



Constitution of Speers Point Amateur Sailing Club Incorporated

under the Associations Incorporation Act 2009

- Upgraded as per recommendations by NSW Fair Trading and approved by the Members at Annual General Meeting – Sunday 12 August 2012
- Amended by the Members at Annual General Meeting – Sunday 9 August 2015
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- Upgraded to align with NSW Government “Model Sport Club Constitution”, and amended by the Members at Annual General Meeting – Sunday 14 November 2021
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Part 1 – Preliminary

1.1 Name

The name of the Association shall be **Speers Point Amateur Sailing Club, Incorporated**.

1.2 Definitions and Interpretation

Definitions

In this constitution:

- (a) **Act** means the Associations Incorporation Act 2009 (NSW).
- (b) **AS** means Australian Sailing which is the governing body for the sport of Sailing in Australia
- (c) **Club** means SPASC.
- (d) **Constitution** means this Constitution of the Club.
- (e) **Executive Committee** comprises the executive office-bearers of the Association and means the governing body of the Association. In the Act, the term “Committee” is used to describe the governing body of an incorporated association.
- (f) **Financial Year** means (unless determined otherwise by the Executive Committee) the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.
- (g) **General Meeting** means the annual or any special general meeting of the Club.
- (h) **Objects** means the Objects of the Club in clause 1.3.
- (i) **Ordinary committee member** means a member of the committee who is not an executive office-bearer of the Association,
- (j) **Public Officer** is the person appointed to be the public officer of the Club in accordance with the Act.
- (k) **Regulations** means any rules, by-laws or regulations made by the Executive Committee under clause 5.1.
- (l) **Secretary** is the person holding office under this constitution as Secretary of the Association, or if no such person holds that office - the public officer of the Association.
- (m) **SPASC** means Speers Point Amateur Sailing Club, Incorporated.
- (n) **Sport** means the sport of Sailing.

Interpretation

In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty.
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty.
- (c) words importing the singular include the plural and vice versa.
- (d) words importing any gender include the other genders.
- (e) references to persons include corporations and bodies politic.

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- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person.
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form, including messages sent by electronic transmission.

1.3 Objects

The objects for which the club is established are:

- (a) to encourage, promote, facilitate, and foster the sport of sailing on Lake Macquarie and other waterways,
- (b) to provide for:
 - (i) the recreation, accommodation, and comfort of its members,
 - (ii) the preservation, upkeep and upgrading of the Club property, and
 - (iii) any other objects and purposes which the Club may decide from time to time,
- (c) to cooperate with other persons or organisations of similar interests and foster a co-operative approach with other sailing clubs on Lake Macquarie with respect to sailing activities and events.

Part 2 – Membership

2.1 Membership generally

A person is eligible to be a member of the Association if:

- (a) the person is a natural person, and
- (b) the person has been nominated and approved for membership of the Association in accordance with clause 2.2.

2.2 Members of the Club shall consist of:

- (a) **Individual Members**, who subject to this Constitution, shall be entitled to all the privileges and advantages for which the Association is established and shall have the right to receive notice of General Meetings and to be present, to debate and to vote at, General Meetings.
- (b) **Life Members**, who subject to this Constitution, shall be entitled to all the privileges and advantages for which the Association is established and shall have the right to receive notice of General Meetings and to be present, to debate and to vote, at General Meetings.
- (c) **Junior & Student Members**, who subject to this Constitution, shall be entitled to all the privileges and advantages for which the Association is established but no right to be present, or debate, or vote, at General Meetings, nor hold an executive office bearing position.

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- (d) **Associate Members**, who subject to this Constitution, shall be entitled to all the privileges and advantages for which the Association is established and shall have the right to receive notice of General Meetings and to be present, but must not vote nor hold an executive office bearing position and may have other rights as determined by the Committee or by resolution at General Meetings.

2.3 Membership classification

In accordance with clause 2.2, classes of membership of the Association shall be:

1. **Individual Members** shall include Senior Members and Family Members, or any other classification as the committee determines.
 - (a) **Family Membership** shall include a maximum of 2 adults plus children (under 18 years of age of each sailing season) who must be co-habiting, not an extended family, and who pay an annual subscription as provided in this constitution. Adult members shall be entitled to all the privileges and advantages for which the Association is established.
 - (b) **Senior Members** shall mean any member who is 18 years of age or over and who pays an annual subscription as provided in this constitution, including Twilight Sailing.
2. **Life Members** shall mean any person who has rendered services to the Association, been nominated by or on behalf of the committee and elected by a special resolution by a majority of at least two of the members at a general meeting, or a decision to this effect made by the committee and agreed to by at least 12 long-standing members and ratified by the Association at a general meeting. Any Life Members duly elected shall not be required to pay any annual subscription.
3. **Junior Members** shall mean a member who is under the age of 18 years on 1 October each sailing season and who pays an annual subscription as provided in this constitution. A Junior Member shall be entitled to participate in SPASC's Junior Sailing Program.
4. **Student Members** shall mean a member who is a full-time student and under the age of 26 years on 1 October of each sailing season and who pays an annual subscription as provided in this constitution.
5. **Associate Members** shall include Twilight Sailing Only Members, Temporary Members, Club Volunteer Members, Social Members, Honorary Members and Other Club Members, or any other classification as the committee determines.
 - (a) **Twilight Sailing Only Members** shall mean any member, who is a sailing member at another sailing club, who only participates in the Club's Twilight Sailing Program, and pays an annual subscription as provided in this constitution.
 - (b) **Temporary Members** shall mean a person who agrees to participate in the Australian Sailing SailPass initiative for an agreed period before deciding to become a member of SPASC.
 - (c) **Club Volunteer Members** shall mean a member who assists in volunteer roles at SPASC and pays an annual subscription as provided in this constitution.
 - (d) **Social Members** shall mean a member who enjoys the social side of our sailing club and pays an annual subscription as provided in this constitution.
 - (e) **Honorary Members** may be elected by the committee who will determine their privileges. Honorary membership shall be for the year in which the office is held.

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- (f) **Other Club Members** shall mean a member of an associated club who use the SPASC Clubhouse as a base for their respective activities and who pays an annual subscription as provided in this constitution.

2.4 Nomination for membership

1. A nomination of a person for membership of the Association:
 - (a) must be made by a member of the Association either online via SPASC's revolutioniseSPORT website by confirming the "Name of SPASC member nominating you for membership", or in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the Secretary of the Association or submitted online via SPASC's revolutioniseSPORT website.
2. As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
3. As soon as practicable after the committee makes that determination, the Secretary must:
 - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
4. The Secretary must, on payment by the nominee of the amounts referred to in clause 2.9 within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members online via SPASC's revolutioniseSPORT website and, on the name being so entered, the nominee becomes a member of the Association.

2.5 Cessation of membership

A person ceases to be a member of the Association 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 subclause 2.9.2 within 3 months after the fee is due.

2.6 Membership entitlements not transferable

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 on cessation of the person's membership.

2.7 Resignation of membership

1. A member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the committee may

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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 of the Association ceases to be a member under subclause 2.7.1., and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

2.8 Register of members

1. The Public Officer of the Association must establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member.
2. The register of members must be kept at the principal place of administration of the Association, which is available online via SPASC's revolutioniseSPORT website.
3. The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
4. A member of the Association 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 information contained on the register about the member (other than the member's name) not be 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.

2.9 Fees and subscriptions

1. A member of the Association must, on admission to membership, renew their membership either online via SPASC's revolutioniseSPORT website or by completing the SPASC Membership Form each sailing season and pay to the Association a fee of an amount determined by the committee.
 - (a) except as provided by paragraph (b), before 1 October in each calendar year, or
 - (b) if the member becomes a member on or after 1 October in any calendar year - on becoming a member and before 1 October in each succeeding calendar year.
2. The executive office-bearers of the committee may resolve to waive all, or part of the fees or timeframe set out in sub-clauses 2.9.1. (a) and (b) of this clause if they unanimously agree that such payment is likely to cause undue financial hardship to the nominee or member.

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2.10 Members' liabilities

The liability of a member of the Association 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 2.9.

2.11 Resolution of disputes

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, may 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 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.

2.12 Discipline

1. The Executive Committee may commence or cause to be commenced disciplinary proceedings against a member who has allegedly:
 - (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Executive Committee or any duly authorised committee.
 - (b) acted in a manner unbecoming of a member, or prejudicial to the purposes and interests of the Club and/or the Sport; or
 - (c) brought themselves, the Club, any other member or the Sport into disrepute.
2. A complaint may be made to the 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.
3. The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
4. If the committee decides to deal with the complaint, the 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 committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
5. The 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.

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6. If the committee expels or suspends a member, the Secretary must, within seven 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 2.11.
7. 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 2.11, whichever is the later.

2.13 Right of appeal of disciplined member

1. A member may appeal to the Association in general meeting against a resolution of the committee under clause 2.11, within seven 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 subclause 2.11.1, the Secretary must notify the committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
4. At a general meeting of the Association convened under subclause 2.11.3:
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the 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, and the appeal is then determined by a simple majority of votes cast by members of the Association.

Part 3 – The Committee

3.1 Powers of the committee

Subject to the Act, the Regulation, and this constitution and to any resolution passed by the Association in general meeting, the committee:

- (a) is to control and manage the affairs of the Association,
- (b) may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by this Constitution, by general meetings of the members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

3.2 Composition and membership of committee

1. The committee is to consist of:
 - (a) the executive office-bearers of the Association, and

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- (b) Discover Sailing Centre Principal, Safety & Risk Management Officer, revSPORT Specialist, Club Captain, First Aid Officer, Publicity Officer, Support Boat Manager, Class Managers, Canteen/Purchasing Officer, and other office-bearers as considered appropriate by the committee, each of whom are to be elected at the annual general meeting of the Association under clause 3.3.
2. The executive office-bearers of the Association are the:
 - (a) President,
 - (b) Senior Vice-President,
 - (c) Secretary,
 - (d) Treasurer,
 - (e) Junior Vice-President,
 - (f) Race Secretary,
 - (g) Junior Sailing Manager,
 - (h) Registrar,
 - (i) Assistant Secretary, and the
 - (j) Clubhouse Manager.
 3. A committee member may hold up to three offices (other than both the President and Vice-President offices).
 4. Each member of the committee 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.
 5. An association's committee must appoint a Public Officer.

3.3 Election of committee members

1. Nominations of candidates for election as committee members of the Association:
 - (a) must 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 the nomination), and
 - (b) must be delivered to the Secretary of the Association prior to the commencement 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 committee, 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 committee 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.

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6. The ballot for the election of committee members is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
7. A person nominated as a candidate for election as a committee member of the Association must be a member of the Association.

3.4 Secretary

1. Is the person holding office under our Constitution as Secretary of the Association, or if no such person holds that office, the Public Officer of the Association.
2. The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her contact details.
3. It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
4. Minutes of proceedings at a meeting must be approved by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

3.5 Treasurer

It is the duty of the Treasurer of the Association to:

- (a) ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) ensure 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.
- (c) ensure that the financial records of the Association are kept in accordance with the Act.
- (d) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the Annual General Meeting of the Association.
- (e) ensure that at least one other Committee member has access to the accounts and financial records of the Association.

3.6 Public Officer

1. The Public Officer must be a person who is aged 18 years or more and is ordinarily resident in New South Wales.
2. The Public Officer is both the official point of contact for an incorporated association and one of the authorised signatories.
3. Within 28 days after taking office as an Association's Public Officer the person must notify NSW Fair Trading of the person's full name and date of birth and address within New South Wales
4. It is the duty of the Public Officer of the Association to:
 - (a) Notify NSW Fair Trading of any change in the Association's official address within 28 days.

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- (b) Collect all Association documents from former committee members and delivering the documents to the new committee member.
- (c) Return all Association documents to a committee member within 14 days, upon vacating office.
- (d) Act as the official contact for the Association, including taking delivery of documents served on the association and bringing them to the attention of the committee as soon as practicable.
- (e) Have custody of any documents as required by this Constitution.

3.7 Casual vacancies

1. In the event of a casual vacancy occurring in the membership of the committee, the 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.
2. A casual vacancy in the office of a member of the 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 3.8, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from three 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 three 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.

3.8 Removal of committee members

1. The Association in general meeting may by resolution remove any member of the 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.
2. If a member of the committee to whom a proposed resolution referred to in subclause 3.8.1 relates makes representations in writing to the Secretary or president (not exceeding 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.

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3.9 Committee meetings and quorum

1. The committee must meet at least three times in each period of 12 months at such place and time as the committee may determine.
2. Additional meetings of the committee may be convened by the president or by any member of the committee.
3. Oral or written notice of a meeting of the committee must be given by the Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
4. Notice of a meeting given under subclause 3.9.3 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 that the committee members present at the meeting unanimously agree to treat as urgent business.
5. Any four members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
6. No business is to be transacted by the 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 is to stand adjourned to such time and place as determined by the presiding officer (see subclause 3.8.8 below).
7. 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.
8. At a meeting of the committee:
 - (a) the president or, in the president's absence, one of the vice-presidents is to preside, or
 - (b) if the president and the vice-presidents are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

3.10 Delegation by committee to sub-committee

1. The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function that is a duty imposed on the committee 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 committee may continue to exercise any function delegated.

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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 committee.
6. The committee 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.

3.11 Voting and decisions

1. Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
2. 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 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 3.9.5, the committee may act despite any vacancy on the committee.
4. Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 – General Meetings

4.1 Annual General Meetings - holding of

The Association must hold its annual general meetings:

- (a) within six 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.

4.2 Annual General Meetings - calling of and business

1. The annual general meeting of the Association is, subject to the Act and to clause 4.1, to be convened on such date and at such place and time as the committee thinks fit.
2. In addition to any other business that 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 committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect committee members of the Association,
 - (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 by which it is convened.

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4.3 Special General Meetings - calling of

1. The committee may, whenever it thinks fit, convene a special general meeting of the Association.
2. The committee must, at the request in writing of at least five percent of the total number of members, convene a special general meeting of the Association.
3. A request by 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 request, 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 request.
4. If the committee fails to convene a special general meeting to be held within one month after the date on which a request by members for the meeting is lodged with the Secretary, any one or more of the members who made the request may convene a special general meeting to be held not later than three months after that date.
5. A special general meeting convened by a member or members as referred to in subclause 4.3.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

4.4 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 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 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 subclause 4.4.1, 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 that may be transacted under clause 4.2.2.
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.

4.5 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.

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2. Ten 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 at the request of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to such time and place as determined by the presiding officer. Notice must be given by the Secretary to each member of the Association at least 48 hours before the appointed time.
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 in number) are to constitute a quorum.

4.6 Presiding member

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

4.7 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 14 days or more, the Secretary must 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.
3. Except as provided in subclauses 4.7.1 and 4.7.2, 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.

4.8 Making of decisions

1. A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands, or
 - (b) if, on the motion of the chairperson, or if five or more members present at the meeting decide that the question should be determined by a written ballot, then 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:
 - (a) taken immediately in the case of a written ballot relating to the election of the chairperson of the meeting or to the question of an adjournment, or

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(b) in any other case, conducted in accordance with the directions of the chairperson.

4.9 Special resolutions

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

4.10 Voting

1. On any question arising at a general meeting of the Association, a member has one vote only.
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.
3. A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has 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.
5. All votes must be given personally or by proxy, but no member other than the Secretary may hold more than 5 proxies.

4.11 Proxy votes

1. Each member is entitled to appoint another member or the Secretary as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
2. The notice appointing the proxy is to be in the form set out in Appendix 2 of this constitution.

Part 5 – Miscellaneous

5.1 Regulations

1. The Executive Committee may formulate, issue, adopt, interpret and amend regulations for the proper advancement, management and administration of the Club, the advancement of the Objects and the sport of sailing. Such regulations must be consistent with the Associations Incorporation Regulation 2010 and this Constitution and any policy directives of the Executive Committee.
2. All regulations are binding on the Club and all Members.
3. All clauses, rules, by-laws, and regulations of the Club (by whatever name) in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws or regulations are not inconsistent or have been replaced by, this Constitution) shall be deemed to be regulations and shall continue to apply and be in operation.
4. Amendments, alterations, interpretations, or other changes to regulations shall be advised to Members by such means as are determined and approved by the Executive Committee from time to time. The Club shall take reasonable steps to distribute such changes to Members. All changes are binding on all Members.

5.2 Insurance

The Association may effect and maintain insurance.

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5.3 Funds - source

1. The funds of the Association are to be derived from entrance fees and annual subscriptions of members, canteen profits, donations, and, subject to any resolution passed by the Association in general meeting, such other sources as the committee 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, as soon as practicable after receiving any money, issue an appropriate receipt.

5.4 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 objects of the Association in such manner as the committee determines.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two executive office-bearers of the Association authorised to do so by the committee.

5.5 Change of name, objects, and constitution

1. The statement of objects or constitution may be changed only by a special resolution passed by the Association.
2. An application to the Director-General for registration of a change in the Association's name, objects, or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

5.6 Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

5.7 Inspection of books etc

1. The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books, and other financial documents of the Association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Association.
2. A member of the Association may obtain a copy of any of the documents referred to in subclause 5.7.1 on payment of a fee of not more than \$1 for each page copied.

5.8 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

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- (c) by sending it by facsimile transmission or some other form of electronic transmission 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.

5.9 Association colours

The Association's distinguishing flag is a light blue pennant with a white cross in the centre and the letters 'SPASC'.



SPEERS POINT AMATEUR SAILING CLUB, Inc.
(Incorporated under the Associations Incorporation Act, 1984)

PO Box 56, BOOLAROO NSW 2284

EMAIL spascailing@gmail.com

APPLICATION FOR MEMBERSHIP

NAME:
(Given names) (Family name)

ADDRESS:

..... POST CODE:

TELEPHONE..... Junior / Student Date of Birth:

EMAIL:

I wish to apply for Family / Senior / Twilight Sailing Only / Student / Junior / Non-sailing / LM SUP membership of Speers Point Amateur Sailing Club, Inc. In the event of my admission as a member, I agree to be bound by the rules of the Club for the time being in force.

.....
(Signature of Applicant)

.....
(Date)

Nominated by:

Signed..... Date:

Seconded by:

Signed..... Date:

www.spasc.org.au

APPOINTMENT OF PROXY

(Clause 4.11.2)

I, _____
[full name]

of _____
[address]

being a member of Speers Point Amateur Sailing Club Inc.

hereby appoint _____
[full name of proxy]

of _____

being a member of Speers Point Amateur Sailing Club Inc. as my proxy to vote for me on my behalf at the general meeting of the association (Annual General Meeting or Special General Meeting, as the case may be) to be held on the _____ day of _____ 20 ____ and at any adjournment of that meeting.

* (complete if desired) My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution:

[signature of member appointing proxy]

[date]

Note: A proxy vote may not be given to a person who is not a member of the association.