

Constitution of Balmoral Sailing Club Incorporated

In accordance with the Associations Incorporation Act (2009) NSW

Registered November 2016, amended August 2021

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Part 1 – Preliminary

1. Name

The name of the incorporated Association is 'Balmoral Sailing Club Incorporated', referred to in this constitution as the 'Association'.

2. Objectives

- (a) Promote and encourage the sport of sailing and boating generally and in particular racing between centreboard sailing craft and dinghies in a family oriented environment.
- (b) To foster the development and application of good sportsmanship in sailing, principally through racing between centreboard sailing craft.
- (c) To provide and maintain a club house, boat storage facilities and other conveniences for the use of Members and their guests.
- (d) To promote and conduct training classes for people interested in the sport of centreboard sailing and boating.
- (e) To promote and conduct sailing events, competitions and regattas for Members and other participants and to award or contribute to providing prizes and trophies in connection with any such events.

To achieve these objectives the Association will also;

- (f) Develop and conduct social activities for and on behalf of Members.
- (g) Be an active, contributing member of the local community.
- (h) Affiliate with any organisation(s) having similar objectives.
- (i) Acquire, hold or dispose of property or assets for the benefit of the Association and for fulfilling these objectives.
- (j) Apply for, obtain, hold and renew from time to time licences, permits, registrations, leases or other arrangements in support of these objectives.

3. Not For Profit Association

The assets and income of the Association must be applied solely in support of its objectives and no portion may be distributed directly or indirectly to Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

4. Definitions

(1) In this constitution:

Association means Balmoral Sailing Club Incorporated.

Board means the directors of the Association.

Director means any director of the Association for the time being.

Director-General means the NSW Director-General of the Department of Services, Technology and Administration.

Financial year means the financial year of the Association as specified in in clause 41

Member means member of the Association

Month means calendar month

Ordinary Board Member means a member of the Board who is not an office bearer of the Association.

Membership Registrar means:

- (a) the person appointed by the Board as Membership Registrar of the Association, or
- (b) if no such person holds that office - the Secretary.

Secretary means:

- (a) the person holding office under this constitution as Secretary of the Association, or
- (b) if no such person holds that office - the Public Officer of the Association.

Special General Meeting means a General Meeting of the Association other than an Annual General Meeting.

Special resolution means a resolution which is passed in accordance with clause 35

The Act means the *Associations Incorporation Act 2009*

The Regulation means the *Associations Incorporation Regulation 2010*.

Writing includes printing, typing, electronic transmission including facsimile and email and "written" has a corresponding meaning.

- (2) In this constitution:
 - (a) A reference to a function includes a reference to a power, authority and duty, and
 - (b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 – Membership

5. Membership Generally

1) Minimum number of Members

The Association must have at least 15 Members.

(2) A person is eligible to be a Member if the person is a natural person and

(a) was a member of Balmoral Sailing Club (Co-Op) Ltd immediately before the registration of the Association; or

(b) the person has been nominated and approved for membership of the Association in accordance with clause 7

6. Membership

(1) Membership of the Association will be divided into three classes, Sailing Members, Non Sailing Members and Temporary Members;

(a) Sailing Members are those who participate in sailing or racing of centre board craft either as a skipper, crew, race official or administration of the Association.

(b) Non Sailing Members are Members who are not Sailing Members.

(c) Temporary Members are those who participate in an individual race or regatta.

(2) Sailing Members may belong to different categories determined by the Board from time to time. At the time of incorporation these categories are:

(a) Senior, 18 years of age and over;

(b) Junior, under 18 years of age;

(c) Family; and

(d) Race Official.

(3) Non Sailing Members may belong to different categories as determined by the Board from time to time. At the time of incorporation there is one category:

(a) Social.

(4) Non Sailing Members are not eligible to requisition a Special General Meeting or to vote on matters concerning changes to the Association constitution.

(5) Junior Members are not eligible to hold office or to vote.

(6) Life membership:

(a) The Association in a General Meeting and on recommendation of the Board may elect a Member to be a Life Member by a resolution passed by a majority of not less than two-thirds of the Members voting.

(b) Life Members shall be entitled to all the privileges and be subject to all the duties and obligations of a Member but shall be exempt from payment of annual membership fees.

(c) Only one Life Member may be elected in any one financial year.

(7) Temporary Members are not eligible to hold office or to vote or to requisition a Special General Meeting

7. Nomination for Membership

- (1) A nomination of a person for membership as a Sailing Member or Non Sailing Member of the Association:
 - (a) Must be made by a Member in writing in the form determined by the Board from time to time, and
 - (b) Must be lodged with the Membership Registrar of the Association.
- (2) As soon as practicable after receiving a nomination for membership, the Membership Registrar must refer the nomination to the Board which will determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Board makes that determination, the Membership Registrar must:
 - (a) Notify the nominee that the Board approved or rejected the nomination (whichever is applicable); and
 - (b) If the Board approved the nomination, request the nominee to pay (within the period of twenty eight (28) days after receipt by the nominee of the notification) any amounts payable under this constitution as notified by the Board.
- (4) The Membership Registrar must, on payment by the nominee of the amounts referred to in clause 7(3)(b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of Members and, on the name being so entered, the nominee becomes a Member.
- (5) The Board shall determine procedures for accepting Temporary Members

8. Cessation of Membership

- (1) A person ceases to be a Member if the person:
 - (a) Dies, or
 - (b) Resigns membership, or
 - (c) Is expelled from the Association, or
 - (d) Fails to pay the annual membership fee under clause 12 within three months after the fee is due, or such longer period as determined by the Board, or
 - (e) Ceases to be a Temporary Member as determined by the Board

9. Membership Entitlements Not Transferable

- (1) A right, privilege or obligation which a person has by reason of being a Member:
 - (a) Is not capable of being transferred or transmitted to another person, and
 - (b) Terminates on cessation of the person's membership.

10. Resignation of Membership

- (1) A Member may resign from membership of the Association by first giving to the Secretary notice of at least one month (or such other period as the Board may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- (2) If a Member ceases to be a Member under clause 10(1), and in every other case where a Member ceases to hold membership, the Membership Registrar must make an appropriate entry in the register of Members, recording the date on which the Member ceased to be a Member.

11. Register of Members

- (1) The Membership Registrar must establish and maintain a register of Members specifying the name, postal or residential address and email address of each person who is a Member together with the date on which the person became a Member.
- (2) The register of Members must be kept in New South Wales:
 - (a) At the main premises of the Association, or
 - (b) If the Association has no premises, at the Association's official address.
- (3) The register of Members must be open for inspection, free of charge, by any Member at any reasonable hour.
- (4) A Member may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a Member requests that any of their personal information contained in the register (other than the Member's name) not be made available for inspection, that information must not be made available for inspection.
- (6) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) The purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) Any other purpose necessary to comply with a requirement of the Act or the Regulation.

12. Fees, Subscriptions and Other Charges

- (1) Fees such as for joining, membership, boat storage application, boat storage, boat ownership and race entry will be determined by the Board from time to time.
- (2) A Member must, on admission to membership pay to the Association any fees payable under clause 7(3)(b).
- (3) If a Member continues their membership on or after 31 August in any calendar year they must pay their annual fees for the next year before 1 September of the following year or any other date as determined by the Board.

13. Members' Liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by clause 12.

14. Resolution of Disputes

- (1) A dispute between a Member and another Member (in their capacity as Members), or a dispute between a Member or Members and the Association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within three (3) months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

15. Disciplining of Members

- (1) A complaint may be made to the Board by any person, that a Member:
 - (a) Has refused or neglected to comply with a provision or provisions of this constitution,or

- (b) Has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
 - (a) Must cause notice of the complaint to be served on the Member concerned, and
 - (b) Must give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - (c) Must take into consideration any submissions made by the Member in connection with the complaint.
- (4) The Board may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the resultant action is warranted in the circumstances.
- (5) If the Board expels or suspends a Member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under clause 16.
- (6) The expulsion or suspension does not take effect:
 - (a) Until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
 - (b) If within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 16, whichever is the later.
- (7) All complaints and submissions made under this clause shall be in writing.

16. Right of Appeal of Disciplined Member

- (1) A Member may appeal to the Association in a General Meeting against a resolution of the Board under clause 15, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Member under clause 16(1), the Secretary must notify the Board which is to convene a General Meeting of the Association to be held within twenty eight (28) days after the date on which the Secretary received the notice.
- (4) At a General Meeting of the Association convened under clause 16(3):
 - (a) No business other than the question of the appeal is to be transacted, and
 - (b) The Board and the Member must be given the opportunity to state their respective cases in writing, and
 - (c) The Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by Members of the Association.

Part 3 - The Board

17. Powers of the Board

- (1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in General Meeting, the Board:
 - (a) Is to control and manage the affairs of the Association, and
 - (b) May exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a General Meeting of Members, and
 - (c) Has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.
- (2) For the avoidance of doubt, no Member has any authority to enter into agreements or act on behalf the Association without the prior written authorisation of the Board.

18. Composition and Membership of the Board

- (1) The Board is to consist of:
 - (a) the office bearers of the Association; and
 - (b) at least 3 ordinary Board members, each of whom is to be elected at the Annual General Meeting of the Association under clause 19.
- (2) The total number of Board members is nine (9), all of whom shall be Members and at least eighteen years old.
- (3) The office bearers of the Association are as follows:
 - (a) the Commodore;
 - (b) the Vice Commodore;
 - (c) the Rear Commodore
 - (d) the Club Captain
 - (e) the Treasurer; and
 - (f) the Secretary
- (4) The Commodore, Vice Commodore and Rear Commodore cannot hold the same position for more than three consecutive years.
- (5) A Board member may hold up to 2 offices (other than Commodore, Vice Commodore and Rear Commodore).
- (6) Each member of the Board is, subject to this constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

19. Election of the Board

- (1) Nominations of candidates for election as office bearers of the Association or as Ordinary Board Members:
 - (a) Must be made in writing, signed by two (2) Members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) Must be delivered to the Secretary of the Association at least seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of the office bearers and Ordinary Board Members is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- (7) A person nominated as an office bearer or as an Ordinary Board Member of the Board must be a Member.

20. Secretary

- (1) The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) All appointments of office bearers and other members of the Board;
 - (b) The names of members of the Board present at a Board meeting or a General Meeting, and
 - (c) All proceedings at Board meetings and General Meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

21. Treasurer

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

22. Casual Vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a Member to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the next Annual General Meeting following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Board occurs if the member:
 - (a) Dies, or
 - (b) Ceases to be a Member, or
 - (c) Becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) Resigns office by notice in writing given to the Secretary, or
 - (e) Is removed from office under clause 23, or
 - (f) Becomes a mentally incapacitated person, or

- (g) Is absent without the consent of the Board from three consecutive meetings of the Board, or
- (h) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or
- (i) Is prohibited from being a Director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

23. Removal of Board Members

- (1) The Association in General Meeting may by resolution remove any member of the Board from the Board before the expiration of the Board member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Board to whom a proposed resolution, referred to in clause 23(1), relates makes representations in writing to the Secretary or Commodore (not exceeding a reasonable length) and requests that the representations be notified to the Members, the Secretary or the Commodore may send a copy of the representations to each Member or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

24. Board Meetings and Quorum

- (1) The Board must meet at least six times in each period of twelve (12) months at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the Commodore or by any member of the Board.
- (3) The Board may hold meetings, or permit members of the Board to participate in its meetings, by using any technology that allows members of the Board to clearly and simultaneously communicate with each other.
- (4) Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least forty eight (48) hours (or such other period as may be unanimously agreed on by the Board members) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under clause 24(4), must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (6) More than one half of the members of the Board constitute a quorum for the transaction of the business of a meeting of the Board. For the avoidance of doubt, if there are 9 members of the Board, a quorum is 5. If there are 8 members of the Board, a quorum is also 5.
- (7) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a date and time to be agreed.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the Board:
 - (a) The Commodore or, in the Commodore's absence, the Vice-Commodore is to preside as chairperson, or
 - (b) If the Commodore and the Vice-Commodore are absent or unwilling to act, any one of the remaining members of the Board may be chosen by the Board members present at the meeting to preside as chairperson.

25. Delegation by the Board to a Sub-Committee

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member or Members as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - (a) This power of delegation, and
 - (b) A function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board may continue to exercise any function so delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

26. Voting and Decisions

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (2) Each member of the Board present at a meeting of the Board or each member of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 24(6) the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

Part 4 - General Meetings

27. Annual General Meetings - Holding Of

- (1) The Association must hold its first Annual General Meeting within eighteen (18) months after its registration under the Act.
- (2) The Association must hold its Annual General Meetings:
 - (a) Within six (6) months after the close of the Association's financial year, or
 - (b) Within such later time as may be allowed by the Director-General or prescribed by the Regulation.

28. Annual General Meetings - Calling Of and Business At

- (1) The Annual General Meeting of the Association is, subject to the Act and to clause 27, to be convened on such date and time and at such place as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (a) To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
 - (b) To receive from the Board reports on the activities of the Association during the last preceding financial year,
 - (c) To elect office bearers of the Association and Ordinary Board Members,
 - (d) To receive and consider any financial statement or report required to be submitted to Members under the Act.
- (3) An Annual General Meeting must be specified as such in the notice convening it.

29. Special General Meetings - Calling Of

- (1) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Board must, on the requisition in writing of at least ten per cent of the total number of Sailing Members, convene a Special General Meeting of the Association.
- (3) A requisition of Members for a Special General Meeting:
 - (a) Must state the purpose or purposes of the meeting, and
 - (b) Must be signed by the Members making the requisition, and
 - (c) Must be lodged with the Secretary, and
 - (d) May consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Board fails to convene a Special General Meeting to be held within one (1) month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- (5) A Special General Meeting convened by a Member or Members as referred to in clause 29(4) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board.

30. Notice

- (1) Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least fourteen (14) days before the date fixed for the holding of the General Meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least twenty one (21) days before the date fixed for the holding of the General Meeting, cause notice to be given to each Member specifying, in addition to the matter required under clause 30(1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 28(2).
- (4) A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

31. Quorum for General Meetings

- (1) No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Fifteen Members present (being Members entitled under this constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - (a) If convened on the requisition of Members, is to be dissolved, and
 - (b) In any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least five) are to constitute a quorum.

32. Presiding Member

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

33. Adjournment

- (1) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a General Meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place,

date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in clause 33(1) and 33(2), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. Making of Decisions

- (1) A question arising at a General Meeting of the Association is determined by those entitled to vote by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if five (5) or more Members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

35. Special Resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

36. Voting

- (1) On any question arising at a General Meeting of the Association a Member who is entitled to vote has one vote only.
- (2) In the case of an equality of votes on a question at a General Meeting of the Association, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A Member is not entitled to vote at any General meeting of the Association unless all monies due and payable by the Member to the Association have been paid.
- (4) A Member is not entitled to vote at any General meeting of the Association if the Member is under 18 years of age.

37. Proxy Voting

- (1) Appointing a proxy shall be in writing by completing Appendix 1 (Proxy Form) under the hand of the appointer or of the appointer's attorney duly authorised in writing.
- (2) Where the proxy form specifies the manner in which a proxy is to vote in respect of a particular resolution, the proxy must vote as directed
- (3) A person acting as a proxy for another must be a Member.
- (4) No person shall act as a proxy for more than five (5) other people.
- (5) A person is not entitled to exercise a Member's right to vote under a power of attorney, if that person has a power of attorney to vote in respect of another Member.
- (6) A proxy form may be in the form shown in Appendix 1 or any other form approved by the Board.
- (7) A properly completed proxy form is not valid until the form is deposited at the registered office of the Association or at such other place as is specified for that purpose in the notice convening the meeting:

- (a) Not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or:
 - (b) In the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll.
- (8) A vote given in accordance with the terms of a proxy form is valid notwithstanding the death, unsoundness of mind of the appointer or the revocation of the proxy form if no notice in writing of the death, unsoundness of mind or revocation has been received by the Association at the registered office before the start of the meeting or adjourned meeting at which the proxy form is used.

38. Postal Ballots

- (1) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 16).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 of the Regulation.

Part 5 - Miscellaneous

39. Appointment of Patrons

Members may, at an Annual General Meeting, elect a patron or patrons of the Association.

40 Registered Office

The registered office of the Association is:

- (1) The address determined from time to time by resolution of the Board, or
- (2) If the Board has not determined an address to be the registered office – the postal address of the Secretary.

41. Financial Year

The financial year of the Association is:

- (1) The period of time commencing on the date of incorporation of the Association and ending on the following 31 March, and
- (2) Each period of twelve months after the expiration of the previous financial year of the Association, commencing on 1 April and ending on the following 31 March.

42. Indemnity and Insurance

- (1) The Association shall to the extent permitted by law, indemnify out of the property of the Association, the Board and members of any sub committees against any liability incurred by them while acting in their capacities as Board members or sub-committee members of the Association.
- (2) The Association shall effect and maintain all other insurances deemed necessary.

43. Funds - Source

- (1) The funds of the Association are to be derived from such fees as determined by the Board from time to time, including: rents payable, donations and, subject to any resolution passed by the Association in General meeting, such other sources as the Board determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, when required and as soon as practicable after receiving any money, issue an appropriate receipt.

44. Funds - Management

- (1) Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objectives of the Association in such manner as the Board determines.
- (3) All cheques, drafts, bills of exchange, promissory notes, electronic funds transfers and other negotiable instruments must be signed by any two members of the Board or employees of the Association, being Members or employees authorised to do so by the Board.

45. Change of Name, Objectives and Constitution

Any application to the Director-General for registration of a change in the Association's name, objectives or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Board member. This application may only proceed following the passing of a special resolution by the Association.

46. Care, Custody and Control of Books, etc

Except as otherwise provided by this constitution, the Public Officer is responsible for the care, custody and control of all records, books and other documents relating to the Association.

47. Inspection of Books, etc

- (1) The following documents must be open to inspection, free of charge, by a Member at any reasonable hour:
 - (a) Records, books and other financial documents of the Association,
 - (b) This constitution,
 - (c) Minutes of all Board meetings and general meetings of the Association.
- (2) A Member may obtain a copy of any of the documents referred to in clause 47(1) on payment of a fee of not more than \$1 for each page copied.

48. Service of Notices

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

49. Winding Up

- (1) In accordance with section 62 of the Act, the Association may be wound up voluntarily by special resolution.
- (2) In the event of the Association being wound up, surplus property of the Association being that property of the Association remaining after satisfaction of all debts and liabilities of the Association and the costs, charges and expenses of the winding up of the association must be distributed in accordance with a special resolution of the Association to another organisation with similar purposes which is not carried on for the profit or gain of its Members.
- (3) Any such distribution of surplus property:
 - (a) must be approved by the Director-General, and
 - (b) is not to be made to or for the benefit of:
 - (i) any Member or former Member; or
 - (ii) any person to be held on trust for any Member or former Member, unless the Member or former Member is an association (whether incorporated or unincorporated) whose constitution, at the time of the distribution, prohibits the distribution of property to its members; and

(c) is subject to any trust affecting that property or any part of it.

Appendix 1

Balmoral Sailing Club Incorporated

Proxy Voting Form

I/we,(Name)..... of(Address).....

being a member/s of the abovenamed Association hereby appoint

.....(Name)..... ofAddress)..... as my/our

proxy, to vote for me/us and on my/our behalf at the *Annual General/

*General Meeting of the Association, to be held on the day of

..... 20..... and at any adjournment of that meeting.

This form is to be used *in favour/*against the following resolution(s):

(1)

*in favour/*against the resolution

(2)

*in favour/*against the resolution

(3)

*in favour/*against the resolution

Signed:

this day of 20.....

*Strike out whichever is not applicable.