fee for that Financial Year; and

#### is not entitled to a refund or credit for or pro-rate reduction of Annual Subscription Fee paid by the Member if the Member ceases to be a Member during that Financial Year.

## Unpaid fees

### Without limiting any other provision of this Constitution, and without limiting any right of recovery for unpaid Fees at law, the Committee may resolve to expel or suspend a Member under these Rules who has not paid the whole or any part of a Fee payable by them within three months of written demand for payment has been given to the Member.

# Committee

## Management of the Association

### The Committee is vested with the management of the Association’s affairs and the control of the funds and other property of the Association.

### The Committee may exercise all of the powers of the Association except those which must, under these Rules or the Act, be exercised by the Members at a General Meeting.

### The Committee has the power to make, adopt, amend or rescind by-laws, which by-laws must not be inconsistent with these Rules.

### If, at any time, the Membership of the Association is less than 6 full voting Members, the Committee may act only for the purpose of increasing the number of Members to a number sufficient to meet the minimum requirements of the Act.

### The Committee must comply with any Committee policies, governance rules and codes of conduct as developed by the Committee.

## Composition

### The Committee must consist of a minimum of 3 office bearers (including the office-bearers specified in clause 11.2(b)),having the appropriate experience and skills to assist the Association.

### The Committee must consist of the following office-bearers:

#### a President;

#### a Secretary;

#### a Treasurer; and

#### subject to nomination, a representative from each yacht club in Western Australia at which there are two or more Ordinary Members.

## Eligibility

### A person is only eligible for appointment as a Committee Member if that person:

#### is at least 18 years of age;

#### is a Member;

#### has paid to the Association all Annual Subscription Fees and Registration Fees payable by that Member which are due and payable at time of nomination; and

#### is eligible to serve as a Committee Member under the requirements of the Act.

### Before being appointed to the Committee, the Committee may require that a person sign a statutory declaration stating that they meet the eligibility requirement set out in rule 11.3(a)(iv).

## Nominations

### A nomination for the position of a Committee Member must:

### be made in writing;

### be proposed by two Voting Members;

### state which Committee Member position they are nominating for; and

### be lodged with the Secretary at such other time fixed by the Committee prior to the Annual General Meeting at which the nomination will be considered.

## Election of Committee Members

### Subject to rule 11.3, the Members may elect by ordinary resolution Committee Members at an Annual General Meeting.

### Subject to rule 11.5(c), the Committee may determine the rules which govern the election of Committee Members.

### Candidates must nominate for appointment in writing at least 14 days prior to the date of the Annual General Meeting.

### At the Annual General Meeting, if the number of persons nominated for election to the Committee does not exceed the number of vacant positions, the Secretary will report accordingly to the Chairperson and the Chairperson:

#### must declare those persons to be duly elected as a Committee Member; and

#### may call for nominations from the eligible Members at the General Meeting to fill any vacant positions remaining unfilled after the elections under rule 11.5(d)(i) (if any).

### If the number of persons nominated for election to the Committee exceeds the number of vacancies to be filled, the Voting Members must vote in accordance with procedures that have been determined by the Committee to decide the persons who are to be elected to the Committee.

### Following an election under rule 11.5(e), the Chairperson must declare those successful persons to be duly elected as Committee Members.

## Term of office

### Subject to rules 12.3 and 13.1a Committee Member holds office until the conclusion of the first Annual General Meeting following their election.

### Subject to rule 11.6(c), a Committee Member is eligible for re-election.

### A Member must not be re-elected as President if that Member has held that office for a continuous period of more than 5 years.

# Committee vacancies

## Vacation of position

The position of any Committee Member will be vacated if the holder of that position:

### resigns by notice in writing to the Association;

### is incapacitated by physical ill health or certified as unfit;

### is no longer eligible to be a Committee Member under rule 11.3;

### is removed under rule 13; or

### is absent for more than three Committee Meetings in the same Financial Year, of which he or she has received notice, without a reason which is accepted by the Chairperson.

## Committee may act despite vacancy

The Committee may act despite a vacancy occurring in any position on the Committee.

## Filling of vacant positions

The Committee may appoint any person who is eligible under rule 11.3 to fill a position on the Committee that has become vacant under rule 12.1 or that remains vacant following an Annual General Meeting (including the appointment of an office-bearer) and that person holds office until the next Annual General Meeting following their appointment.

## Returning the books of the Association

Within 14 days of ceasing to be a Committee Member, the outgoing Committee Member must transfer all relevant documents, records and assets of the Association in their possession, custody or control (if any) to the Chairperson, or other Committee Member nominated and authorised by the Committee.

# Removal of Committee Members

## Removal by Members

### At a General Meeting, the Members may by ordinary resolution:

#### remove a Committee Member from office, provided that written notice of the proposed removal has been given to the relevant Committee Member; and

#### elect a person who is eligible under rule 11.3 to fill the vacant position.

### A person elected as a Committee Member under rule 13.1(a)(ii) holds office for the remainder of the term which the Committee Member they replaced would have served.

## Procedure

### A Committee Member who is the subject of a proposed resolution under rule 13.1 may:

#### make written representations (of a reasonable length) and provide these to the Association for circulation to the Members;

#### speak to the motion at the relevant General Meeting; and

#### elect to bring a support person, who is not a legal representative, to the relevant General Meeting.

### Each Committee Member must receive a copy of the representations referred to in rule 13.2(a)(i), unless those representations are defamatory.

# Duties of Office Bearers

## President

## The President has the following duties:

## act as Chairperson at General Meetings and Committee Meetings;

## represent the Association at any function, meeting or event at which the Association is to be represented; and

## present a report at the Annual General Meeting.

## Secretary

The Secretary has the following duties:

### co-ordinating the correspondence of the Association;

### preparing the notices required for General Meetings and Committee Meetings and for the business to be conducted at General Meetings and Committee Meetings;

### unless another Committee Member is authorised by the Committee to do so, maintaining on behalf of the Association the Register of Members, and recording in the Register of Members any changes in the Membership, as required under the Act and these Rules;

### maintaining on behalf of the Association an up-to-date copy of these Rules, as required under the Act;

### unless another Committee Member is authorised by the Committee to do so, maintaining on behalf of the Association a record of the names and address of persons who are Committee Members;

### maintaining full and accurate minutes of Committee Meetings and General Meetings; and

### carrying out any other duty given to the Secretary under these Rules or by the Committee.

## Treasurer

The Treasurer has the following duties:

### ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association’s name;

### ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;

### 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;

### ensuring that the Association complies with the relevant requirements of Part 5 of the Act;

### ensuring the safe custody of the Association’s financial records, financial statements and financial reports, as applicable to the Association;

### coordinating the preparation of the Association’s financial statements before their submission to the Annual General Meeting;

### 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; and

### carrying out any other duty given to the Treasurer under these Rules or by the Committee.

# Committee Meetings

## Meetings

### The Committee will meet together to conduct the Association’s business as often as the President determines.

### Any Committee Member may call a Committee Meeting at any time by giving reasonable notice.

### Subject to these Rules, the Committee Members present at a Committee Meeting must determine the procedure and order of business to be followed at the Committee Meeting.

## Notice of Committee Meetings

### The Secretary or any other person nominated and authorised by the Committee is responsible for providing notice of Committee Meetings.

### The nominated person referred to in rule 15.2(a) must give all Committee Members not less than 7 days’ notice of every Committee Meeting, except where all of the Committee Members unanimously consent to shorter notice being given.

## Quorum

### A quorum of a Committee Meeting is the lesser of 4 Committee Members or a majority of the Committee Members at the time the meeting is held.

### If a quorum is not obtained within thirty minutes of the time appointed for the Committee Meeting, the Committee Meeting will lapse.

## Chairperson of Committee Meetings

### Subject to rule 15.4(b), at every Committee Meeting the President will preside as Chairperson of the Committee Meeting.

### In the absence of the Chairperson, the remaining Committee Members must elect a Committee Member to preside as Chairperson.

## Voting at Committee Meetings

### Every Committee Member present at a Committee Meeting has a deliberative vote.

### Any resolution put forward at a Committee Meeting must be passed by a majority of the Committee Members present and entitled to vote at the Committee Meeting.

### The Chairperson does not have a casting vote.

## Conflict of interest

### A Committee Member who has any material personal interest in a matter being considered at a Committee Meeting must:

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

#### not be present while the matter is being considered at the Committee Meeting or vote on the matter; and

#### disclose the nature and extent of the interest at the next General Meeting.

### Rule 15.6(a) does not apply in relation to a material personal interest that:

#### exists only because the Committee Member is a member of a class of persons for whose benefit the Association is established; or

#### the Committee Member has in common with all, or a substantial proportion of, the Members.

## Validity of acts of the Committee

All acts done at any Committee Meeting or by the Committee will, despite the fact that it is subsequently discovered that there was some defect in the appointment of any Committee Member or that any Committee Member was disqualified, be valid as if the defect did not in fact exist or the Committee Member was not disqualified, as the case may be.

## Use of technology at Committee Meeting

### The Committee may hold a Committee Meeting at 2 or more venues using any technology that gives the Committee Members entitled to be heard at a Committee Meeting a reasonable opportunity to participate.

### The Committee Members may only withdraw their consent for the use of technology by a resolution of the Committee at a Committee Meeting.

## Minutes of Committee Meetings

### Subject to rule 15.9(c), the Secretary must cause proper minutes of all proceedings of every Committee Meeting to be entered into a minute book within 30 days after the holding of each Committee Meeting.

### The minutes referred to under rule 15.9(a) must contain:

#### the names of all Committee Members present and those whose apologies for non-attendance were accepted by the Committee Meeting;

#### details of any material personal interest disclosed by a Committee Member under rule 15.6(a)(i); and

#### all resolutions made or passed by the Committee at the Committee Meeting.

### If the Secretary is not present at the Committee Meeting, the Committee must nominate and authorise a person to be responsible for complying with the requirements set out in rule 15.9(a) in relation to that particular Committee Meeting.

### The minutes created under rule 15.9(a) when signed by the Chairperson will be, until the contrary is proved, evidence that:

#### the Committee Meeting was duly convened and held;

#### all proceedings recorded as having taken place at the Committee Meeting did in fact take place; and

#### all appointments reported to have been made at the Committee Meeting have been validly made.

## Circular Resolutions

### Subject to these Rules and the Act, the Committee may pass a circular resolution without a Committee Meeting being held.

### A circular resolution is passed if all of the Committee Members entitled to vote on the resolution sign or otherwise agree (including by an electronic communication) to the resolution in the manner set out in rule 15.10(c) or 15.10(d).

### Each Committee Member may sign or otherwise agree (including by an electronic communication):

#### a single document setting out the resolution and containing a statement that they agree to the resolution; or

#### separate copies of that document, provided that the wording of the resolution is the same in each copy.

### The Association may send a circular resolution by electronic means to the Committee Members and the Committee Members may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.

# Subcommittees

## Establishment of Subcommittees

The Committee may establish Subcommittees to advise the Association on any matter relating to the Association.

## Composition and role of Subcommittee

Unless inconsistent with these Rules, the Committee may:

### appoint and remove Subcommittee members, or make provision for the appointment and removal of Subcommittee members;

### specify that the Subcommittee consists of a single person or a number of persons;

### determine the functions of any Subcommittee; and

### determine the remuneration (if any) of any Subcommittee members.

## Subcommittee Decisions

### If the Committee establishes a Subcommittee for a particular matter, then the Committee must obtain the opinion of that Subcommittee before the Committee makes any decision on that matter.

### The opinion or decisions of a Subcommittee are recommendations only and do not bind the Committee in any way.

## Subcommittee Rules

The Committee may make and amend rules for each Subcommittee.

# General Meetings

## Annual General Meetings and Special General Meetings

The Committee:

### must convene an Annual General Meeting of the Association within the period required by the Act;

### may at any time convene a Special General Meeting of the Association; and

### must give notice under rule 17.3 to convene a Special General Meeting of the Association, for the purpose which will be specified in the request, within 45 days of receiving a written request to do so signed at least 20% of Members who, at the time of making the written request would be entitled to vote at a General Member (**Convening Members**), unless that number is greater than the number prescribed under the Act, in which case the number prescribed under the Act will apply.

## Rights of Members convening Special General Meeting

When a Special General Meeting is convened under rule 17.1(c):

### the Committee must:

#### provide notice to all Members of the Special General Meeting in accordance with rule 17.3; or

#### ensure that the Members convening the Special General Meeting are supplied with the Register of Members in accordance with rule 9 for the purpose of convening the Special General Meeting; and

### the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

## Notice of General Meeting

Every notice of General Meeting must:

### be given to all Members and the Auditor or Reviewer (if any)at least 14 days prior to the date of the General Meeting, except in the case of a General Meeting at which a Special Resolution is to be considered, in which case at least 21 days’ notice must be given;

### state the time, date and place of the General Meeting and the particulars of the business to be transacted at the General Meeting, including (where applicable), the wording of any proposed Special Resolutions, and the order in which the business is to be transacted;

### state that a Voting Member may appoint another Member as a proxy for the General Meeting and include a copy of any form that the Committee has approved for the appointment of a proxy;

### contain details of the Association’s voting procedures, including how to vote by post, electronic transmission, and proxy; and

### be delivered by hand, sent by prepaid post or sent by electronic transmission to every Member in accordance with each Member’s contact details appearing in the Register of Members in accordance with rule 9.

## Quorum

### A quorum of a General Meeting is 5 Voting Members as at the date of the General Meeting.

### If a quorum is not obtained within thirty minutes of the time appointed for the General Meeting:

#### in the case of a meeting convened pursuant to rule 17.1(c),the General Meeting will lapse; and

#### in the case of any other General Meeting, the General Meeting will be adjourned to a date and time as determined by the Committee.

### There will not be transacted at any adjourned General Meeting any business other than the business left unfinished at or on the agenda of the General Meeting which was adjourned.

### When a General Meeting is adjourned for a period of 30 days or more, the Association must give notice under rule 17.3 of the adjourned General Meeting as if that General Meeting was a new General Meeting.

## Chairperson of General Meetings

### Subject to rule 17.5(b), at every General Meeting the President will preside as Chairperson of the General Meeting.

### In the absence of the President, the Voting Members must elect a Committee Member to preside as Chairperson.

### The Chairperson may:

#### with the consent of the General Meeting, adjourn any General Meeting from time to time and from place to place; and

#### impose reasonable time limits on the speakers on any motion.

## Voting at General Meetings

### Each Voting Member present at a General Meeting has a deliberative vote.

### A Voting Member present at a General Meeting is not entitled to vote on any resolution:

#### while that Voting Member, or that Voting Member’s rights and entitlements, are the subject of suspension under rule 8; or

#### if the Annual Subscription Fee or any other moneys payable by the Voting Member are due and payable but unpaid, as at the date of the General Meeting.

### The Association must disregard any vote on a resolution purported to be cast by a Member present at a General Meeting where that person is not entitled to vote on that resolution, under these Rules.

### Unless otherwise provided in these Rules or the Act, any resolution at a General Meeting will be carried by a simple majority of the Members present on a show of hands.

### The Chairperson of the General Meeting does not have a casting vote.

### At any General Meeting, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minute book of the proceedings of the Association under rule 17.13, is conclusive evidence of the fact unless, during the General Meeting at which the resolution is considered, a poll is demanded in accordance with rule 17.6(g).

### At a General Meeting, a poll may be demanded by the Chairperson or by five or more Members present and, if so demanded, must be taken in any manner that the Chairperson directs.

### If a poll is demanded and taken under rule 17.6(g), a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

## Proxies

### A Voting Member may appoint a person who is a Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.

### The appointment of a proxy must be in writing and signed by the Voting Member making the appointment.

### The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

### If no instructions are given to the proxy, the proxy may vote as the proxy sees fit.

### If the Committee has approved a form for the appointment of a proxy, the appointing Member must use that form.

### A form appointing a proxy is of no effect unless it is received by the Association before the commencement of the General Meeting for which the proxy is appointed at a time specified by the Committee.

## Objections to entitlement to vote

### An objection to the qualification of any person to vote at a General Meeting may only be made:

#### before that General Meeting, to the Committee; or

#### at that General Meeting (or any resumed meeting if that meeting is adjourned), to the Chairperson of that meeting.

### Any objection must be decided by the Committee or the Chairperson of the General Meeting (as the case may be), whose decision, made in good faith, is final and conclusive.

## Auditor or Reviewer’s Right to be heard

The Auditor or Reviewer (if any) is entitled to attend and be heard at a General Meeting on any part of the business of that meeting that concerns the Auditor or Reviewer (if any) in their professional capacity.

## Use of Technology at General Meeting

### The Association may hold a General Meeting at 2 or more venues using any technology that gives the Members entitled to be heard at a General Meeting a reasonable opportunity to participate.

### The Members may only withdraw their consent for the use of technology by a resolution of the Association at a General Meeting.

## Postponing or Cancelling a Meeting

### Subject to rule 17.11(b), the Committee may change the venue for, postpone or cancel a General Meeting at its own discretion.

### If a Special General Meeting is called under rule17.1(c), the Committee must not cancel it without the consent of the relevant Members who requested the Special General Meeting under that rule.

## Annual General Meeting

Each Annual General Meeting must consider the following business in the following order:

### the disclosure of the nature and extent of all material personal interests required to be disclosed under rule 15.6(a) (if any);

### the confirmation of the minutes of the immediately preceding Annual General Meeting;

### the presentation of the President’s report on the activities of the Association in the since the last Annual General Meeting;

### the presentation of the Treasurer’s report for the Financial Year ended immediately prior to the Annual General Meeting;

### the consideration of the financial accounts of the Association and other reports of the Committee;

### the election of the Committee;

### if required by the Act, the appointment of the auditor of the Association; and

### any other business specified in the notice convening the Annual General Meeting.

## Minutes of General Meetings

### The Secretary, or any other person nominated and authorised by the Committee, must cause proper minutes of all proceedings of every General Meeting to be entered into a minute book within 30 days after the holding of each General Meeting.

### The minutes referred to under rule 17.13(a) must record:

#### the names of all Members who attended the meeting;

#### any proxy forms validly received in accordance with rule 17.7;

#### details of any material personal interest disclosed by a Committee Member at the General Meeting; and

#### all resolutions passed by the General Meeting.

### The minutes created under rule 17.13(a) when signed by the Chairperson of the General Meeting are, until the contrary is proved, evidence that:

#### the General Meeting was duly convened and held;

#### all proceedings recorded as having taken place at the General Meeting did in fact take place; and

#### all appointments reported to have been made at the General Meeting have been validly made.

# Dispute resolution

### The dispute resolution procedure set out in this rule 18:

#### applies to disputes arising under or in relation to these Rules between:

##### a Member and another Member; and

##### a Member and the Association;

#### but does not apply to a dispute or related matter that is regulated or governed by the ‘rules’ as defined in the Racing Rules of Sailing.

### The parties to a dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

### If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, arrange to hold a meeting in the presence of a registered mediator.

### The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

### The mediator, in conducting the mediation, must:

#### give the parties to the mediation process every opportunity to be heard;

#### allow due consideration by all parties of any written statement submitted by any party; and

#### ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

### The mediator must not determine the dispute. The mediation must be confidential and without prejudice.

### If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

# Indemnity

## Members bound by Rules and decisions of Committee

### Each Member agrees to comply with these Rules. Each Member is bound by the decisions of the Committee.

## Committee Members not liable

No Committee Member is liable for the acts of any other Committee Member, or for any losses, costs or expenses incurred by the Association, unless the losses, costs or expenses are caused by the Committee Member’s own unlawful act, wilful neglect or wilful default.

## Indemnification of the Committee Members

Each Committee Member is indemnified out of the funds of the Association against any losses, costs or expenses incurred by the Committee Member in the discharge of the Committee Member’s duties, except where the losses, costs or expenses are incurred by the Committee Member’s own unlawful act, wilful neglect or wilful default.

# Auditor or Reviewer

### The Association must, if required by the Act, have its financial report for each Financial Year audited or reviewed in accordance with the provisions of the Act.

### The Committee must appoint an Auditor or Reviewer, as the case may be, in accordance with the provisions of the Act.

# Inspection of records and documents of the Association

In accordance with the requirements of the Act, a Member may inspect:

### these Rules;

### the Register of Members in accordance with rule 9.2; and

### the record of Committee Members maintained in accordance with rule14.2(e).

# Notices

## Service on Members or Committee Members

### A notice under these Rules is deemed to be properly served if the notice is addressed and delivered to the Member in person, by pre-paid post or by email or other electronic communication as per the details contained in the Register of Members.

### The non-receipt of, or the omission to send to any Member or Committee Member, any notice or other document required to be sent to a Member under these Rules does not invalidate any General Meeting or Committee Meeting.

## Service on the Association

A notice may be served on the Association by either email, post or personal delivery to the Secretary or Chairperson.

## Time for service of notice

A notice is deemed to have been received by a Member or other person if:

### personally delivered, on the day of delivery;

### served by pre-paid post, on the day following that upon which it is posted;

### if sent electronically, on the date that the electronic communication was sent,

but if the communication is taken to be received on a day that is not a Business Day or after 5.00pm, it is taken to be received at 9.00am on the next Business Day.

# Executing documents

The Association may execute a document if the document is signed by:

### 2 Committee Members who are officer-bearers; or

### 1 Committee Member who is an officer-bearer and another person authorised by the Committee.

# Winding up of the Association or cancellation of incorporation

## Resolution

The Association may, by Special Resolution, resolve that its incorporation under the Act be cancelled, or that it be voluntarily wound up.

## Distribution of surplus property

If, upon the cancellation of the incorporation or the winding up of the Association, there remains any property of the Association after satisfaction of all debts and liabilities of the Association, that property will be distributed to an entity of the type set out in the Act, as determined by Special Resolution of the Association.

# Rules of the Association

### The Association may, by Special Resolution, resolve to amend these Rules.

### Any amendment or repeal of these Rules or any new rules only has force or effect as set out under the Act.

# Transitional Provisions

## Former Rules

### The adoption of these Rules will not affect anything done or permitted under the former rules of the Association, or any right or title accrued, or obligation or liability incurred, or duty or restriction imposed before the adoption of these Rules and will not interfere with the prosecution or affect the course or validity Association.

### All previous acts and appointments which were legal and valid under these Rules, prior to the amendment or repeal of these Rules or under the former Rules (including the creation and appointment of members to any Subcommittee), will remain legal and valid.

## Former resolutions and by-laws

### All resolutions of the Committee and all by-laws made under the former rules of the Association and in force or current at the time of the adoption of these Rules are to continue in full force and effect and may be rescinded, amended or repealed by the Committee at any time.

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