

Constitution of Wangi R S L Amateur Sailing Club Ltd

ACN 003 031 990

Preamble

Wangi Sailing Club was founded by group of community minded families whose focus was on sailing for sport, recreation and enhancing community cooperation and cohesion. The Wangi RSL Club was operating likewise. This synergy of values brought the two clubs together to create the now Wangi RSL Amateur Sailing Club and facilitate the lease of RSL land for the construction of the sailing clubhouse and boat storage facilities. The Wangi RSL Amateur Sailing Club and the Wangi RSL Club remain bonded in this way.

1 General

1.1 This is the Constitution of the Company known as the **Wangi RSL Amateur Sailing Club Ltd** (WASC)

1.2 Definitions

In this constitution:

- a) **"Board"** means the Board of Directors of the company as described in clause 3.1
- b) **"Company"** means Wangi R S L Amateur Sailing Club Ltd (WASC)
- c) **"Corporations Act"** means the Corporations Act 2001 (Cth)
- d) **"Director"** means an individual member of the board of directors
- e) **"Members"** mean the individuals who belong to the company
- f) **"Active Life Member"** means a Life Member that is currently, or has been during the previous membership year, been a WASC office bearer or sailing competitor in WASC events
- g) **"Membership Year"** means the period 1 September to 31 August
- h) **"Objects"** means the matters defined in clause 1.4(c) of the constitution
- i) **"Operating Year"** means the period 1 June to 31 May
- j) **"Sail boat"** means a boat usually propelled by sail that can carry one or more persons
- k) **"Term of Office"** means the period from the date of the election or appointment to the position of Director through to the date of the company's next Annual General Meeting unless the director ceases to hold office prior to the next Annual General Meeting

1.3 Exclusion of replaceable rules

Subject to Part 2B.4 of the Corporations Act, the replaceable rules shall not apply to the company.

1.4 The company – its nature, objects and powers

- a) The company
 - i. is a company limited by guarantee
 - ii. will operate predominantly for the promotion, development and attainment of its objects
 - iii. will apply its profits (if any) or other income in promoting its objects, and
 - iv. is not carried on for the purpose of profit or gain to its individual members

- b) The registered office of the company shall be Wangi RSL Amateur Sailing Club Ltd, 269 Watkins Road, Wangi Wangi NSW 2267
- c) The objects of the company are the following:
 - i. To promote, encourage and provide for sailing whether for recreation or competition; and
 - ii. To promote, foster and provide for family sailing; and
 - iii. To conduct social activities for the participation and enjoyment of members; and
 - iv. To promote good seamanship and a code of behaviour; and
 - v. To do all things incidental to the objects
- d) Solely for the purpose of carrying out the objects, but not otherwise, the company shall have the legal capacity and all the powers of a natural person. The powers set forth in subsection 124(1) of the Corporations Act shall apply to the company except insofar as they are inconsistent with the objects of the company

1.5 Application of income

- a) The assets and income of the company shall be applied solely in furtherance of the objects of the company, as set forth in clause 1.4(c) of this constitution, including the purchase, acquisition or lease of real or personal property or the lease mortgage or disposal of real or personal property and to construct improvements on said property
- b) No part of the assets or income shall be distributed, whether directly or indirectly, by way of dividend, bonus or otherwise to any member
- c) No remuneration or other benefit in money or money's worth shall be paid or given by the company to any member who holds any office of the company
- d) Nothing contained in this clause prevents the payment in good faith of or to any member for:
 - (i) goods supplied to the company in the ordinary and usual course of operation; and/or
 - (ii) interest on money borrowed from any member;
provided that the payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction
- e) All monies received shall be deposited in the company's bank account. Expenditure over \$100 shall be made by electronic means and reported at the general meeting. Annual accounts shall be presented at the AGM. Accounts shall be made available to the members for inspection upon request
- f) Non routine expenditure over \$100 must be authorised by the board
- g) Nothing in this clause shall stop directors or members from being reimbursed properly incurred and verified expenses incurred in carrying out duties on behalf of the Company

1.6 Liability of members

The liability of the members is limited

1.7 Members guarantee

Every member of the company undertakes to contribute an amount not exceeding twenty dollars (\$20) to the property of the company in the event of it being wound up while that person is a member or within one year thereafter for:

- a) payment of the debts and liabilities of the company contracted before the time the membership ceased
- b) the costs, charges and expenses of winding up; and
- c) for an adjustment of the rights of contributions among themselves

1.8 Distribution of property on winding up

- a) If the company is to be wound up, application for deregistration may be made on Form 6010 (see the Corporations Act) if:
 - (i) all members agree to de-register
 - (ii) the company is not carrying on a business
 - (iii) the company has paid all penalties and fees under the Corporations Act;
 - (iv) the company has no outstanding debts; and
 - (v) the company is not engaged in any legal proceedings

Otherwise if the company is wound up, it will be done in accordance with section 491 of the Corporations Act

- b) If the company is deregistered or wound up, any property or money remaining after its debts have been paid shall be given to one or more organisations that are non-profit organisations with similar purposes to the company. The organisation(s) are to be determined by the members at or before the time of dissolution

2 Members

2.1 Class(es) of membership

- a) Adult member being a person 18 years or older as at 1 September; or
- b) Adult sail boat owner being an adult who is an owner of a sailing vessel registered with the company; or
- c) Junior member being a person under the age of 18 years as at 1 September, or
- d) Day pass member being a person who joins for a short period typically daily; or
- e) Life member; or
- f) Honorary member

2.2 Member's contributions/fees

- a) The cost of membership of the company shall be determined in May, but no later than July of each year, by the directors
- b) Prior to determining the fee in (a), the directors must consult the members at a general meeting.
- c) Should the fee structure not be set before the AGM, the fee structure shall be set at the AGM following a vote of members entitled to vote.
- d) A different fee structure for different classes of membership may be determined including a discounted fee for the extent of a residual year remaining for a new membership.

2.3 Eligibility of members

- a) To be eligible for membership of the company, members or applicants for membership must be a natural person and have a strong commitment to the company's objects and values.
- b) For the avoidance of doubt, there shall be no limit on the number of members that the company may accept.

2.4 Application for membership

An application for membership must be lodged in the form and manner as determined by the directors which may include by electronic means.

2.5 Determination of application by the directors

An applicant for membership is taken to be admitted as a member upon the board approving the application and receipt of payment of the relevant fee duly recorded.

2.6 Register of members

- a) A register of members shall be kept safe and shall be used solely for the objects of the company
- b) The register shall contain the members name, contact details, date of commencement and class of membership
- c) The register shall be available for inspection by the members of the company

2.7 Rights and duties of members

- a) Adult sail boat members, Adult members, Active Life members and Honorary members shall have full voting rights at General meetings, Special meetings and Annual General meeting subject to clause 5.7
- b) Each individual member must act in accordance with the values of the company and consider himself or herself an ambassador of the company

2.8 Cessation of membership

- a) A member may cease to be a member at any time by giving notice in writing to the board. If a date for cessation is not stipulated the date shall be the date on which the notice was received. Cessation of membership does not remove the members liability for any unpaid fees.
- b) A person who has ceased to be a member may be readmitted to membership subject to the provisions of Clause 2.5 above

2.9 Disciplinary Proceedings

If a member fails to comply with this constitution, or the By Laws or is, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the company or unbecoming of a member such as to render the member unfit for the membership the Board: may

- Reprimand the member
- Suspend the member from exercising the rights and privileges of membership for such periods as the Directors determine; or
- Expel the member

The Board must comply with the principles of natural justice when acting under this rule.

3 Board of directors

3.1 Composition of board

- a) The company shall have six directors (collectively known as the “board of directors”) comprising:
 - (i) Commodore
 - (ii) Vice-Commodore
 - (iii) Rear Commodore
 - (iv) Secretary
 - (v) Treasurer
 - (vi) Financial Officer
- b) The Commodore is the chairperson of the board of directors
- c) The Secretary shall be the official company secretary

3.2 Eligibility of directors

To be eligible for the office of director of the company a person must be a member of the company and shall be either an Adult member, Adult sail boat owner or an active Life member. At least 50% of directors shall be Adult sail boat owners or active life members or a combination thereof.

3.3 Directors duties

It shall be the duty of the directors to

- a) perform any and all duties imposed on them collectively or individually by law or as set out in this constitution;
- b) appoint and remove, and discharge and, except as otherwise provided in this constitution, prescribe the duties, of all officers, agents and committees of the company;
- c) supervise all officers, agents and committees of the company to ensure that their duties are performed properly;
- d) define and delegate functions of the board to a committee or member/s and maintain appropriate processes to oversee and monitor the functions delegated;
- e) develop and maintain an up to date philosophy and purpose of the organisation; and
- f) meet at such times and places as required by this constitution

3.4 Remuneration

Directors shall serve without remuneration.

Nothing in this clause shall stop directors or members from being reimbursed properly incurred and verified expenses incurred in carrying out duties on behalf of the Company.

3.5 Appointment of directors and term of office

- a) Nominations must be made in writing, signed by 2 members of the company and accompanied by the written consent of the candidate, which may be endorsed on the form of the nomination.
- b) nominations must be delivered to the secretary at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place
- c) If at 7 days prior to the Annual General Meeting, only one nomination is received for any of the positions listed in 3.1(a) then the nominee will be deemed to be elected unopposed at the Annual General Meeting.
- d) If at 7 days prior to the annual general meeting, more than one nomination is received for any of the positions listed in 3.1(a) then an election between these nominees for these positions will be conducted by secret ballot at the annual general meeting
- e) If at 7 days prior to the annual general meeting, no nominations are received for any of the positions listed in 3.1(a) then nominations shall be invited from the floor at the annual general meeting. If more than one nomination is made from the floor then a secret ballot will be conducted at the annual general meeting for the purpose of this election.
- f) If insufficient nominations are received for any position listed in 3.1(a) at the conclusion of the annual general meeting, any vacant positions are taken to be casual vacancies.
- g) Any casual vacancy occurring during the term of a director's appointment may be filled by direct appointment from eligible members by a majority vote of the remaining directors of the of the board
- h) A member so elected, may hold that elected director position for a maximum three consecutive terms of office
- i) For the avoidance of doubt, a member may hold sequentially, a number of different director roles providing no one role is held for more than three consecutive terms of office

3.6 Removal of directors

If a director acts in a manner unbecoming or prejudicial to the objects and/or interests of the company and/or brings the company into disrepute, then

The director may be removed by:

- a) A two third majority vote of the board of directors including the director in question or:
- b) A vote of no confidence in that director passed at a special general meeting of the company.

4 Proceedings of board meetings

4.1 Regular meetings

Regular meetings of directors shall be held as determined by the board of directors but at least 4 meetings of the board in any calendar year shall contain in the agenda issues relating to strategy, direction and performance of the company

4.2 Special meetings

Special meetings of the board of directors may be called by the secretary or by any two directors.

4.3 Notice of meetings

At least five business days prior notice of a meeting of the board shall be given by the secretary of the company, or by persons designated by the chairperson of the board, to each director of the board. Such notice must be written and state the place, date and time of the meeting and the agenda of the meeting and may be delivered by post or email.

4.4 Quorum for meetings

- a) A quorum shall consist of not less than three, of the duly elected members of the board of directors
- b) Directors can participate in meetings by telephone or other electronic means and their presence and vote will be counted as valid if the directors present at the meeting so approve or if the meeting has been specifically designated to include such communication.
- c) Except as otherwise provided under this constitution, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

4.5 Majority action as board action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless this constitution states that a greater percentage or different voting rules for approval of a matter by the board is required.

4.6 Conduct of meetings

- a) The chairperson of the board of directors shall preside at all meetings of the board of directors. In the chairperson's absence, then the vice commodore will fulfil the duties of the chairperson. If both are not present, then the rear commodore will fulfil the duties of the chairperson
- b) The company secretary shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.
- c) The company secretary shall cause to be kept and recorded minutes of all meetings of the board of directors.

4.7 Vacancies

Any director may resign effective upon giving written notice to the chairperson of the board, the company secretary, or the board of directors, unless the notice specifies another time for the effectiveness of such resignation.

4.8 Restrictions on voting

A director who has a material personal interest in a matter that is being considered at a director's meeting must not be present, at that part of the meeting while the matter is being considered, nor vote on the matter.

5 Meetings of members

5.1 Annual General Meeting

- a) An annual general meeting (“AGM”) shall be held in the July of each year. Members entitled to vote shall be given 21 days notice of the date, time and place of the annual general meeting. Notice may be given in writing, by notice attached to the notice board at the club premises, by email or text message to members entitled to vote
- b) A member entitled to vote at the Annual General Meeting may lodge with the Secretary of the company at least 28 days before the Annual General meeting a notice of motion signed by that member and at least two other members entitled to vote at the Annual General for consideration at the Annual General Meeting
- c) A quorum at Annual General meetings of members shall consist of a minimum of twelve (12) members who are eligible to vote. If, within 30 minutes of the set time for the meeting, a quorum is not present the meeting shall be adjourned to a future date and time as set by the board and within three months.
- d) Each member entitled to vote, is invited to participate in and vote on any agenda notice of motions raised and voted upon at the AGM
- e) A member entitled to vote, who is unable to attend the AGM, is **not** entitled to a proxy vote
- f) The board of directors shall determine the location, date, time, agenda and the procedures of the AGM. A member notice of motion shall be included if it has been lodged with the secretary in the prescribed time frame and is a motion relevant to the objects of the company
- g) For purposes of clarity, the board may refuse a notice of motion if the matter/s on which the request is based are not relevant to the objects and operation of the company. Any such notice of motion shall be included in the AGM agenda for information purposes.
- h) The chairperson shall preside as chairperson of the AGM except in relation to any election for which the chairperson is a nominee, or where a conflict of interest exists. If the chairperson is not present, or is unwilling or unable to preside, any director present may preside at that meeting only.

5.2 Special meetings

- a) The board or a minimum of ten (10) members entitled to vote referred to in clause 5.6 may call for special meetings of members with respect to issues relevant to the operation of the company.
- b) A request for a special meeting by members entitled to vote, shall state the purpose of the special meeting including any proposed motions, be signed by at least five members entitled to vote and lodged with the Secretary. The meeting shall be held within three months of receipt of the request.
- c) At least 21 days notice of the special meeting to all members entitled to vote, must be given.
- d) The procedures stipulated at sub-clauses 5.1 (b), (c) and (d) apply to special given.
- e) In setting the agenda, the board must include the members request if it meets the requirements of 5.2 b)
- f) For purposes of clarity, the board may refuse a special meeting request if the matter/s on which the request is based are not relevant to the objects and operation of the company. Any such request for a special meeting shall be made available to the members for information purposes.

5.3 General Meetings

The company may hold general meetings for information and discussion.

5.4 Quorum for meetings of members

A quorum at all general and special meetings of members shall consist of a minimum of ten (10) members who are eligible to vote. If, within 30 minutes of the set time for the meeting, a quorum is not present the meeting shall be adjourned to a future date and time as set by the board and within three months.

5.5 Voting procedure

At any meeting, except as provided under clause 5.7 and 6.3, a resolution put to the vote of the meeting shall be decided on a show of hands, or if via a board approved electronic conference arrangement, by a call of “yes” or “no”, unless a poll is demanded:

- a) by the chairperson; or
- b) a simple majority of members present at the meeting and entitled to vote on the resolution.

5.6 Entitlement to vote

- a) Except as provided for under clause 5.7, Adult members, Adult sail boat owner members, Active Life members and Honorary members only shall be entitled to vote at meetings.
- b) Where voting at meetings is equal, the chairperson may exercise a casting vote.

5.7 Altering the constitution

- a) This constitution shall not be altered except by special resolution in accordance with the Corporations Act, considered at either an AGM or Special General Meeting.
- b) Only Active Life Members and Adult sail boat owners whom must have been the owner of a sail boat, but not necessarily the same sail boat, one of which is competing, or has competed in, at least 2 sailing series within the Company during the last 5 years, are entitled to vote on an amendment to the constitution.
- c) Where two or more Adult sail boat owners are registered to the one sail boat, only one vote shall be cast.
- d) A vote shall be undertaken by way of secret ballot and only by those eligible members present at the Annual or Special General meeting.
- e) A 75% majority vote is required to pass an amendment to the Constitution.
- f) For purposes of clarity, proxy voting is prohibited.

5.8 Record of Meetings

- a) A record of attendees must be kept in paper or electronic form or a combination thereof.
- b) A record of the agenda and minutes of the meeting must be kept in either paper or electronic form or a combination thereof. The minutes shall be signed by the Chair of the meeting.
- c) The records in (a) and (b) shall be made available for inspection to the members of the company. Where copies are requested, a reasonable copy charge may apply.

6 Additional Operational Matters

6.1 Trustees

- a) Two trustees shall be elected at the Annual General Meeting.
- b) All property of whatever kind belonging to the Company shall be vested in the trustees and they shall have the custody of all deeds and documents of title relating to the property of the Company and shall be responsible for the same and shall deal with the dispose of all the property of the Company whether real or personal for the time being vested in them and the income thereof in accordance with the directions of the board provided that such directions are not in violation of the trust upon which the property is held.

6.2 Patrons

One or more patrons of the Company may be elected each year at the Annual General Meeting.

6.3 Life Members and Active Life Members

- a) Up to two members of the Company may be elected as Life Members at any Annual General Meeting.
- b) Notice of intention to nominate a member for life membership, shall be in writing, signed by at least 2 members, and submitted to the Secretary a minimum of 21 days prior to the Annual General Meeting.
- c) A member shall not be eligible for life membership unless he or she has had 15 years membership and shall have rendered outstanding service during his or her term of membership including have taken the role of director and/or office bearer on behalf of the company.
- d) Such members shall be elected a life member by a majority of members entitled to vote at the AGM and shall remain a Life member for the duration of their life.
- e) The vote must be by secret ballot and must be carried by a majority vote.
- f) A life member shall not be liable to pay any membership fees.
- g) Where the number of active life members as at the date of the AGM, is seven or more, no further life members shall be elected at that AGM.

6.4 Honorary Member

- a) Honorary members must be nominated by the Board.
- b) A member shall be elected an Honorary member by a majority vote by members entitled to vote at a general meeting and shall remain an honorary member for the term of membership in which he or she was elected.

6.5 Other Office Bearers

- a) Each year the Board of directors will determine which additional positions are needed to help run the company.
- b) All such positions, whether new or existing, will be listed in the agenda at the annual general meeting, where nominations can be taken and voting occur in accordance with 5.5 & 5.6
- c) If insufficient nominations are received for any of these positions at the conclusion of the annual general meeting, any vacant positions are taken to be casual vacancies which can then be filled by subsequent appointments made by the board.

6.6 Committees

a) Race Committee

There shall be a standing committee of the company called the Race Committee. It shall consist of Vice Commodore, Principle Race Officer and Course Race Officers, all of whom shall be elected at an Annual General meeting, subject to the rules relating to casual vacancies, The Race Committee shall have the power to co-opt members and has the authority to deal with any day to day sailing matters.

b) Sailing Committee

There shall be a standing committee called the Sailing Committee. It shall consist of the Commodore, Vice Commodore, Race Secretary, Club Captains, Principle Race Officer and a Chairman of the Handicap Committee all of whom shall be elected at the Annual General Meeting subject to the rules of casual vacancies. The Sailing Committee shall have the authority to adopt the sailing program, sailing instructions and courses for the forthcoming racing season. The Sailing committee shall have power to co-opt others as they deem appropriate.

c) Protest Committee

There shall be a standing committee called the Protest Committee, the chairperson of which shall be elected at the Annual General Meeting subject to the rules relating to casual vacancies. The Chairperson of the Protest committee will have the power to co-opt and shall meet at such times and places necessary to deal with protests regarding the breach of the Racing Rules of Sailing as lodged in accordance with the Sailing Instructions. The Protest Committee shall plenary powers.

d) Other Committees

The Board of Directors and members present at an Annual General Meeting shall have the power to create further committees and co-opt members to serve on committees formed to advance the objects of the company.

6.7 Directors Indemnity Insurance

The company shall take out and pay the premiums annually for Directors Indemnity Insurance

7 Corporate Images

7.1 Club Colours

The club colours of the company shall be royal blue, white and red

7.2 Club Burgee for the Company

The Club Burgee for the company shall be as shown below:



7.3 Club Crest

The Club Crest of the company shall be as shown below:

