

CAVALIER 28 ASSOCIATION

CONSTITUTION

**(As approved at the Annual General Meeting held 26th August 2003 and at
Extraordinary General Meeting held 16th October 2003)**

1. NAME

The full name of the Association shall be the "Cavalier 28 Association."

2. OBJECTS

The objects of the Association shall be:

- 2.1. To maintain the one-design character of the Cavalier 28 Class yacht by any means deemed fit including the promotion of and securing the adherence to Class Rules.
- 2.2. To co-ordinate and manage the affairs and rules of the Cavalier 28 Class in Australia.
- 2.3. To register with the Association yachts built by an authorised builder to specifications approved by the Association.
- 2.4. To affiliate with Yachting Association of New South Wales.
- 2.5. To encourage and promote Cavalier 28 Class yachting.
- 2.6. To encourage and co-ordinate competition in the Cavalier 28 Class.
- 2.7. To safeguard the interests of the Class at all times and where appropriate to make representations to Yachting Association of New South Wales for the benefit of the Class and/or yachting generally in New South Wales.
- 2.8. To foster all Cavalier 28 fleets and to endeavour to encourage and assist Cavalier 28 Class yachts to participate in State and National competitions.
- 2.9. To advise members of any alterations or amendments to Class Rules.
- 2.10. To hold annually a State and/or National Championship for the Class consisting of a series of races at such time and place as may be determined from time to time by the Committee.

3. MEMBERSHIP

3.1. The following types of membership shall be recognised:

3.1.1. Full membership

- 3.2. Full membership of the Association shall be open to any person who is concerned with the interests of the Cavalier 28 Class yacht.
- 3.3. Any member may withdraw from membership by submitting to the Honorary Secretary a written resignation.
- 3.4. Any member acting as a skipper or helmsman of a Cavalier 28 Class yacht or entering a Cavalier 28 Class yacht in a race which is restricted to that class of yacht shall be bound by the Class Rules (including measurement rules) of the Cavalier 28 Class.

4. **MEETINGS AND VOTING**

4.1. General Meetings

- 4.1.1. General Meetings of the Association may be held as may be determined from time to time. Fourteen days notice in writing of each meeting shall be given to each member of the Association.
- 4.1.2. A General Meeting may be convened by the Committee and shall be convened within six (6) weeks of receipt by the Honorary Secretary of a written request for such a meeting signed by not less than six (6) members of the Association and stating the purpose of the meeting.

4.2. Annual General Meeting

- 4.2.1. Each Annual General Meeting of the Association shall be held during the period 30 June to 31 August or at such time and place as may be determined provided that such meeting shall be held within fifteen months of the previous Annual General Meeting. Fourteen days notice in writing of each Annual General Meeting shall be given to each member of the Association.
- 4.2.2. The agenda for each Annual General Meeting shall include:
 - 4.2.2.1. The presentation by the President of an Annual Report on the year's activities.
 - 4.2.2.2. The presentation by the Honorary Secretary/Treasurer of a financial report for the past financial year.
 - 4.2.2.3. The election of Office bearers and the Committee.
 - 4.2.2.4. Fixing of the annual subscription.

4.3. Proxies

- 4.3.1. A member who is entitled to attend and vote at any meeting of the Association may appoint a person as the member's proxy to attend and vote for the member at the meeting.

- 4.3.2. A proxy appointed to attend and vote for a member has the same rights as a member:
 - 4.3.2.1. to speak at the meeting; and
 - 4.3.2.2. to vote (but only to the extent allowed by the appointment).
- 4.3.3. A proxy's right to attend and vote for a member at a meeting is suspended while the member is present at the meeting.
- 4.3.4. An appointment of a proxy is valid if it is in writing signed by the member making the appointment and contains the following information:
 - 4.3.4.1. the member's name;
 - 4.3.4.2. the proxy's name or the name of the office holding the proxy;
 - 4.3.4.3. the meetings at which the appointment may be used.

An appointment of a proxy may be a standing one.

- 4.3.5. If a proxy is a member, the appointment of the proxy does not affect the way that the person can cast a vote as a member.
- 4.3.6. For an appointment of a proxy for a meeting of the Association's members to be effective, the original or a copy of the proxy's appointment must be received by the Association at least 48 hours before the meeting.
- 4.3.7. If a meeting of the Association's members has been adjourned, an appointment received by the Association at least 48 hours before the resumption of the meeting is effective for the resumed part of the meeting.
- 4.3.8. The Association receives a proxy appointment when it is received:
 - 4.3.8.1. by the Honorary Secretary; or
 - 4.3.8.2. at a place or fax number specified for the purpose in the notice of meeting.

4.4. Quorum

- 4.4.1. The quorum for all meetings of the Association shall be three members representing at least five Full members.
- 4.4.2. If a quorum is not present within half an hour of the time appointed for the meeting:
 - 4.4.2.1. where the meeting was convened upon the requisition of members, it shall be dissolved, or
 - 4.4.2.2. in any other case the meeting shall be adjourned to such day and at such time and place as the Committee determines or, if no determination is made by the Committee, to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour

of the time appointed for the meeting, 3 Full members shall constitute a quorum but if 3 Full members are not present, the meeting shall be dissolved.

4.5. Chairman

The President shall act as chairman of all meetings, but if he is not present within 15 minutes of the time appointed for the meeting or is unwilling to act as chairman, the members present shall elect one of their number to be chairman of the meeting.

4.6. Voting

Only Full members may vote at any meeting of the Association and unless otherwise provided herein decisions shall be by simple majority.

4.7. Adjournments

Any meeting of the Association may be adjourned to a specific time and place upon a resolution passed by a simple majority.

5. OFFICE BEARERS

The Full members of the Association shall elect at each Annual General Meeting the following officers who shall retire at the next Annual General Meeting and become eligible for re-election.

5.1. President

The President shall be a Full member. He shall be the Chief Executive Officer of the Association, the presiding officer and chairman of all meetings of the Association and of the Committee unless not in attendance.

5.2. Honorary Secretary/Treasurer

The Honorary Secretary/Treasurer shall keep minutes of all meetings, shall be responsible for and maintain records of all correspondence, shall keep registers of the names and addresses of all members and of all Cavalier 28 Class Yachts, shall perform all tasks consistent with the usual duties of an Honorary Secretary, shall be responsible for all funds of the Association, shall keep accurate records of the Association's financial affairs, shall be authorised to make payments as the Committee may determine from time to time and shall present at each Annual General Meeting a financial report for the preceding financial year.

5.3. Class Representative

The Class Representative shall consult and negotiate with the appropriate sailing clubs or associations in respect of the racing activities of Cavalier 28 Class yachts.

6. MANAGEMENT AND COMMITTEE

- 6.1. The affairs of the Association shall be managed by a Committee consisting of a minimum of three members and a maximum of six members at least three of whom shall be Full members. If a member of the Committee ceases to be a Full member and this requirement is thereby breached, he shall thereupon cease to be a member of the Committee and the vacancy shall be filled in accordance with clause 6.7 below.
- 6.2. The Committee shall include the President, the Honorary Secretary/Treasure and the Class Representative.
- 6.3. Members of the Committee shall retire at each Annual General Meeting but are eligible for re-election at that Annual General Meeting.
- 6.4. Committee meetings shall be held as may be determined and necessary from time to time and all members of the Committee shall be notified by the Honorary Secretary at least twenty four hours prior to each meeting.
- 6.5. A quorum for Committee meetings shall be such number as from time to time is determined by the Committee and unless such determination is made shall be at least half of the members of the Committee.
- 6.6. The Committee may delegate any of its powers and duties to sub-committees consisting of such members and persons as thought necessary and may from time to time revoke such delegation. Any sub-committee so formed shall in the exercise of the powers and duties so delegated conform to any regulations that may from time to time be imposed upon it by the Committee or by the members of that Association in general meeting.
- 6.7. In the event of any vacancy or vacancies occurring among the Office bearers or in the Committee the remaining members of the Committee shall have power to fill the vacancy.
- 6.8. In the event of a vacancy or vacancies in the office of a member of the Committee, the remaining members of the Committee may act but, if the remaining members of the Committee are not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of members of the Committee to a number sufficient to constitute such a quorum or of convening a general meeting of the Association.
- 6.9. Nominations
 - 6.9.1. A member is not eligible for election or re-election to a position on the Committee at any meeting of the Association unless the original or a copy of the member's nomination for that position is received by the Association at least 14 days before the meeting.

- 6.9.2. A nomination by a member is valid if it is in writing signed by the member and contains the following information:
- 6.9.2.1. the member's name;
 - 6.9.2.2. the position on the Committee which the member nominates for.
- 6.9.3. A member's nomination may (but is not required to) include details of the member's profile and experience, and the member's aims and objectives if elected to the position nominated.
- 6.9.4. A nomination by a member does not need to be proposed or seconded by another member.
- 6.9.5. The Association receives a nomination when it is received:
- 6.9.5.1. by the Honorary Secretary; or
 - 6.9.5.2. at a place or fax number specified for the purpose in the notice of meeting.
- 6.9.6. The Honorary Secretary will provide details of all nominations (including, if provided by the relevant member, details of the member's profile and experience, and the member's aims and objectives if elected to the position nominated) to the members of the Association at least 7 days before the meeting.

7. FINANCE

- 7.1. The Association shall be financed by annual membership subscription and by such other methods as the Committee may determine.
- 7.2. The annual membership subscription for a financial year shall be determined at the Annual General Meeting held in that financial year. If no subscription is determined then the pervious year's subscription shall continue.
- 7.3. Annual membership subscriptions shall become due and payable on 1 July each year. A member that has not paid his subscription within 45 days from 1 July shall cease to be officially recognised by the Association but may be restored to membership upon payment of any subscription and other monies due.

8. RACING

- 8.1. All races conducted by or on behalf of the Association shall be conducted under the current racing rules and safety regulations of the Yachting Association of New South Wales and the Class Rules, all as modified by the Sailing Instructions.
- 8.2. All regular helmsmen of a Cavalier 28 yacht who participate in races conducted by or on behalf of the Association shall be financial members of the Cavalier 28 Association.

9. CLASS RULES AND SPECIFICATIONS, REGISTER AND MEASUREMENT

- 9.1. A Cavalier 28 Class yacht shall be a yacht that complies with a set of rules and specifications to be determined by the Committee after the date of adoption of this Constitution and to be annexed to this Constitution forming part of it. Those rules and specifications shall be ratified by a two thirds majority of the members present and voting at the Annual General Meeting to be held in 1989.
- 9.2. The Association shall keep an up to date record of registered Cavalier 28 Class yacht and may keep a record or certificates of sail measurement.
- 9.3. The Association may from time to time require all yachts or any yacht (including sails) to be measured in any respect.

10. AMENDMENTS TO CONSTITUTION

- 10.1. This constitution may be amended by a resolution carried by a two thirds majority of Full members present and voting at a general meeting of which (4) four weeks notice in writing has been given setting out the terms of the proposed amendment. Any amendment or variation shall be proposed by not less than three Full members and such proposal shall be lodged in writing with the Honorary Secretary.

11. WINDING UP

- 11.1. The Association may be wound up by a resolution carried by a two thirds majority of Full members present and voting at a special meeting called for the purpose of which four (4) weeks notice in writing setting forth in detail the objects of the meeting shall have been given to all members. The funds and assets of the Association shall then immediately become vested in the Yachting Association of New South Wales for distribution and disposal by that organisation in its absolute discretion.

12. NOTICES

- 12.1. A notice may be given by the Association to any member either by serving it on him personally or by sending it by post or facsimile at his address or facsimile number as shown in the Register of Members or the address or facsimile number last supplied by him to the Association for the giving of notices to him or where, a member has provided to the Association an e-mail address notice may be given to the member by way of e-mail to the electronic address supplied by the member.
- 12.2. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and to have been effected in the case of a notice of a meeting, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

13. INDEMNITY

- 13.1. Every member of the Committee shall be indemnified out of the funds of the Association against any liability incurred by him in his capacity as a member of the Committee in defending any proceedings, whether civil or criminal, in which he is acquitted or any liability of any kind properly incurred by him in his capacity as a member of the Committee.