



**NS14 ASSOCIATION OF
AUSTRALIA**

CONSTITUTION

September 2017

Contents

1. INTRODUCTION	3
2. DEFINITIONS	3
3. GENERAL.....	3
4. MEMBERSHIP	3
5. GOVERNANCE.....	4
6. NATIONAL COUNCIL-COMPOSITION, APPOINTMENT AND AUTHORITY	4
7. NATIONAL COUNCIL – MEETINGS AND AGENDA.....	5
8. NATIONAL EXECUTIVE – ROLE AND COMPOSITION.....	6
9. NATIONAL EXECUTIVE – MEETINGS AND AGENDA.....	6
10. CASUAL VACANCIES	7
11. REMOVAL OF COUNCIL AND EXECUTIVE MEMBERS.....	7
12. AMENDMENT OF THE CONSTITUTION AND CLASS RULES.....	7
13. INDEMNITY	8
14. RESOLUTION OF DISPUTES.....	8
15. FUNDS MANAGEMENT.....	8

Notes:

1. INTRODUCTION

- 1.1. The NS14 is a development class sailing dinghy controlled by Class Rules intended to result in boats which combine both close racing and acceptably high performance, but without demanding athletic or acrobatic ability. The boats should appeal to crews who are not attracted to large-sail-area or trapeze classes. As a secondary intention the boats should be reasonably suitable for family use and training, and should be easily handled by two adults both on and off the water. The boats should have reasonable stability and should be safe, reasonably comfortable, inexpensive and durable.

2. DEFINITIONS

- 2.1 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.
- 2.2 The provisions of the NSW *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.
- 2.3 Wherever possible, the terminology used in the Constitution is gender neutral – where in the interests of clarity of expression traditional terms such as Chairman are used, they are so used on the basis of implied applicability to both male and female.
- 2.4 the Act means the *Associations Incorporation Act 2009*.
- 2.5 the Regulation means the *Associations Incorporation Regulation 2016*.

3. GENERAL

- 3.1. The Association shall be known as the NS14 Association of Australia.
- 3.2. The Association is an association of the members of NS14 State and Territory Associations, hereafter referred to as State Associations.
- 3.3. The Association shall be financed by contributions from the members of State Associations as determined by the National Council.
- 3.4. The purpose of the Association is to control the affairs of the NS14 Class in Australia.
- 3.5. The objectives of the Association are:
- a. to govern, organise and administer the affairs of the NS14 Class,
 - b. to promote the NS14 Class and foster NS14 sailing activities across Australia,
 - c. to sponsor the National Championships of the NS14 Class, and
 - d. to co-ordinate the activities of NS14 State Associations.
- 3.6. The Association shall meet these objectives by encouraging the formation of State Associations.
- 3.7. State Associations shall be delegated responsibility for the control and promotion of the NS14 Class within respective States. State Associations shall represent the NS14 Class in all dealings with the Yachting Associations or Councils of the respective States.
- 3.8. The Class Flag shall be a white Class Insignia on a sky-blue field.
- 3.9. The financial year of the Association is 1st September to 31st August.

4. MEMBERSHIP

- 4.1 Membership of the Association is limited to members of the State Associations whose constitutions are compatible with the Constitution of the Association and who have adopted, without amendment, the Class Rules issued by the National Council.
- 4.2 Membership of the Association shall be conditional upon payment of the annual membership fee prescribed by the National Council.
- 4.3 State Associations shall pay the annual membership fee for each of their individual members, not being life members.

- 4.4 The annual membership fee shall be payable by 31st October each year or, for those joining a State Association after that date, within 30 days of joining the State Association.
- 4.5 A person ceases to be a member of the Association if the person:
- a. dies, or
 - b. resigns membership of their State Association, or
 - c. is expelled from their State Association.
- 4.6 A right, privilege or obligation which a person has by reason of being a member of the Association is not capable of being transferred or transmitted to another person.
- 4.7 The Secretary must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal or email address of each person who is a member of the association together with the date on which the person became a member.
- 4.8 The register of members must be open for inspection by a member of the Association and a copy made available, free of charge.
- 4.9 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.
- 4.10 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.
- 4.11 A complaint may be made to the National Council by any person that is a member of the Association.
- 4.12 The National Council may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 4.13 If the National Council decides the complaint should be dealt with, resolution of the complaint will become the responsibility of the State Association that the member belongs to. The State Association shall report the result of the resolution to the Council..

5. GOVERNANCE

- 5.1. The Association shall be governed by a National Council and administered by a National Executive subject to the authority of the National Council.
- 5.2. The National Council shall formulate Association policy and the National Executive shall implement Policy.
- 5.3. The National Council shall be chaired by the elected National President who also shall be Chair of the National Executive.
- 5.4. The National Council is the only authority through which change to the Constitution of the Association and the Class Rules can be effected.

6. NATIONAL COUNCIL-COMPOSITION, APPOINTMENT AND AUTHORITY

- 6.1 The National Council shall consist of the Presidents of the State Associations or their endorsed delegates, one of which shall be elected National President by the members of the National Council.
- 6.2 Where a State President endorses a delegate to represent the State Association on the National Council, the delegate shall be a financial member of the Association.
- 6.3 The National President shall chair the National Council and shall be elected from nominations put forward by State Associations. The National President shall be a financial member of the Association.
- 6.4 Each State Association may nominate one candidate for the National President. Each State Association has one vote and the candidate who achieves the most Council votes shall be elected National President. In the event of a deadlock, the State President/delegate of the State Association that has the highest number of members shall have a casting vote.
- 6.5 The National President shall call for nominations for the appointment of the next National President by 31st May each year. The National President shall conduct a ballot for the election of National President before the 30th June each year.

- 6.6 The National President shall not serve for more than two consecutive years after which two years must pass before that person can be re-nominated for further appointment.
- 6.7 The National Council shall have complete authority in the management of the Association and in the administration of its funds, subject to the provisions of the Constitution.
- 6.8 The National Council shall have the authority to change the Constitution and the Class Rules, subject to the provisions of the Constitution.

7. NATIONAL COUNCIL – MEETINGS AND AGENDA

- 7.1. The National Council shall meet at least once each year.
- 7.2. The National Council shall also conduct an Annual General Meeting of Association members after 31st October, at about the time and near the location of the National Championships.
- 7.3. Meetings of the National Council and the Annual General Meeting shall be convened by the National President.
- 7.4. The National President shall promulgate in writing, a notice of meeting and an agenda a minimum of 21 days in advance of the meeting. A meeting shall not vote on any matter that has not been listed in the agenda.
- 7.5. Meetings of the National Council shall be conducted in person or **using any technology approved by the Council that gives each of the members a reasonable opportunity to participate.**
- 7.6. A National Council meeting requires a quorum of 51% of the number of Council members.
- 7.7. Each Council member shall have one vote and motions shall be carried by a majority of votes eligible to be cast (that is to achieve greater than 50% of Council members, both present and absent). Absent Council members may submit a proxy vote through the National President. In the case of deadlock, the National President shall declare the motion lost.
- 7.8. Voting should normally occur at the meeting, but the National President may defer voting for up to 60 days to allow Council members to seek guidance from their respective State Associations.
- 7.9. Where voting on a motion is deferred, the National President shall within 14 days promulgate the motion in writing to all State Associations, irrespective of whether their delegate was in attendance at the meeting. The National President shall declare the motion lost unless within 60 days of the meeting, a majority of votes eligible to be cast is received.
- 7.10. In the event of the National President being unable to attend a National Council meeting or the Annual General Meeting, the Council shall appoint a Council member as acting chair; that member shall retain their voting rights.
- 7.11. The National President may invite the Secretary/Treasurer of the National Executive to National Council meetings for the purposes of recording the minutes of the meeting and for presenting the financial position. The National Secretary/Treasurer shall have no vote.
- 7.12. The National President may invite officers of State Associations to attend National Council meetings. Invited members shall have no vote.
- 7.13. The Agenda for the Annual General Meeting shall include:
 - a. confirmation of National Council representation by each State President or delegate,
 - b. confirmation by the Secretary of the number of financial members (excluding life members),
 - c. acceptance of the Annual Financial Statements for the preceding year,
 - d. acceptance of the Annual Registrar's Report detailing the number of boats registered at 31st August,
 - e. acceptance of reports from each State Association,
 - f. approval of an Annual Budget to cover the anticipated operating expenses of the National Executive for the coming year,
 - g. determination of arrangements for the National Championships two years hence,
 - h. confirmation of the appointment of an Auditor,
 - i. and business as listed in the agenda, including matters forwarded by State Associations or by the National Executive.
- 7.14. The Annual General Meeting requires a quorum of 51% of the number of Council members.

- 7.15. Each Association member shall have one vote and motions shall be carried by a majority of votes. Absent members may submit a proxy vote through the National President. In the case of deadlock, the National President shall declare the motion lost.

8. NATIONAL EXECUTIVE – ROLE AND COMPOSITION

- 8.1 The National Executive shall implement policy and manage the day-to-day affairs of the Association subject to the provisions of the Constitution.
- 8.2 The National Executive may consist of:
- National President, who also chairs the National Council;
 - National Secretary/Treasurer -appointed by the National President;
 - National Registrar -elected at the first National Executive meeting for the year from nominations received by the National President;
 - National Measurer -elected at the first National Executive meeting for the year from nominations received by the National President;
 - NS14 Publicity Officer -elected at the first National Executive meeting for the year from nominations received by the National President;
 - one Representative nominated by each State Association; such nominee may already be an officer of the National Executive; and
 - NS14 Webmaster –elected at the first National Executive meeting for the year from nominations received by the National President.
- 8.3 All members of the National Executive must be financial members of the Association.
- 8.4 The National Executive shall:
- meet regularly to manage the affairs of the Association,
 - authorise the expenditure of funds in accordance with the Annual Budget approved by the National Council,
 - assist the National Measurer to achieve uniformity in measurement of boats by consistent interpretation of the Class Rules,
 - foster a spirit of close racing within the intention of the NS14 Class,
 - ensure all racing is conducted under the **Rules of World Sailing, the Provisions of Australia Sailing**, the Regulations of the relevant State Yachting Authority and the Class Rules,
 - represent the NS14 Class at **Australia Sailing**,
 - arrange the National Championships of the NS14 Class, and co-ordinate the conduct of the Championships with the host State Association or Club or Sailing Authority,
 - arrange for the publication of material to promote the class, particularly through the NS14 website.

9. NATIONAL EXECUTIVE – MEETINGS AND AGENDA

- 9.1 Meetings of the National Executive shall be convened by the National President who shall provide a minimum of seven days' notice of meeting. An agenda shall be provided at least three days prior to the meeting.
- 9.2 Meetings of the National Executive shall be conducted in person or using any technology approved by the Executive that gives each of the members a reasonable opportunity to participate..
- 9.3 A National Executive meeting requires a quorum of 51% of its membership.
- 9.4 Each National Executive member shall have one vote. Where a National Executive officer is also the nominated Representative of a State Association, that individual shall exercise two votes – one for each National Executive appointment held.
- 9.5 National Executive motions shall be carried if they achieve greater than 50% of the sum of votes present and submitted by proxy (that is, if four votes are present and three are submitted by proxy, then four votes are required to carry the motion). In the case of deadlock, the National President shall have a casting vote.
- 9.6 The Secretary/Treasurer shall maintain the records, conduct the ballots and disseminate information to the National Council, National Executive and State Associations. The Secretary/Treasurer shall have charge

- of the funds of the Association and shall make such disbursements as the National Executive shall direct. The Secretary/Treasurer shall report the financial affairs of the Association by presenting an Annual Financial Statement to the President of the National Council by 1st November of each year and from time-to-time throughout the year. The Secretary/Treasurer shall report the number of individual members (excluding life members) to the President of the National Council by 1st November each year
- 9.7 The National Registrar shall maintain the Class Register of all measured boats; issue sail numbers, registration plates, certificates and transfer certificates as required by the Class Rules; report on the number of registered boats in each State Association at 31st August by presenting an Annual Registrar's Report to the President of the National Council by 1st November each year.
- 9.8 The National Measurer shall monitor and oversight the practice of class measurement; ensure consistent interpretation of Class Rules; maintain a record of interpretations of the Class Rules; advise State Associations on the procedure for effecting change to the Class Rules; and advise the National Executive on how to progress proposals for change to the Class Rules.
- 9.9 The NS14 Webmaster shall coordinate and oversee the NS14 website.
- 9.10 Subject to the approval of the National Council, the National President shall appoint annually an Auditor who shall certify the Annual Financial Statements for the Association.

10. CASUAL VACANCIES

- 10.1 In the event of a casual vacancy occurring in the membership of the Council or the Executive, a member of a State association may be appointed to fill the vacancy and the member so appointed is to hold office, subject to this Constitution.
- 10.2 A casual vacancy in the office of a member of the Council or Executive occurs if the member:
- a. dies, or
 - b. ceases to be a member of a State association, or
 - c. is or 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 11, or
 - f. becomes a mentally incapacitated person, or
 - g. is absent without the consent of the relevant 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.

11. REMOVAL OF COUNCIL AND EXECUTIVE MEMBERS

- 11.1. The Council and the Executive in general meeting may by resolution remove the President of the Council or a member of the Executive, respectively, 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.
- 11.2. If a member to whom a proposed resolution referred to in subclause (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 Council or Executive, the secretary or the president shall send a copy of the representations to each member of the Council or Executive, as relevant.

12. AMENDMENT OF THE CONSTITUTION AND CLASS RULES

- 12.1 Amendment of the Constitution and Class Rules can only be initiated by a State Association. State Associations shall forward proposed Amendments to the National President.
- 12.2 The National President shall within 30 days of receipt of a proposed Amendment, promulgate the Amendment to all State Associations and members.

- 12.3 The National President shall conduct, no earlier than two months after promulgation and no later than four months after promulgation, a vote by members on the proposed Amendment.
- 12.4 The National President may conduct the vote by using any technology approved by the Council that gives each of the members a reasonable opportunity to participate.
- 12.5 The returning officer for the vote shall be the Secretary.
- 12.6 The Amendment shall be carried if it achieves at least a 2/3rds majority of votes eligible to be cast...

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13. INDEMNITY

- 13.1 The members of the National Council and of the National Executive of the Association and each and every one of them acting in relation to any of the affairs of the Association shall be indemnified out of the funds of 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 or about the discharge of their duty or supposed duty in their respective offices, except such, if any, as they shall incur or sustain by or through their own willful default or dishonesty and none of them shall be answerable for the acts or default 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 moneys 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 moneys or effects of or belonging to the Association shall be placed out 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 willful default or dishonesty.
- 13.2 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 4.

14. RESOLUTION OF DISPUTES

- 14.1. 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, are to be referred to a Community Justice Centre for mediation under the NSW *Community Justice Centres Act 1983*.
- 14.2. 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.
- 14.3. The NSW *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

15. FUNDS MANAGEMENT

- 15.1 The Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.
- 15.2 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.
- 15.3 The Treasurer shall expend funds in accordance with the budget approved by the National Council or, where liabilities arise that were not anticipated in the budget, with the approval of the National Executive.
- 15.4 In a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members. Surplus property is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

