

SUNMAID ASSOCIATION OF VICTORIA INCORPORATED

CONSTITUTION

MAY 1984

The Association was founded in 1975 by the early Sunmaid 20 owners who adopted a Constitution in June 1975. It was amended in July 1977 to include the Sunbird 25 in its coverage. That Constitution was replaced by a generally revised version which was adopted at the Annual General Meeting in 1983. The present Constitution was written to meet the requirements of the Associations Incorporation Act 1981 and was adopted at the Annual General Meeting held at Sandringham Yacht Club on May 3rd, 1984.

1. NAME

The name of the incorporated association is SUNMAID ASSOCIATION OF VICTORIA INCORPORATED (in this Constitution called "the Association").

2. INTERPRETATION

- 2.1 In this Constitution, unless the contrary intention appears:-
"Committee" means the Committee of management of the Association.
"Financial Year" means the year ending on the 31st of March.
"General Meeting" means a general meeting of members convened in accordance with Clause 12.
"Member" means a member of the Association.
"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Clause 20.
"The Act" means the Associations Incorporation Act 1981.
"The Regulations" means regulations under the Act.
"Authorised Officers" mean the President, Vice President, Secretary and Treasurer.
- 2.2 In this Constitution a reference to the Secretary of the Association is a reference -
(a) where a person holds office under this Constitution as Secretary of the Association - to that person; and
(b) in any other case, to the public officer of the Association.
- 2.3 Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of Acts Interpretation Act 1958 and the Act as in force from time to time.

3. STATEMENT OF PURPOSES

- (a) To govern and control within Victoria, the classes of yachts recognised as the Sunmaid 20 class and the Sunbird 25 class.
(b) To maintain one class design for Sunmaid 20 and Sunbird 25 yachts for the purpose of class racing.
(c) To promote and encourage the cruising and racing of Sunmaid 20 and Sunbird 25 class yachts.
(d) To arrange and control Victorian State Championships for Sunmaid 20 and Sunbird 25 class yachts and to hold such other events as the Association or its Committee decide to hold.
(e) To foster training for safe sailing and competent seamanship.
(f) To maintain and foster family participation in all aspects of the Association's activities.
(g) To affiliate and/or associate with other organisations for the advancement of the sport of sailing.

4. MEMBERSHIP4.1 Qualifications for Membership

- (a) A natural person who is nominated and approved for membership as provided in this Constitution is eligible to be a member of the Association on payment of the Annual Subscription payable under this Constitution. An entrance fee is not required.
- (b) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be member) shall not be admitted to membership -
 - (i) unless nominated as provided in sub-clause (c); and
 - (ii) admission as a member is approved by the Committee.
- (c) A nomination of a person for membership of the Association -
 - (i) shall be made in writing in the form set out in Appendix 1.
 - (ii) shall be lodged with the Secretary of the Association.

4.2 Registration of Nominee

The Secretary shall, upon receipt of payment of the first year's Annual Subscription referred to in Clause 5, enter the nominee's name in the register of members, and upon the name being so entered, the nominee becomes a member of the Association.

4.3 Membership Not Transferable

A right, privilege or obligation of a person by reason of membership of the Association -

- (a) is not capable of being transferred or transmitted to another person,
- (b) terminates on the cessation of the membership, whether by death, resignation or otherwise.

4.4 Classification of Membership

Membership of the Association is open to owners and past owners of Sunmaid 20 and Sunbird 25 class yachts, to crew members and to all persons who are interested in furthering the purposes of the Association, and shall comprise the following classifications:-

- (a) Life Membership. Honorary Life Membership shall be conferred, as nominated by the Committee and elected by the Annual General Meeting, by a four fifths majority of those present.
- (b) Family Membership comprising a Sunmaid 20 or Sunbird 25 owner, spouse and their children who are under the age of 18 years or are full time students under the age of 21 years.
- (c) Senior Member, being a sole owner of a Sunmaid 20 or Sunbird 25 yacht.
- (d) Interstate Member being a Family or Senior Member residing outside the State of Victoria.
- (e) Associate Member. Associate Members are persons who are interested in the Association but who do not own a Sunmaid 20 or a Sunbird 25 yacht.

5. FINANCIAL

- 5.1 (a) The Association's financial year shall occupy the period between April 1st and March 31st of the following year.
- (b) The Annual Subscription shall be payable on the first day of September or upon joining the Association. Any member whose subscription remains unpaid on September 1st may be deemed to be unfinancial.

5. FINANCIAL (Continued)

- 5.1 (c) The Annual Subscription shall be determined at the Annual General Meeting, on the recommendation of the Committee.
- (d) Any person joining the Association after May 1st in any year shall, on payment of the prescribed fee, be deemed to be a financial member until August 31st of the following year.
- (e) Any member whose subscription remains unpaid after December 1st shall automatically cease to be a member of the Association.
- (f) Entrance fees are not payable on joining the Association.

5.2 Auditor

An honorary auditor, who shall not be a member of the Committee, shall be elected annually at the Annual General Meeting. The auditor shall perform an audit on the affairs of the Association and report to the members at the Annual General Meeting.

6. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the public officer.

7. RESIGNATION OF MEMBER

- 7.1 A member of the Association who has paid all moneys due and payable to the Association, may resign from the Association by first giving one month's notice in writing to the Secretary of the intention to resign, and upon the expiration of that period of notice, the member shall cease to be a member.
- 7.2 Upon the expiration of a notice given under sub-clause 7.1, the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

8. DISCIPLINE OF MEMBERS

- 8.1 Subject to this Constitution, the Committee may by resolution -
- (a) expel a member from the Association;
 - (b) suspend a member from membership of the Association for a specified period; or
 - (c) fine a member in accordance with the regulations -
if the Committee is of the opinion that the member -
 - (d) has refused or neglected to comply with this Constitution; or
 - (e) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- 8.2 A resolution of the Committee under sub-clause 8.1 -
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause 8.3 confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.

8. DISCIPLINE OF MEMBERS (Continued)

- 8.3 Where the Committee passes a resolution under sub-clause 8.1, the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing -
- (a) setting out the resolutions of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that the following alternatives are available:-
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not more than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that there will be an appeal to the Association in general meeting against the resolution.
- 8.4 At a meeting of the Committee held in accordance with sub-clause 8.2, the Committee -
- (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- 8.5 Where the Secretary receives a notice under sub-clause 8.3, the Committee shall be notified and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 8.6 At a general meeting of the Association convened under sub-clause 8.5 -
- (a) No business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 8.7 If at the general meeting -
- (a) two-thirds of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

9. ANNUAL GENERAL MEETINGS

- 9.1 The Association shall in each calendar year convene an annual general meeting of its members.
- 9.2 The annual general meeting shall be held on such day as the Committee determines.
- 9.3 The annual general meeting shall be specified as such in the notice convening it.

9. ANNUAL GENERAL MEETINGS (Continued)

- 9.4 The ordinary business of the annual general meeting shall be -
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee reports on the transactions of the Association during the last preceding financial year;
 - (c) to elect officers of the Association and the ordinary members of the Committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with Section 30 (3) of the Act.
 - (e) the regular business of the annual general meeting shall take precedence over all other business. Only such business of which 14 days notice in writing has been given to members shall be voted upon, unless a majority of those present agree to the introduction of such business.
- 9.5 The annual general meeting may transact special business of which notice is given in accordance with this Constitution.
- 9.6 The annual general meeting shall be an addition to any other general meetings that may be held in the same year.

10. SPECIAL GENERAL MEETINGS

All general meetings other than the annual general meeting shall be called special general meetings.

11. CONVENING SPECIAL GENERAL MEETINGS

- 11.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association and where, but for this sub-clause, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- 11.2 The Committee shall, on the requisition in writing of members representing not less than five percentum of the total number of members, convene a special general meeting of the Association.
- 11.3 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 11.4 If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 11.5 A special general meeting convened by members in pursuance of this Constitution shall be convened in as nearly as possible the same manner as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

12. NOTICE OF GENERAL MEETINGS

- 12.1 The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at the address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 12.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

12 NOTICE OF GENERAL MEETINGS (Continued)

12.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice convening the next general meeting after receipt of the notice.

13 MEETING PROCEDURE

13.1 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting, with the exception of that which is referred to in this Constitution as being the ordinary business of the annual general meeting, shall be deemed to be special business.

13.2 No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote under this Constitution is present during the time when the meeting is considering that item.

13.3 Twenty percentum of members personally present (being members entitled to vote under this Constitution at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

13.4 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to a date, place and time to be fixed by the Committee and written notice shall be given to members before the date to which the meeting is adjourned and if at the adjourned meeting a quorum is not present within half an hour after the appointed time for the commencement of the meeting, the members present (being not less than ten percentum of the members) shall constitute a quorum.

14 CHAIRMAN AT MEETINGS

14.1 The President, or in the case of absence, the Vice President, shall preside as Chairman at each general meeting of the Association.

14.2 If the President and the Vice President are both absent, the members present shall elect one of their number to preside as Chairman at the meeting.

15 ADJOURNMENT OF MEETINGS

15.1 The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

15.2 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

15.3 Except as provided in sub-clauses 15.1 and 15.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

16 VOTING

A question arising at a general meeting of the Association shall be determined on a show of hands unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect in the Minute Book of the Association is evidence of the fact without proof or proportion of the votes recorded in favour of, or against, that resolution.

17 VOTING PROCEDURE

17.1 At general meetings those members who are financial at the time of the meeting may vote, as follows:-

- (a) Members in Classifications 4.4(a), 4.4(b), 4.4(c) and 4.4(d) shall have two votes, each of which may be exercised jointly or separately.
- (b) Members in Classification 4.4(e) and persons less than 18 years of age shall have no vote.

17.2 In the event of equality of voting on any motion it shall be resolved so as to preserve the status quo. The Chairman may exercise a deliberative vote provided it is cast before the result is known.

17.3 Postal voting will be exercised on motions to change this Constitution where due notice has been given in accordance with this Constitution.

17.4 Proxy voting shall not be accepted

17.5 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

17.6 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

18 MEMBER NOT ENTITLED TO VOTE

A member is not entitled to vote at any general meeting unless all moneys due and payable by that person have been paid other than the amount of the annual subscription payable in respect of the current financial year.

19 COMMITTEE - POWERS

19.1 The affairs of the Association shall be managed by a Committee of Management constituted as provided in Clause 21.

19.2 The Committee -

- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to this Constitution, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by general meetings of the members of the Association; and
- (c) subject to this Constitution, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

20 COMMITTEE MEMBERS

20.1 The officers of the Association shall be -

- (a) The President.
- (b) The Vice President.
- (c) The Immediate Past President.
- (d) The Secretary.
- (e) The Treasurer.

each of whom shall be a member of the Association in Classifications 4.4(b) or 4.4(c) and all of whom shall act in an honorary capacity.

20 COMMITTEE MEMBERS (Continued)

- 20.2 The provisions of Clause 22 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause 20.1.
- 20.3 Each officer of the Association shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.
- 20.4 In the event of a casual vacancy in any office referred to in sub-clause 20.1, with the exception of Immediate Past President, the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
- 20.5 Subject to Section 23 of the Act, the Committee shall consist of -
- (a) the officers of the Association; and
 - (b) not less than 2 or more than 6 ordinary members -
- each of whom shall be elected at the annual general meeting of the Association in each year, each of whom shall be a member of the Association in Classifications 4.4(b) or 4.4(c) and all of whom shall act in an honorary capacity.
- 20.6 Each ordinary member of the Committee shall, subject to this Constitution, hold office until the annual general meeting next after the date of election but is eligible for re-election.
- 20.7 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

21 ELECTION OF COMMITTEE MEMBERS

- 21.1 Nomination of candidates for election as officers of the Association or as ordinary members of the Committee -
- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
 - (c) the provisions of sub-clauses 21.1(a) and 21.1(b) shall not preclude nominations being received for all positions at the annual general meeting.
- 21.2 If insufficient nominations are received to fill all the vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 21.3 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 21.4 The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- 21.5 A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

22 VACANCY OF COMMITTEE OFFICE

For the purposes of this Constitution, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member -

- (a) ceases to be a member of the Association;
- (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) code; or
- (c) resigns the office by notice in writing given to the Secretary.

23 PROCEDURE OF COMMITTEE

23.1 The Committee shall meet at least three times in each year at such place and at such times as the Committee shall determine.

23.2 Special meetings of the Committee may be convened by the President or by any four members of the Committee.

23.3 Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

23.4 Any five members of the Committee of whom at least one must be an officer of the Association constitute a quorum for the transaction of the business of a meeting of the Committee.

23.5 No business shall be transacted unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting shall be adjourned to a time and place to be fixed and the Secretary shall give notice of the adjourned meeting to all Committee members unless the meeting was a special meeting in which case it lapses.

23.6 At meetings of the Committee -

- (a) the President or in the case of absence, the Vice President shall preside; or
- (b) if the President and the Vice President are both absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

23.7 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a show of hands, or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.

23.8 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 and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

23.9 Notice of each Committee meeting shall be served on each member of the Committee by communicating with the member at a reasonable time before the proposed date of the meeting.

23.10 Subject to sub-clause 23.4 the Committee may act notwithstanding any vacancy on the Committee.

26 DUTIES OF OFFICERS

26.1 The President shall -

Preside at all meetings of the Association or nominate a person to act as Deputy President.

Act as the official spokesperson for the Association.

Liaise with other sailing organizations with similar objectives for the benefit of the sport in general and the Association in particular.

Represent the Association on all official occasions.

26 DUTIES OF OFFICERS (Continued)

26.2 The Vice President shall -

Deputise for the President as and when necessary.
Generally assist the President in carrying out the duties required of that office.

26.3 The Secretary shall -

Maintain a true and accurate record of all resolutions carried at all meetings.
Convene all meetings of the Association as required by the President or this Constitution.
Exercise responsibility for an accurate register of all Sunmaid 20 and Sunbird 25 yachts and their owners.
Attend to all items of correspondence addressed to the Association and control all outgoing correspondence in accordance with the directions of the Committee.
Perform such duties as the Committee may direct.

26.4 The Treasurer shall -

Collect and receive all moneys due to the Association and make all payments authorised by the Association
Keep accurate accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
Present to each Committee meeting a statement of the financial affairs of the Association.
Make available to the elected auditor all books of account and other documents as are required for audit purposes.
Present to the annual general meeting of the Association an audited balance sheet and statement of expenditure.
Make available the accounts and books of the Association when required for inspection by members.

27 REMOVAL OF COMMITTEE MEMBERS

- 27.1 The Association in general meeting may by resolution remove any member of the Committee before the expiration of the term of office and appoint another member to hold the vacated office until the expiration of the term of the first-named member.
- 27.2 Where a member to whom a proposed resolution referred to in sub-clause 27.1 makes representations in writing to the Secretary or the President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

28 SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two authorised officers of the Association.

29 COMMON SEAL

- 29.1 The Common Seal of the Association shall be kept in the custody of the Secretary.
- 29.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Seal shall be attested by the signatures of two authorised officers of the Association or of one authorised officer and the public officer of the Association.

30 ALTERATION TO STATEMENT OF PURPOSES AND CONSTITUTION

This Constitution and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

31 SERVICE OF NOTICES

31.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the last known address recorded in the Register of Members.

31.2 Where a document is properly addressed, prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

32 WINDING UP THE ASSOCIATION

If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any residual assets, these shall be given or transferred to a sporting body having similar purposes to the Association.

33 CUSTODY OF BOOKS AND OTHER DOCUMENTS

Except as otherwise provided in this Constitution, the Secretary shall keep custody and control over all books, documents and securities of the Association.

34 SOURCES OF FUNDS

The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Committee determines.

35 RULES AND RESTRICTIONS

The Rules and Restrictions for Sunmaid 20 and Sunbird 25 class yachts shall be determined by the Committee from time to time, in accordance with the appropriate Australian Yachting Federation and Victorian Yachting Council Rules and Prescriptions.

36 DISTRIBUTION OF THIS CONSTITUTION

All persons accepted for membership of the Association shall receive a copy of this Constitution and a copy of the Sunmaid 20 or Sunbird 25 Rules and Restrictions.
