

Windsurfing N.S.W. Incorporated



CONSTITUTION

INCORPORATED 1988

Adopted AGM 16 August 2021

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PRELIMINARY

Definitions

- (a) In this constitution:
 - **ordinary committee member** means a member of the 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 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.
 - **the Regulation** means the Associations Incorporation Regulation 2016.
 - **Affiliates** are organisations in N.S.W. and the Australian Capital Territory who affiliate with the Association.
 - **Members** are the members of the Affiliates.
 - **AWA** refers to Australian Windsurfing Association Incorporated.
- (b) 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.
- (c) 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.

1. NAME

The name of the Association shall be "Windsurfing N.S.W. Incorporated" (referred to in these rules as the Association“).

2. OBJECTIVES

- The objectives of the Association shall be:
 - to develop and promote all aspects of windsurfing in New South Wales.
 - to encourage competition and enhance sailors' enjoyment of the sport of windsurfing in New South Wales.
 - To support and act in the interests of Affiliates and Members.

3. MEMBERSHIP

- (a) Membership is open to all members of organisations in N.S.W. and the Australian Capital Territory who affiliate with the Association.
- (b) Organisations wishing to affiliate with the Association shall apply to the Committee for membership.
- (c) The Committee shall determine whether or not to accept an application for affiliation. The Committee is not required to supply reasons for accepting or rejecting an application.
- (d) Affiliates shall pay such fees as are determined by the Association at a general meeting.
- (e) Only Members resident in NSW or the ACT may vote at General Meetings or be elected as an Office Bearer.
- (f) A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall be contained in the register.
- (g) Affiliation shall cease upon resignation, expulsion or failure to pay outstanding affiliation fees within three months of due date.
- (h) The financial year of the Association shall run from July 1 to June 30 or such other period as is determined by the Committee.

4. AFFILIATES' AND MEMBERS' LIABILITY

The Affiliates and Members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

5. DISCIPLINING OF AFFILIATES AND MEMBERS

The procedure for disciplining Affiliates and Members shall be determined by the Committee. Anyone who wishes to appeal against a decision refusing membership, expelling them from affiliation or membership or otherwise disciplining them may do so at the next general meeting of the Association.

6. MANAGEMENT BY COMMITTEE

- (a) The Association shall have its affairs controlled and managed by the office bearers and other members known as the Committee. The office bearers shall be elected by the members.
- (b) The office bearers shall be a President, Vice President, Secretary, Treasurer and AWA Representative. There shall be up to five other members of the Committee or as many as the Committee determines from time to time.
- (c) The office bearers and other members of the Committee shall be elected at each Annual General Meeting. Other Committee members shall be appointed by their affiliated organisation. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.

- (d) Each member of the Committee shall hold office from the date of their election or appointment until the next Annual General Meeting.
- (e) Retiring Committee members are eligible for re-election.
- (f) The Committee shall meet as often as necessary to conduct the business of the Association and not less than three times a year.
- (g) The quorum for meetings of the Committee shall three.
- (h) Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon.
- (i) A member of the Committee shall cease to hold office upon resignation in writing or removal as a member of the Association.
- (j) The Committee may function validly provided its number is not reduced below the quorum. Should Committee numbers fall below the quorum the remaining Committee members may act only to appoint new Committee members.
- (k) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- (l) If within half an hour of the time appointed for a Committee meeting a quorum is not present the meeting shall be dissolved.
- (m) Additional meetings of the Committee may be convened by the President or any two members of the Committee.
- (o) Use of technology at committee meetings
 - i) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
 - ii) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

7. GENERAL MEETINGS

- (a) An Annual General Meeting of the Association shall be held each year within six months from the end of the financial year of the Association.
- (b) The Committee may whenever it thinks fit, convene a special general meeting of the Association. A special general meeting must be convened by the Committee within three months of receiving a written request to do so from at least five per cent of the membership of the Association.
- (c) At least 14 days' notice of all general meetings and notices of motion shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting.
- (d) In the case of the Annual General Meeting the following business shall be transacted:
 - i) confirmation of the minutes of the last Annual General Meeting and any recent special general meeting;
 - ii) receipt of the Committee's report upon the activities of the Association in the last financial year;
 - iii) election of office bearers and other members of the Committee;
 - iv) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (e) The quorum for a general meeting shall be five members. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.

- (f) On any question arising at a general meeting of the association a member has one vote only.
- (g) Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority except for those matters which must be decided by special resolution where a three-quarter majority is required.
- (h) All votes shall be given personally and there shall be no voting by proxy.
- (i) In the case of an equality of votes, the person appointed to chair the general meeting shall have a second or casting vote.
- (j) Nominations of candidates for election as office bearers or other Committee members may be made at the Annual General Meeting or in such other ways as may be determined by the Association at a general meeting.
- (k) Use of technology at general meetings.
 - i) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
 - ii) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

8. OFFICE BEARERS

- (a) The President or, in the President's absence, the Vice President, shall act as chairperson at each general meeting of the Association.
- (b) If the President and Vice President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- (c) The Secretary shall ensure that records of the business of the Association including the rules, register of affiliates and members, minutes of all general and Committee meetings and a file of correspondence are kept. These records shall be available for inspection by any member and shall be held in the custody of the Secretary.
- (d) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - i) 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
 - ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (e) The Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. It is the duty of the Treasurer of the association to ensure:
 - i) that all money due to the association is collected and received and that all payments authorised by the association are made;
 - ii) 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. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.

9. SPECIAL RESOLUTIONS

- (a) A special resolution must be passed by a general meeting of the association to effect the following changes:
 - i) a change of the Association's name;
 - ii) a change of the Association's rules;
 - iii) a change of the Association's objectives;
 - iv) an amalgamation with another Incorporated Association;
 - v) to voluntarily wind up the Association and distribute its property;
 - vi) to apply for registration as a Company or a Co-operative.
- (b) A special resolution shall be passed in the following manner:
 - i) a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
 - ii) the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
 - iii) a quorum must be present at the meeting;
 - iv) at least three-quarters of those present must vote in favour of the resolution;
 - v) in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Corporate Affairs Commission for permission to pass the resolution in some other way.

10. PUBLIC OFFICER

- (a) The Committee shall ensure that a person is appointed as Public Officer.
- (b) The first Public Officer shall be the person who completed the application for incorporation of the Association.
- (c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- (d) The Public Officer shall be deemed to have vacated their position in the following circumstances:
 - i) death
 - ii) resignation
 - iii) removal by the Committee or at a general meeting
 - iv) bankruptcy or financial insolvency
 - v) mental incapacitation
 - vi) residency outside New South Wales
- (e) When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Corporate Affairs Commission by the prescribed form and appoint a new Public Officer.
- (f) The Public Officer is required to notify the Corporate Affairs Commission by the prescribed form in the following circumstances
 - i) appointment (within 14 days)
 - ii) a change of residential address (within 14 days)
 - iii) a change in the Association's objectives or rules (within one month)
 - iv) a change in the membership of the Committee (within 14 days)
 - v) of the Association's financial affairs (within one month after the Annual General Meeting)
 - vi) a change in the Association's name (within one month)
- (g) The Public Officer may be an office bearer, committee member or any other person regarded as suitable for the position by the Committee.

11. MISCELLANEOUS

- (a) The Association shall effect and maintain insurance as required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Association.
- (b) The funds of the Association shall be derived from the fees of members, donations, grants and such other sources approved by the Association.
- (c) The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with section 65 of the Associations Incorporation Act 2016.
- (d) For the purpose of this constitution, a notice may be served on or given to a person:
 - i) by delivering it to the person personally, or
 - ii) by sending it by pre-paid post to the address of the person, or
 - iii) by sending it by a form of electronic transmission to an address specified by the person for giving or serving the notice.
- (f) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - ii) 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
 - iii) in the case of a notice sent by a 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.
- (g) The income and property of the Association shall be used only for promotion of the objects of the Association and shall not be paid or transferred to members by way of dividend, bonus or profit.