

# Yachting Australia Inc.

## Constitution

Last amended October 2011

### **RULE 1**

The name of this Organisation shall be YACHTING AUSTRALIA INC. (“the Federation”).

### **RULE 2 – OBJECTS**

The objects of the Federation shall be:

- 2.1 To promote and administer the sport of yachting in all its branches.
- 2.2 To serve as a national body for the advancement of yachting throughout the Commonwealth of Australia.
- 2.3 To take such steps to affiliate with other International and National Associations as may be required.
- 2.4 To recognise as national classes such classes of yachts that may, from time to time, comply with the requirements of the Federation.

### **RULE 3 - MEMBERSHIP**

3.1 The membership of the Federation shall consist of:

3.1.1 Member Associations

For the purposes of this Constitution Member Associations shall be those members described in Schedule 1.

3.1.2 Special Members

For the purpose of this Constitution Special Members shall be honorary members and those described in Schedules 2, 3, 4, and 5.

3.1.3 Honorary Members

Honorary membership for any period or for life may be granted at the Federal Assembly meeting by a two thirds majority of the votes cast to any person in recognition of outstanding services to the Federation or to the sport of yachting provided that such nomination is included in the agenda for the meeting at which the election of the honorary member is to take place.

3.2 Register of Members

The Chief Executive Officer shall establish and maintain a register of the Member Associations of the Federation, specifying the name and address of each Member Association.

The register of members shall be kept at the principal place of administration of the Federation and shall be open for inspection, free of charge, by a delegate at any reasonable hour.

### **RULE 4 - DEFINITIONS**

Unless the context otherwise dictates, in the interpretation of the Constitution:

- 4.1 A.O.C. shall mean Australian Olympic Committee.

- 4.2 I.S.A.F. shall mean the International Sailing Federation.
- 4.3 C.A.S. shall mean Confederation of Australian Sport.
- 4.4 O.R.C. shall mean Offshore Racing Council.
- 4.5 Standing Committee shall mean any so appointed by the Board.
- 4.6 Special Committee shall mean any other committee appointed by the Board.
- 4.7 The singular shall include the plural and vice versa.
- 4.8 Any gender shall include all other genders.
- 4.9 The headings shall not be taken in account.
- 4.10 The Act means the Associations Incorporation Act, 2009 (NSW).
- 4.11 Delegate means a person duly elected or appointed to the Federal Assembly by a Member Association.
- 4.12 Public Officer means the person appointed by the Board to act as the Public Officer of the Federation for the purpose of the Act.
- 4.13 Director means a person duly elected or appointed to the Board as provided in clause 9. All Directors shall be non-executive.
- 4.14 Board means the Board of Directors of the Federation.

#### **RULE 5 - FEDERAL ASSEMBLY**

##### **5.1 FEDERAL ASSEMBLY**

- 5.1.1 The Federal Assembly shall be made up of the President of the Federation and one Delegate from each Member Association.
- 5.1.2 The Chief Executive Officer may be invited by the President to attend and speak at meetings of the Federal Assembly but shall not vote
- 5.1.3 Each Member Association may appoint an observer who may attend and speak at meetings of the Federal Assembly but shall not vote.
- 5.1.4 A Chairman of a Standing Committee may be invited by the President to attend and speak at meetings of the Federal Assembly but shall not vote unless attending in the capacity of Delegate. A Chairman of a Special Committee and any person appointed by the Board to represent the Federation on any association or body with which the Federation is affiliated may attend meetings of the Federal Assembly upon the invitation of the Board.
- 5.1.5 The Treasurer and any Chairman of a Standing Committee may at a meeting of the Federal Assembly move the adoption of the report of his or her committee to the meeting notwithstanding the fact that the Chairman of the Standing Committee may not be entitled to vote at such meetings.
- 5.1.6 A Director may attend and speak at a meeting of the Federal Assembly but shall not vote unless attending in the capacity of Delegate.

##### **5.2 PATRON**

The Federal Assembly may appoint a Patron of the Federation on the recommendation of the Board from time to time.

5.3 CHIEF EXECUTIVE OFFICER

A Chief Executive Officer may be appointed by the Board to carry out the day to day administration of the Federation as directed by the Board and shall hold office on such terms and conditions as laid down by the Board.

**RULE 6 - VOTING**

6.1 At meetings of the Federal Assembly each Delegate may exercise one vote in person or by proxy appointed under Rule 12.3.3. No other member shall be entitled to vote.

At meetings of the Board each Director may exercise one vote.

6.2 In the case of an equality of votes on any motion at a meeting of the Federal Assembly the Chairperson of the meeting may exercise a casting vote but otherwise shall not vote unless exercising a proxy vote or in the capacity of a Delegate.

6.3 In the case of an equality of votes on any motion at a meeting of the Board, the President may exercise a casting vote in addition to a deliberative vote if he or she is the chairperson of the meeting when the vote is taken. Any other chairperson will not have a casting vote.

**RULE 7 - RIGHTS OF SPECIAL MEMBERS**

7.1 Special Members may receive or purchase such publications or articles from the Federation as the Board may decide from time to time.

7.2 Special Members, except Individual Members, shall receive a copy of the Annual Report and any newsletters that may be published and of the yearbook whenever issued. They shall be entitled to ask the Board for rulings or guidance.

**RULE 8 - COMMITTEES**

8.1 The Board may from time to time appoint suspend or disband any Standing or Special Committee.

8.2 The Standing Committees at the time of the last amendment to these Rules are set out in Schedule 6.

8.3 The Board shall approve and may lay down from time to time the standing orders of any Standing or Special Committees.

8.4 The Board may from time to time establish working parties for specific purposes to assist it in the conduct of its business.

8.5 All Standing or Special Committees are accountable to the Board and must comply with the directions of the Board. Each Standing or Special Committee must report at least once a year to the Board.

8.6 The President shall be ex-officio non-voting members of all Standing Committees.

**RULE 9 – THE BOARD OF THE FEDERATION**

9.1 The Board shall comprise:

(a) Five Elected Directors who shall be elected by the Federal Assembly using the system of simple preferential voting as described below, and

- (b) Up to three Appointed Directors, who shall be appointed by the five Elected Directors for their expertise in an area considered desirable.
- (c) The term of appointment for an Elected Director shall normally be two years. For this purpose, two years shall be defined as commencing from the Annual General Meeting at which a Director is elected until the poll is declared at the second Annual General Meeting following. Subject to clause 9.1(e) below, Elected Directors shall be eligible for re-nomination and re-election.
- (d) The term of appointment for an Appointed Director shall be for such period as is determined by the Elected Directors but shall not exceed two years, with appointment to end at an AGM of the Federation. Subject to clause 9.1(e) below, Appointed Directors shall be eligible for re-appointment by the Elected Directors following the procedures in clause 9.10 below.
- (e) Subject to the exception in clause 9.1(g) below, no Director may serve on the Board for more than four consecutive two-year terms (or eight consecutive years). For the purposes of this clause 9:
  - i) Where a Director has been appointed to fill a casual vacancy to replace a Director under clause 9.17, then regardless of the length of his or her term, any part of a year served prior to the next AGM shall be deemed to be a full year.
  - ii) Where a Director has been appointed as an Appointed Director, any part of a year served prior to the next AGM shall be deemed to be a full year.
  - iii) Service shall be deemed to be consecutive unless a minimum period of 9 months has elapsed since a person last held office as a Director.
- (f) The terms of office of all serving Directors when clause 9.1(e) above is adopted shall be counted towards the maximum years in office under clause 9.1(e).  
 NOTE: For example, if a Director has served five consecutive years in office at the time at which clause 9.1(e) is adopted, then that Director will only be eligible to serve a further three more years in office.
- (g) Upon clause 9.1(e) being adopted, any current Director that has served for eight or more consecutive years by the time of the AGM of the Federation in 2013 shall be ineligible to remain in office after the AGM in 2013. (This clause is deleted and of no effect following the AGM of the Federation in 2013).

- 9.2 Only Member Associations shall be entitled to nominate persons for the five Elected Director positions. Nominations must be:
  - (a) signed by an authorised representative of the Member Association;
  - (b) in writing, on the prescribed form (if any), accompanied by the nominee's curriculum vitae and certified by the nominee expressing their willingness to accept the position for which they are nominated; and
  - (c) received by the Chief Executive Officer at least 60 days prior to the Annual General Meeting.
- 9.3 Copies of completed nomination forms along with a ballot paper and candidate details shall be forwarded to Member Associations at least 45 days prior to the Annual General Meeting. Ballot papers must be signed by an authorised representative of the Member

Association and received by the Chief Executive Officer by 1700 hours (Sydney Time) on the day that is seven days prior to the Annual General Meeting.

- 9.4 The ballot paper shall list all nominees and require that the Member Associations vote for nominees in preferred order.
- 9.5 If insufficient nominations are received for the requisite number of positions to be filled then the nominated candidates will be declared elected and further nominations may be submitted and accepted at the Annual General Meeting for any positions not so filled. Those further positions will be then be determined by ballot as per Clause 9.4 above.
- 9.6 The nominees who have the most votes cast in their favour using a system of simple preferential voting shall be elected until each of the vacant positions is thereby filled. In the event of an equality of votes cast the nominee to be elected shall be decided by random draw between those candidates with an equality of votes.
- 9.7 Nominations, ballot papers and associated documents may be sent by facsimile provided they are received within time, are legible and, if necessary, can be validated.
- 9.8 Nominations, ballot papers and associated documents may be destroyed ninety days after the Annual General Meeting provided there has been no challenge formally lodged to the proceedings of the election or the Annual General Meeting.
- 9.9 As soon as practicable following each Annual General Meeting, the five Elected Directors shall elect one of their number:
  - (a) to be President; and another
  - (b) to be Vice-President, for the ensuing year.

The President shall be elected first and then the Vice-President. If there is more than one candidate for each position and each candidate has received an equality of votes, the positions of President and Vice-President shall be chosen by random draw between the candidates with an equality of votes for the respective positions.

- 9.10 Up to three Appointed Directors may be appointed by the Elected Directors for their expertise in an area considered desirable. Nominations will be called for from the Member Associations, which shall be considered, together with any nominations from the Board, before any such appointment is made. Nominations from Member Associations shall be made to the Chief Executive Officer in accordance with clauses 9.2(a) and 9.2(b) above. Alternatively, should there be no such nominations, the Board may resolve to approach any particular person for appointment and upon acceptance that person will be duly appointed upon declaration to that effect being made by the Chief Executive Officer of the Federation.
- 9.11 The Board shall annually elect one of their number as Treasurer for the ensuing year.
- 9.12 The President, or a person elected by the Directors present, shall preside as Chairman at each meeting of the Board.
- 9.13 Any vote cast by a Director shall be exercised in person or in the case of a resolution of which written notice has been given, in writing.
- 9.14 Any other person may only attend and speak at meetings of the Board at the invitation of the Board.
- 9.15 The Board is the Committee as defined in the Act.
- 9.16 A casual vacancy on the Board occurs if the member:
  - (a) dies;

- (b) becomes insolvent under administration within the meaning of the Corporations Act;
- (c) resigns by notice in writing given to the Chief Executive Officer;
- (d) is removed from office under Rule 15.7;
- (e) becomes of unsound mind or person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (f) is removed from office by virtue of their term expiring under clause 9.1 (e); or
- (g) is absent without the consent of the Board from three consecutive scheduled meetings.

9.17 A casual vacancy occurring amongst the Elected Directors shall be filled by a person appointed by the Federal Assembly. Any person appointed to fill a casual vacancy shall hold office until the expiration of the term of office of the person replaced and shall be eligible for election to such office at the expiration of such term. Where a casual vacancy or vacancies in the office of a Director occurs, the remaining Directors may act but, if the number of remaining Directors does not amount to a quorum, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

#### **RULE 10 - DUTIES OF OFFICERS**

##### **10.1 PRESIDENT**

The President shall preside at meetings of the Federal Assembly and the Board and perform such other duties as may be required.

##### **10.2 TREASURER**

The Treasurer shall supervise the collection and receipt of all monies due to the Federation and the depositing of same in the name of the Federation in such bank as may be approved by the Board. He shall supervise payment of all accounts contracted by the Federation and ensure that an accurate statement of receipts and expenditure of the Federation is maintained.

#### **RULE 11 - ADMINISTRATION**

##### **11.1 THE BOARD - POWERS AND MEETINGS**

Subject to the Act and these Rules the business of the Federation shall be administered and managed, and the powers of the Federation shall be exercised, by the Board. In particular, the Board as the managing authority of the Federation shall be responsible for determining and acting on all national issues and issuing policy directives in accordance with the objects of the Federation and shall operate for the benefit of the Federation, the Members, yachting and the sailing community throughout Australia. For these purposes the Board may, without limiting the generality of the foregoing:

- 11.1.1 Appoint special officers, establish Special Committees and appoint Delegates to the ISAF, the ORC, the AOC and CAS and any other associations or bodies, whether corporate or incorporate, with which the Federation is associated or affiliated or on which the Federation is or in the opinion of the Board ought to be represented;

- 11.1.2 Recommend the amounts of annual subscription and levies payable by members for consideration and decision by the Federal Assembly;
  - 11.1.3 Determine the annual budget of the Federation;
  - 11.1.4 Determine that the Federation shall borrow such money from such banks and other lending institutions upon such terms as to payment, interest or otherwise as the Board thinks fit;
  - 11.1.5 Determine that the Federation shall give any guarantee or indemnity for the due payment of money;
  - 11.1.6 Invest the funds of the Federation in any investment permitted by law for the investment of trust monies in Australia;
  - 11.1.7 Accept advance payment of the whole or any part of the annual subscription and levies payable.
- 11.2 The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to these Rules otherwise regulate, its meetings as it thinks fit. The Board must meet when convened by the President. A meeting of the Board must be called by the Chief Executive Officer upon the requisition of not less than three Directors. Notice in writing of every meeting called as the result of such a written requisition shall be sent to each Director not less than fourteen days prior to the meeting.
- 11.3 No business shall be transacted at a meeting of the Board 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 shall be dissolved.
- 11.4 A quorum at a meeting of the Board shall be four Directors personally present.
- 11.5 The business of the Board shall be conducted where possible by correspondence or telephone. Meetings may be held by telephone or other audio or audio visual communication approved by the Board. Where such communication link has been established such that all those Directors available at the time scheduled for the meeting can hear and be heard by each other they shall all be taken as being in attendance at such meeting as if they were personally present.
- Any resolution in writing signed by each Director shall be as valid as if it had been passed at a meeting of the Board duly called and constituted.
- 11.6 Subject to these Rules, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors present and entitled to vote at the meeting shall for all purposes be deemed a determination of the Board.
- 11.7 Subject to these Rules, minutes of each meeting of the Board shall be issued to Member Associations and Directors within fourteen days of each such meeting. The Board may, if it considers such desirable or necessary in the interests of the Federation, keep any matter or resolution confidential.

## **RULE 12 - MEETINGS OF THE FEDERAL ASSEMBLY**

### **12.1 ANNUAL GENERAL MEETING**

- 12.1.1 The Annual Meeting of the Federal Assembly shall be the Annual General Meeting of the Federation.

- 12.1.2 The Federation's financial year shall commence on 1st July and the Annual Meeting of the Federal Assembly shall be held as soon as practicable after that date at such time and place as the Board may determine and within fifteen months of the preceding meeting.
- 12.1.3 The business to be transacted at the Annual General Meeting shall be the:
- a. consideration and adoption, if appropriate, of Annual Reports and Financial Statements, accounts and the reports of the Board and auditors;
  - b. election of five Elected Directors;
  - c. appointment and fixing of the remuneration of the auditors;
  - d. establishment of the membership fees, capitation fees, affiliation fees and levies; and
  - e. any other matter required by the Act to be determined by the members at the Annual General Meeting.
- 12.1.4 All business that is transacted at a general meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in Rule 12.1.3 shall be special business.

## 12.2 SPECIAL GENERAL MEETING

- 12.2.1 A Special General Meeting of the Federal Assembly may be held at any time upon the written requisition of two Member Associations. Such requisition stating the reason for the calling of such Special General Meeting shall be sent to the Chief Executive Officer who shall forthwith call a meeting to be held within six weeks of such requisition at such time and place as the Chief Executive Officer may designate.
- 12.2.2 A Special General Meeting of the Federal Assembly may also be requested by the Board. If so requested, the meeting shall be called by the Chief Executive Officer in the manner specified in Rule 12.2.1.

## 12.3 GENERAL MEETING PROCEDURE

- 12.3.1 Thirty days notice of general meetings shall be given by post to the secretaries of all Member Associations, Delegates and all others eligible to attend.
- 12.3.2 The President or, if not present, a person elected by the Delegates present at a meeting shall preside as Chairman of each meeting of the Federal Assembly.
- 12.3.3 A Delegate who is unable to be present at any meeting personally may appoint a proxy to vote on his or her behalf, provided that no person can hold more than one proxy.
- 12.3.4 Minutes of each meeting of the Federal Assembly shall be kept and issued to Member Associations within one month of such meeting.
- 12.3.5 A majority of Member Associations each represented by their respective Delegate shall be a quorum at a meeting of the Federal Assembly.
- 12.3.6 No business shall be transacted at a meeting of the Federal Assembly 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 shall be dissolved



- 12.3.7 The business of the Federal Assembly shall be conducted where possible by correspondence or telephone. Meetings may be held by telephone or other audio or audiovisual communication approved by the Federal Assembly. Where such communication link has been established, such that all those Federal Assembly members available at the time scheduled for the meeting can hear and be heard by each other they shall all be taken as being in attendance at such meeting as if they were personally present. Any resolution in writing signed by each Federal Assembly member shall be as valid as if it had been passed at a meeting of the Federal Assembly duly called and constituted.

### **RULE 13 - RACING RULES**

The Federation shall adopt as a national code of racing rules the rules of the ISAF, subject to such special provisions and modifications to such rules as may be established by the Board.

### **RULE 14 - SUBSCRIPTIONS**

- 14.1 All subscriptions shall be due in July.
- 14.2 Member Associations shall pay a subscription for the Federation's next following financial year in the amount that shall be determined by the Federal Assembly on the recommendation of the Board.
- 14.3 Special Members shall pay an annual subscription of such amount as may be decided by the Federal Assembly, on the recommendation of the Board.
- 14.4 The Federal Assembly shall have power to make a levy against Member Associations or Special Members for a special purpose.
- 14.5 If a Member Association is in arrear for any subscriptions, dues or assessments that Member Association's Delegate shall not be entitled to vote at any meeting of the Federal Assembly except with the unanimous permission of the remaining Delegates.
- 14.6 Apart from making, charging and collecting levies and annual subscriptions as described above in this Rule the Board shall have power to charge and collect from persons and associations, fees on a scale as determined by the Board from time to time for the Federation's recompense for its service in registering, re-registering, measuring and certifying yachts, other boats and owners or lessees.

### **RULE 15 - CESSATION OF MEMBERSHIP**

- 15.1 The membership of a Member Association or a Special Member, except an Individual Member, may only be terminated upon written resignation of that association or person, or by the Federal Assembly on the grounds set out in Rule 15.7. The membership of an Individual Member may only be terminated in accordance with the Terms and Conditions for Individual Members.
- 15.2 Subject to Rule 15.3 a Member Association shall give notice in writing to the Chief Executive Officer of its intention to resign from membership of the Federation.
- 15.3 The Member Association shall tender with the written notice of resignation any outstanding subscriptions or levies.

- 15.4 After receipt of such a notice of intention to resign the Chief Executive Officer shall give written notice thereof to each other Member Association.
- 15.5 A Special Member may give notice in writing to the Chief Executive Officer of the member's intention to resign and such resignation shall be effective on receipt by the Chief Executive Officer.
- 15.6 Notwithstanding the resignation of any Member Association or Special Member all sums outstanding and due by that Member Association or Special Member at the date of resignation shall be recoverable by the Federation by way of liquidated debt against such Member Association or Special Member whether before or after the date of resignation.
- 15.7 If any officer or member of the Federation wilfully refuses or neglects to comply with the provisions of the Constitution of the Federation or is found guilty of any conduct which in the opinion of the Federal Assembly is prejudicial to the interests of the Federation and its objects, the Federal Assembly will have the power by resolution to censure, fine, suspend, or expel the officer or member from membership of the Federation, suspend or terminate any office held by that officer or member or any rights or privileges of office or membership or impose any other discipline which it considers appropriate. The officer or member must be given written notice of the meeting of the Federal Assembly at which the resolution in relation to the complaint is to be considered and the nature of the complaint at least two months before the meeting. The officer or member must be given an opportunity to present an explanation or a defence in writing or in person to the meeting before the resolution is put to a vote. Any such resolution must be passed by a unanimous vote of all persons entitled to be present who are present and vote, other than the officer or member whose conduct is in question. Any such vote must be taken by ballot. The officer or member concerned must be dealt with in accordance with the resolution for termination of office or membership, such termination will be effective on the declaration of the ballot.

#### **RULE 16 - AMENDMENTS TO THE CONSTITUTION**

Any alteration or addition to these Rules may be considered at a meeting of the Federal Assembly provided:

- 16.1 Such alteration or addition has been proposed by a Member Association or recommended by the Board; and
- 16.2 Full particulars of the proposed alteration or amendment have been posted by ordinary pre-paid post to Member Associations and all persons entitled to attend meetings of the Federal Assembly not less than 35 days prior to the meeting at which the alteration or addition is to be considered.

Any alteration or addition duly proposed or recommended may only be adopted at such meetings by special resolution in accordance with the Act.

#### **RULE 17 - BY-LAWS**

The Board may make by-laws not inconsistent with these Rules in respect of any matter not herein provided for and such by-laws may be altered, amended or rescinded by the Board as may be required and it shall promulgate such by-laws to all members of the Federation. A copy of the by-laws amended up to date, in a book specially provided for the purpose, is to be available at all Federal Assembly and Board Meetings.

#### **RULE 18 - INSURANCE**

- 18.1 The Federation shall effect and maintain insurance as required by the Act.
- 18.2 In addition to the insurance required under Rule 18.1, the Federation can effect and maintain any other insurance it considers to be necessary or desirable.

#### **RULE 19 - FUNDS - SOURCE**

- 19.1 The funds of the Federation shall be derived form annual subscriptions of members, donations and, such other sources as the Board determines.
- 19.2 All money received by the Federation shall be deposited as soon as practicable and without deduction to the credit of the Federation's bank account.

#### **RULE 20 - FUNDS - MANAGEMENT**

- 20.1 The funds of the Federation shall be used in pursuance of the objects of the Federation in such manner as the Board determines.
- 20.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two persons jointly authorised to do so by the Board.
- 20.3 True accounts shall be kept of the sums of money received and expended by the Federation and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Federation. Once at least in every year the accounts of the Federation shall be examined by one or more properly qualified auditor or auditors who shall report to the members at the Annual General Meeting.

#### **RULE 21 - COMMON SEAL**

- 21.1 The Common Seal of the Federation shall be kept in the custody of the Public Officer.
- 21.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures of either of two members of the Board or of one member of the Board and one of the Public Officer or Chief Executive Officer.

#### **RULE 22 - CUSTODY OF BOOKS, ETC**

Except as otherwise provided in this Constitution, the Public Officer shall keep control and custody of all records, books and other documents relating to the Federation.

#### **RULE 23 - INSPECTION OF BOOKS, ETC**

Other than those matters determined by the Board to be confidential under Rule 11.8, the records, books and other documents of the Federation shall be open to inspection (but not copying), free of charge, by a representative of a Member Association appointed in writing by that association at any reasonable hour. A Director shall be entitled to inspect the records, books and other documents of the Federation at any reasonable time.

#### **RULE 24 - SERVICE OF NOTICES**

- 24.1 For the purposes of this Constitution, a notice may be served by or on behalf of the Federation upon any member (including a Member Association), Director or other officer by delivering it to or sending it by ordinary prepaid post or by facsimile transmission to the member or officer at the last address or facsimile number notified in writing by the member or officer to the Federation.
- 24.2 Where a document is sent in accordance with Rule 24.1 the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time which:
- (a) the letter would have been delivered in the ordinary course of post; or
  - (b) at the time and date recorded on a facsimile transmission report.

#### **RULE 25 - LIABILITY**

The liability of members is limited in the manner prescribed by the Act.

#### **RULE 26 - DISSOLUTION**

- 26.1 The Federation may be wound up by a special resolution in accordance with the Act. Voting on behalf of each Member Association at any such meeting may be by proxy and each Member Association shall have the right to cast one vote at such meeting. The appointment of a proxy shall be in writing under the hand of the President or Secretary for the time being of a Member Association and may direct the proxy to speak or vote for or against the resolution. Unless otherwise instructed, a proxy may vote as he or she sees fit.
- 26.2 If upon winding up or dissolution of the Federation there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Member Associations of the Federation but shall be given or transferred to some other association or associations having objects similar to the objects of the Federation and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their members; such institution or institutions to be determined by the Member Associations of the Federation at or before the time of the dissolution.

#### **SCHEDULE 1 - MEMBER ASSOCIATIONS**

- \* Yachting New South Wales Incorporated
- \* Yachting Western Australia (Inc.)
- \* Queensland Yachting Association Limited
- \* Yachting South Australia Inc.
- \* Yachting Victoria Inc.
- \* Tasmanian Yachting Association
- Yachting Northern Territory Inc.
- Yachting ACT

And such organisations responsible for the administration of the sport in any part of Australia other than those of the foregoing as may be admitted to the Federation by the Federal Assembly provided that no organisation shall be admitted to membership, within the Commonwealth of Australia, without approval of the existing State or Territorial Associations as set out above.

\* *Denotes Foundation Member*

#### **SCHEDULE 2 - INDIVIDUAL MEMBERS**

Individuals that are admitted to membership in accordance with this Constitution and the Terms and Conditions for Individual Members approved by the Federal Assembly from time to time.

#### **SCHEDULE 3 - ASSOCIATE MEMBERSHIP**

An "International" Class Association or an Australian National Class Federal Association or any incorporated body or group of persons having in the opinion of the Board aims and objectives similar to any such association may be granted associate membership by the Board upon approval of its Constitution and payment of the appropriate fee determined by the Board from time to time. Any Associate Member that amends its Constitution without the prior approval of the Federation may be disaffiliated.

#### **SCHEDULE 4 - AFFILIATE MEMBERS**

National or other yachting authorities or yacht clubs outside Australia and its Territories who may for purposes of mutual benefit be admitted to membership on such terms and conditions as the Board shall determine.

#### **SCHEDULE 5 - MARITIME MEMBERS**

Such other bodies or organisations engaged or associated with yachting as shall be admitted to membership on such terms and conditions as the Board shall determine.

#### **SCHEDULE 6**

The Standing Committees of the Federation as at September 1996 are:

1. Offshore Committee
2. Racing Rules Committee
3. Development, Youth Committee