

NATIONAL HERON SAILING ASSOCIATION OF AUSTRALIA INC.

Registered number Y2235635 issued by Consumer Affairs NSW, 10 August 1995
under the Associations Incorporation Act 1984 (NSW)

CONSTITUTION

9th July 2019

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PART I - PRELIMINARY

DEFINITIONS

- 1.(1) In this Constitution:
- Director-General** means the Director-General of the Department of Services, Technology and Administration.
- ordinary Committee member** means a member of the Management Committee who is not an office-bearer of the Association.
- Secretary** means:
- (a) the person holding office under this constitution as Secretary of the Association; or
- (b) if no 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.
- the Act** means the Associations Incorporation Act 2009 (NSW).
- the Regulation** means the Associations Incorporation Regulation 2016 (NSW).
- 1.(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.
- 1.(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.

NAME

2. The name of the Association is NATIONAL HERON SAILING ASSOCIATION OF AUSTRALIA INC.

OBJECTS

- 3.(1) The objects are:
- (a) to govern and control the Class and to encourage its growth as "ONE DESIGN".
- (b) to ensure racing on equal terms by making rules for the regulation of racing among yachts belonging to the Class and racing under the auspices of the National Heron Sailing Association of Australia Inc. and its affiliates.
- (c) to ensure that all such racing takes place under the Rules of the International Sailing Federation, the Special Prescriptions of Yachting Australia, the special regulations of the several State Yachting Authorities, and this Constitution and the By-laws
- (d) where necessary, to allow the formation of State and Territory Associations to control the racing of Herons within their respective States and Territories, and to represent the Association in all dealings with the Sailing Authorities of those States and Territories, and to allow such Associations the power to form Divisions within their respective States and Territories where necessary for local liaison between Clubs.
- (e) to publish a Periodical to be known as HERON NEWSLETTER.

PART II - MEMBERSHIP**QUALIFICATIONS**

- 4.(1) Membership shall be open to owners of Heron Yachts and others interested in the Class
- 4.(2) A person is qualified to be a member of the Association if the person is a natural person who –
 - (a) has been nominated for membership of the Association as provided by clause 6; and
 - (b) has been approved for membership of the Association by the Committee of the Association.

CLASSES OF MEMBERSHIP

5. Membership shall comprise the following classifications:
 - (a) Individual member; and
 - (b) Joint member, where the ownership of a single boat is registered in several names but only ONE subscription is paid; and
 - (c) Family member, where the ownership of a boat or boats is registered in several names and the owners are closely related to each other and reside at the same address but only ONE subscription is paid
 - (d) Sharing members, where the ownership of a boat or boats is registered in several names and FULL subscription is payable by each sharing owner; and
 - (e) Life Members; and
 - (f) Others interested in the Class.

NOMINATION FOR MEMBERSHIP

- 6.(1) Application by a person for membership of the Association -
 - (a) shall be made in writing in a form set out by the Management Committee; and
 - (b) shall be lodged with the Registrar of the Association, and
 - (c) shall be accompanied by the subscription set out in clause 12
- 6.(2) As soon as practicable after receiving an application for membership, the Registrar shall determine whether to approve or to reject the application.
- 6.(3) The Registrar shall, on payment by the nominee of the amounts referred to in clause 12, 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.

LIFE MEMBERSHIP

- 7.(1) The Association may confer Life Membership upon any member who has rendered notable contribution to the advancement of and/or outstanding service to the Association.
- 7.(2) It shall be a condition precedent to the appointment of a person as a Life Member that such person shall have been a member of the Association for a period of at least 10 years.
- 7.(3) Conferral of Life Membership shall be determined by a simple majority of votes at an annual general meeting.
- 7.(4) Nomination for Life Membership shall be made by at least four members, three of whom shall be from a state other than the state in which the nominee resides, and shall be made to the Secretary. A nomination made before the last day of February shall be considered at the following annual general meeting. The nomination shall be accompanied by a citation not exceeding two hundred (200) words. The Secretary may request further information from the nominators or from other members. The citation and any other relevant information shall be included in the notice of meeting at which the nomination is to be considered.

CESSATION OF MEMBERSHIP

8. A person ceases to be a member of the Association if the person -
 - (a) dies; or
 - (b) resigns that membership; or
 - (c) is expelled from the Association; or
 - (d) owes a subscription for more than 12 months from the due date for payment

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

9. A right, privilege or obligation which a person has by reason of being a member of the Association -
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.

RESIGNATION OF MEMBERSHIP

- 10 Where a member of the Association ceases to be a member, the Registrar shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

- 11.(1) The Registrar of the Association shall establish and maintain a register of members of the Association specifying the name and postal address and email address of each person who is a member of the Association together with the date on which the person became a member.
- 11.(2) The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- Noting that although the register of members is open for inspection the personal data such as address and other personal identifiable data is by law not available to members without proper consent.*

FEES, SUBSCRIPTIONS ETC.

- 12.(1) The annual membership subscription and boat registration shall be due and payable on 1st July, or upon joining or upon re-registering a boat or boats.
- 12.(2) The subscription of persons joining on or after 1st. May in any year shall cover the period to the end of the following Association year. Annual subscription and boat registration fees shall be determined from time to time by the Management Committee.
- 12.(3) Members who have been voted into official positions at the prior held AGM (State and National) should pay the appropriate subscription and fees as soon as practical after the election or at least by 1st. July.

REGISTRATION FEE

13. Upon the initial issue of a new boat/sail number for each boat, or upon transfer of registration by an owner to a purchaser, boat registration fee, and, if the new owner is not a member, annual membership subscription, as prescribed by the Management Committee from time to time, shall be payable by the new owner to the Association.

MEMBERS' LIABILITIES

14. The liability of a member of the Association to contribute towards the payment of the debt and liabilities of the Association or the cost, 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.

RESOLUTION OF DISPUTES

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

DISCIPLINING OF MEMBERS

- 16.(1) A complaint may be made to the Management Committee by any person that a member of the Association:
- (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.
- 16.(2) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 16.(3) If the Management Committee decides to deal with the complaint, the Management Committee:
- (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 16.(4) The Management Committee 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 expulsion or suspension is warranted in the circumstances.
- 16.(5) If the Management Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 17.

- 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 17, whichever is the later.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 17.(1) A member may appeal to the Association in general meeting against a resolution of the Management Committee under clause 16, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 17.(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.
- 17.(3) On receipt of a notice from a member under clause (1), the Secretary must notify the Management Committee which must convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 17.(4) At a general meeting of the Association convened under clause (3):
- (a) no business other than the question of the appeal is to be transacted; and
 - (b) the Management Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 17.(5) The appeal is to be determined by a simple majority of votes cast by members of the Association entitled to vote.

PART III - THE COMMITTEE**POWERS OF COMMITTEE**

18. The Committee shall be called the Management Committee of the Association and, subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting -
- (a) shall 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 these rules to be exercised by a general meeting of members of the Association; and
 - (c) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Association; and
 - (d) shall appoint the Public Officer of the Association

COMPOSITION OF THE MANAGEMENT COMMITTEE

- 19.(1) The Management Committee shall consist of-
- (a) the officers of the Association each of whom shall be elected at the annual general meeting of the Association pursuant to clause 20; and
 - (b) the chairman of the measurement sub-committee, Life Members, and not less than five ordinary members being representatives of each affiliated State Association according to the quotient set out in clause 21.(3).
- 19.(2) The position of Public Officer may, but need not be, held by a member of the Management Committee.
- 19.(3) The officers of the Association shall be the -
- (a) President;
 - (b) 3 Vice presidents;
 - (c) Treasurer;
 - (d) Secretary;
 - (e) Registrar;
 - (f) Immediate Past President; and
 - (g) Editor of the newsletter.
- 19.(4) Each member of the Management Committee shall, subject to these rules, 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.(5) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

ELECTION OF OFFICERS

- 20.(1) Except for the Immediate Past President, nominations of candidates for election as officers of the Association
- (a) shall be declared open by the Secretary no later than the 1st December; and
 - (b) shall be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (c) shall be delivered to the Secretary not later than the last day of February.
- 20.(2) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to two of the positions in subclauses 19.(3)(a), (c) and (d) at the same election.
- 20.(3) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated unopposed shall be deemed to be elected and further nominations shall be received at the annual general meeting for the vacant position(s).
- 20.(4) If insufficient further nominations are received, any vacant positions remaining on the Management Committee shall be deemed to be casual vacancies.
- 20.(5) In the event of one or more nominations being received for an office, the Secretary shall invite the proposer and seconder to provide, within 7 days, a brief statement in support of the nominee. All such statements received by the Secretary shall be distributed to members along with a suitable ballot paper with the Notice of Meeting.
- 20.(6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 20.(7) The ballot for the election of officers shall be conducted by postal or electronic vote in such usual and proper manner as the Management Committee may direct, provided that the ballot is concluded by the last day of April and is open for at least the preceding 30 days.
- 20.(8) Votes shall be cast and counted on the "first past the post" system.
- 20.(9) Officers shall assume office after the conclusion of the annual general meeting following their election. The previous officers will continue to discharge their duties until that time and will each do all things the Association requires including transferring the authority to operate the bank and other accounts of the Association to the new officers.

OTHER MEMBERS OF THE MANAGEMENT COMMITTEE

- 21.(1) The chairman of the measurement sub-committee shall be elected by the sub-committee.
- 21.(2) A Life Member shall be entitled to nominate at an annual general meeting for membership of the Management Committee and be eligible to occupy this office provided that the number nominating each year shall not exceed ten. If more than ten nominations are received, appointment shall be resolved by ballot. For the purpose of this clause, a Life Member holding other office shall not be counted.
- 21.(3) The officers of the Association shall appoint to the Management Committee representatives recommended by State and Territory Associations. The number of representatives to be appointed shall be the quotient, fractions of half and greater being increased to the next higher whole number, obtained by dividing ten times the number of members resident in that State or Territory on 31st. March at the commencement of the relevant year who are eligible to vote under the provisions of clause 41, by the total number of all such eligible members in the Association provided that, where such quotient is less than one half, the number of representatives shall be one.

SECRETARY

- 22.(1) The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- 22.(2) It is the duty of the Secretary to keep minutes of-
- (a) all appointments of office bearers and members of the Management Committee; and
 - (b) the names of members of the Management Committee present at a Management Committee meeting or a general meeting; and
 - (c) all proceedings at Management Committee meetings and general meetings.
- 22.(3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

TREASURER

23. It is the duty of the Treasurer of the Association to ensure that -
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (b) 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.

CASUAL VACANCIES

- 24.(1) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 24.(2) A casual vacancy in the office of a member of the Management Committee occurs if the member:
- (a) dies; or
 - (b) ceases to be a member of the Association; 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 25; or
 - (f) becomes a mentally incapacitated person; or
 - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee; or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

REMOVAL OF MANAGEMENT COMMITTEE MEMBER

- 25.(1) The Association in a general meeting may by resolution remove any member of the Management Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 25.(2) Where a member of the Management Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations 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 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.

MEETINGS AND QUORUM

- 26.(1) The Management Committee shall meet at least 6 times in each period of 12 months at such place and time as the Management Committee may determine.
- 26.(2) Additional meetings of the Management Committee may be convened by the president or by any member of the Management Committee.
- 26.(3) Oral or written notice of a meeting of the Management Committee shall be given by the Secretary to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Management Committee) before the time appointed for the holding of the meeting.
- 26.(4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Management Committee members present at the meeting unanimously agree to treat as urgent business.
- 26.(5) 5 members of the Management Committee of whom one shall be the President or Vice President or a Life Member constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- 26.(6) No business shall be transacted by the Management Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 26.(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 26.(8) At the meeting of the Management Committee -
 - (a) the President or, in the President's absence, a Vice president, shall preside; or
 - (b) if the President and all Vice presidents are absent or unwilling to act such one of the remaining members of the Management Committee as may be chosen by the members present at the meeting shall preside.

MOTIONS ON NOTICE

- 27. At the request of the mover of a motion or at the request of a majority of members present at a Management Committee meeting, a motion that has been seconded shall be put on notice for two months. All Management Committee members are to be advised of the motion on notice. Votes from non-attending Management Committee members must be lodged in writing with the Secretary by the specified date and time on the notice of motion.

DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 28.(1) The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Management Committee thinks fit) the exercise of such of the functions of the Management Committee as are specified in the instrument of delegation, other than –
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Management Committee by the Act or by any other law.
- 28.(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.
- 28.(3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 28.(4) Notwithstanding any delegation under this clause, the Management Committee may continue to exercise any function delegated.
- 28.(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 Management Committee.
- 28.(6) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 28.(7) A sub-committee may meet and adjourn as it thinks proper.

MEASUREMENT SUB-COMMITTEE

- 29.(1) The Management Committee shall appoint a standing sub-committee known as the measurement sub-committee. The measurement sub-committee shall consist of 5 members including a chairman and secretary, both of whom shall be elected from within their number. The chairman shall become a member of the Management Committee.
- 29.(2) Every year one member of the measurement sub-committee shall retire by rotation but may be eligible for re-appointment. The retirement shall occur on 30th. April, the person with the longest service retiring first.
- 29.(3) As vacancies occur, the Management Committee shall appoint members to the measurement sub-committee.
- 29.(4) A quorum shall be three of which one shall be the chairman or secretary.
- 29.(5) The measurement sub-committee shall report to each meeting of the Management Committee.
- 29.(6) The measurement sub-committee shall be responsible to the Management Committee for the orderly measurement and classification of Heron yachts, including maintenance of the Measurement Form and its amendment, when necessary, to align it with the By-laws.

DISAGREEMENT BETWEEN MEASUREMENT SUB-COMMITTEE AND MANAGEMENT COMMITTEE

- 30.(1) In the event of major disagreement between the measurement sub-committee and the Management Committee, the recommendations of the measurement sub-committee shall be submitted to the next general meeting of the Association.
- 30.(2) Resolution of the disagreement is to be determined by a simple majority of votes cast by members of the Association entitled to vote under clause 41.

VOTING AND DECISIONS OF THE MANAGEMENT COMMITTEE

- 31.(1) Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee shall be determined by a majority of the votes of members of the Management Committee provided by mail, facsimile or present at the meeting.
- 31.(2) Each member of the Management Committee or of any sub-committee appointed by the Management Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
- 31.(3) The Management Committee may act notwithstanding any vacancy on the Management Committee.
- 31.(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the Management Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-Committee.
- 31.(5) A meeting of the Management Committee or any sub-committee may be held at 2 or more venues using any technology that gives each member a reasonable opportunity to participate. For the purposes of clause 26.(5) a person attending at any one venue shall be considered to be present.

INDEMNITY

- 32. The members of the Management Committee, members of the measurement sub-committee, and the Trustees for the time being of the Association, and each and every one of them acting in relation to any of the affairs of the Association, shall be indemnified by insurance cover paid by the Association from and against all actions, costs, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in about the discharge of their duty or supposed duty in their respective offices, except if incurred or sustained by or through their own wilful default, dishonesty or negligence, and none of them shall be answerable for the acts or defaults of the other or others of them or for joining in any receipt for conformity or for any bankers or other persons with whom any monies or effects belonging to the Association shall or may be lodged or deposited, or for the insufficiency or deficiency of any security upon which any monies or effects of or belonging to the Association shall be placed at or invested or for any loss, misfortune or damage which may happen in the execution of their respective offices or in relation thereto except the same shall happen by or through their own wilful default or dishonesty. The Management Committee shall maintain at all times, on behalf of the Association members, at least the minimum public liability insurance required under the Act.

PART IV - GENERAL MEETINGS**ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT**

- 33.(1) The annual general meeting of the Association shall, subject to the Act, be convened with not less than 14 days' notice to occur in the first 14 days of May in each year and at such place and time as the Committee thinks fit.
- 33.(2) In addition to any other business which may be transacted at any annual general meeting, the business of an annual general meeting shall be -
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting; and
 - (b) to receive from the Committee reports upon the activities of the Association during the last preceding financial year; and
 - (c) to receive the results of election of office-bearers of the Association and ordinary members of the Management Committee; and
 - (d) to receive and consider the Annual Audited Accounts; and
 - (e) to elect an honorary auditor
- 33.(3) An annual general meeting shall be specified as such in the notice convening it.

SPECIAL GENERAL MEETING - CALLING OF

- 34.(1) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 34.(2) The Management Committee shall, on the requisition in writing of not less than 10 per cent of the total number of members or 75 per cent of the Life Members at the time, convene a special general meeting of the Association.
- 34.(3) A requisition of members for a special general meeting -
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall 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.
- 34.(4) If the Management Committee fails to convene a special general meeting to be held within 2 months after the 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 3 months after that date.
- 34.(5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as a general meeting is convened by the Management Committee.

NOTICE

- 35.(1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to each member, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 35.(2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the terms of the resolution and a statement to the effect that the resolution is intended to be considered as a special resolution.
- 35.(3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 33.(2)
- 35.(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary, who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- 36.(5) Notices shall be sent to members by electronic means to the extent permitted by law or by pre-paid post to the address appearing in the register of members.

PROCEDURE

- 36.(1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these clauses to vote is present during the time the meeting is considering that item.
- 36.(2) Fifteen members present in person (being members entitled under these clauses to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 36.(3) 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 the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communication by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 36.(4) If at the adjourned meeting a quorum as defined in clause (1) is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall be abandoned and all motions proposed at the original meeting deemed void.
- 36.(5) A general meeting may be held at 2 or more venues using any technology that gives each of the Association's members a reasonable opportunity to participate. For the purposes of clause 36.(2) a person attending at any one venue shall be considered to be present in person.

PRESIDING MEMBER

- 37.(1) The President or, in the President's absence, the Vice-president, shall preside as chairperson at each general meeting of the Association.
- 37.(2) If the President and the Vice president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT

- 38.(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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 38.(2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 38.(3) Except as provided in clause (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting are not required to be given.
- 38 (4) A quorum shall be deemed to exist for the adjourned meeting if a quorum existed at the meeting which was adjourned and if the membership present at the adjourned meeting plus the numbers of proxies and postal votes presented by the chairman to the adjourned meeting equals or exceeds the number required for a quorum of a general meeting.

MAKING A DECISION

- 39.(1) A question arising at a general meeting of the Association is to be determined on the voices.
- 39.(2) A declaration by the chairperson that a resolution has 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.
- 39.(3) A question to be determined by special resolution shall be determined in the affirmative by a majority of at least three-quarters of votes in favour of the resolution.

SPECIAL RESOLUTION

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

VOTING

- 41.(1) Upon any question arising at a general meeting of the Association, or on any resolution that is the subject of a postal or electronic ballot, a member has one vote only, subject to clauses (2) and (4)
- 41.(2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 41.(3) A member is not entitled to vote at any general meeting or in a postal or electronic ballot of the Association unless all money due and payable by the member, other than the amount of the annual subscription payable in respect of the then current year, has been paid.
- 41.(4) At general meetings and in postal or electronic ballots those members who are financial at the time of the general meeting may vote:
 - (a) Those in classes a, d, e and f defined by clause 5 shall have one vote;
 - (b) Those in classes b and c defined by clause 5 shall have one vote between them.

PROXY VOTES NOT PERMITTED

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

POSTAL OR ELECTRONIC BALLOTS

- 43.(1) The Association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under clause 17).
- 43.(2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

PART V - MISCELLANEOUS**INSURANCE**

44. The Association may effect and maintain insurance.

FINANCIAL YEAR

45. The financial year of the Association shall commence on 1st. April each year.

FUNDS - SOURCE

- 46.(1) The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Management Committee determines.
- 46.(2) All money received by the Association shall be deposited within 14 days of receipt by an officer of the Association and without deduction to the credit of the Association's bank account.
- 46.(3) The Association shall, as soon as practicable after receiving any money, record such payment on the books of the Association.

FUNDS - MANAGEMENT

- 47.(1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Management Committee determines.
- 47.(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Management Committee or employees of the Association, being members or employees authorised to do so by the Management Committee.

NEWSLETTER ALLOCATION

48. The Newsletter shall be published at least four times a year and shall be distributed as far as is practical to all financial members. Distribution by electronic means shall satisfy this requirement.

SUPPLY OF PLANS

49. On payment of a fee determined by the NHSAA Inc., drawings detailing the construction of framed and stitch & glue Heron class yachts will be supplied.

ALLOCATION TO STATE AND TERRITORY ASSOCIATIONS AND DIVISIONS

50. Funds shall be allocated to various State and Territory Associations and Divisions in accordance with formulae to be determined from time to time by the Management Committee.

AUDITOR

51. An Honorary Auditor shall be elected annually, who shall perform an audit of the affairs of the Association and report to members at the annual general meeting.

AMENDMENT OF CONSTITUTION

- 52.(1) The Constitution may be altered, rescinded or added to only by a special resolution of the Association.
- 52.(2) The Secretary shall, at least 21 days before a vote is taken, send notice to each member specifying the terms of the resolution and a statement to the effect that the resolution is intended to be considered as a special resolution.
- 52.(3) Voting shall be by postal or electronic ballot.

COMMON SEAL

- 53.(1) The common seal of the Association shall be kept in the custody of the Public Officer.
- 53.(2) The common seal shall not be affixed to any instrument except by the authority of the Management Committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the Public Officer or Secretary.

CUSTODY OF BOOKS ETC.

54. Except as otherwise provided by these clauses, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

INSPECTION OF BOOKS ETC.

55. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

SERVICE OF NOTICES

- 56.(1) For the purpose of these clauses, 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 member's address shown in the register of members.
- 56.(2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these clauses to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

BY-LAWS

- 57.(1) The Association may make By-laws not inconsistent with this Constitution for the orderly advancement and management of its objects.

AMENDMENT OF BY-LAWS

- 58.(1) The By-laws may be amended only by a resolution passed by a two-thirds majority of the votes cast by members of the Association who, under the Association's constitution, are entitled to vote on the proposed resolution.
- 58.(2) A proposal to amend the By-laws may only be made by a member of the Association.
- 58.(3) A proposal to amend the By-laws shall be signed by the proposer and three other members at least one of whom shall be from a state of Australia other than the state in which the proposer resides.
- 58.(4) A proposal shall be submitted to the Secretary and may consist of several documents in a similar form, each signed by one or more of the members making it.
- 58.(5) Where a resolution to amend the By-laws is received, the Secretary shall, within 14 days of receipt of the proposal, send the proposal to each member. The proposal may not be considered earlier than 5 months after receipt of the proposal.
- 58.(6) When providing members with notice of any proposal to, amend the By-laws the Secretary shall invite members to submit, within 60 days of the invitation, written argument for and against the proposal. The Secretary shall send a summary of the arguments to each member at the expiry of 60 days.
- 58.(7) Voting shall be by postal or electronic ballot.

INTERPRETATION

59. In the event of any dispute regarding the interpretation of the Constitution or the By-laws, the decision of the Management Committee shall be final.

WINDING UP

60. In the event of the Association winding up its activities, the assets of the Association shall, after meeting all its liabilities, be disbursed to an organisation having similar objects or to a registered charity selected by the then Officers of the Association.

END