



# Sydney 38 One Design Association Constitution

October 14<sup>th</sup> 2014

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## **Sydney 38 One Design Association (Australia) Incorporated**

The Sydney 38 One Design is a performance One Design racing yacht designed to offer owners top level racing in an environment that is both cost effective and easy to enjoy. The Sydney 38 One Design is designed and of a size to be very easily sailed and when campaigned, very easily managed. These rules form the basis and spirit of the class association to govern the class and maintain the One Design integrity of the Sydney 38 One Design. Owners are responsible for maintaining the One Design integrity of their Sydney 38 One Design and also developing these through the association.

As a one design racer/cruiser, the construction techniques and Racing Rules combine to provide exceptional quality control and equal performance across the fleet.

The Sydney 38 One Design Rule does not permit any changes or modifications that are not specifically permitted in the One Design Racing Rules. Standard equipment shall not be modified except where it is explicitly allowed in the Racing Rules.

Any changes or modifications that are not permitted in the One Design Racing Rules will negate the One Design status of the vessel.

May the best sailors win!

## **1. NAME**

The name of the Association shall be the **Sydney 38 One Design Association (Australia) Incorporated** (INC9877156) – hereinafter known as “Association”.

In each country where the fleet manages itself under the Auspices and Rules of the Association then they will be known as the Sydney 38 One Design Association (insert country name).

## **2. OBJECTS**

2.1 The objectives of the Association are:

- (a) To encourage, promote and develop Sydney 38 One Design class racing nationally and internationally.
- (b) To provide a structure for class management and for exchange of information among Sydney 38 One Design owners and sailors.
- (c) To coordinate the international calendar of events as required and to organise or appoint organisers for national, continental and world championships where appropriate.
- (d) To maintain the one design integrity of the Sydney 38 One Design class throughout the world.

## **3. LANGUAGE**

3.1 The official language of the Association is English and in case of any dispute over the translation the English Text shall prevail.

3.2 The word "shall" is mandatory and the word "may" is permissive.

## **4. ASSOCIATION OFFICE**

4.1 The office of the Association shall be contacted at the following addresses:

PO Box 108, Mona Vale NSW 1660

sydney38assoc@optusnet.com.au

## **5. MEMBERSHIP**

5.1 There are a number of membership levels available and they are listed below:

5.1.1 Full Member

Full Membership is open to all Sydney 38 One Design owners, and to members of the Executive Committee in accordance with Section 7 of this Constitution, upon payment of the prescribed annual membership dues. Full Members may vote (one vote per boat), attend meetings and hold office.

#### 5.1.2 Associate Member

Associate Membership will be compulsory for anyone chartering a Sydney 38 One Design to compete in any specifically sanctioned S38OD events. They will receive all information and can attend Class Meetings however they will have no voting rights.

#### 5.1.3 Life Member

- (a) A Life Member is a Member who has been elected to Life Membership in consideration for special services rendered to the Association.
- (b) The Proposer and Secunder must submit to the Executive Committee a letter setting out the basis for the nomination, the details of the candidates history with and contribution to the Association.
- (c) A panel to review the nomination and to determine if the candidate is acceptable for Life Membership may be appointed by the Executive Committee.
- (d) The Executive Committee may nominate the candidate for Life membership at the next Annual General Meeting. Only one candidate may be nominated for Life Membership in an Association year

5.2 The Members shall be bound by this Constitution, and any properly made amendments thereto.

5.3 A Member may be suspended by the Executive Committee for:

- (a) Committing an unlawful act in relation to the Association or one of its members;
- (b) Any unsportsmanlike conduct contrary to the interest of the members of the Association; or
- (c) Intentional violation of the Association or Racing Rules.

Reasonable efforts should be made to mediate any dispute between a member and another member (in their capacity as members) of the Association, a dispute between a member or members and the Association, or any appeal against a decision of the Executive Committee under section 5.3. If a dispute is not resolved by mediation within 3 months, then the dispute may be referred to arbitration. In each case the costs of mediation or arbitration are to be borne by the participants.

5.4 The Association will maintain a register of members. The register will be located in NSW and may be inspected free of charge by prior arrangement with the Association.

## 6. MANAGEMENT

6.1 The day to day management and administration of the affairs, activity and property of the Association is the responsibility of an executive committee appointed in accordance with Section 7 ("**Executive Committee**") in accordance with the objects of the Association and subject to any policy decisions made by the Members at General Meetings.

6.2 Except as otherwise provided by this constitution, the Executive Committee must keep in its custody or under its control all records, books and other documents relating to the Association. The inspection of the Associations books, records and documents is available to all paid up members upon request. Any direct costs associated with this request will be met by the requesting party.

- 6.3 The Executive Committee may delegate to the executive management group such powers and duties as agreed in their contract of engagement. The management group shall report directly to the Executive Committee.
- 6.3 There may be Regional Associations to encourage, promote and develop Sydney 38 One Design Class ("the Class") racing nationally and internationally within the Region. The Regional Association shall maintain the one-design integrity of the Class throughout the Region and communicate with the Executive Committee regarding regional concerns and rule issues.  
The structure of Regional Associations shall be the same as the Class Association and shall elect its own officers from among its members. A Regional Class Measurer may be appointed by the Chief Class Measurer.  
A Regional Association shall elect one representative to be appointed to the Class Association Executive Committee in accordance with Section 7.2.
- 6.4 Fleets may exist within a Regional Association. A Fleet shall be a local territorial unit that is self-governed in matters not conflicting with these rules established upon application by three or more Sydney 38 owners who are in good standing within the Association and are not within the established territory of an existing fleet. A fleet shall select a fleet representative to interface with the Executive Committee from among Full Members. A Full Member may maintain an independent membership of the Association without affiliation within a Fleet.

## **7. EXECUTIVE COMMITTEE**

- 7.1 The international controlling authority of the Class is the Executive Committee, which shall be responsible for the administration of the Class.
- 7.2 The Executive Committee shall be comprised of the following:
- (a) not less than 4 designated Full Member owners of yachts with a current measurement certificate or their proxies including one appointed from each Regional Association member where possible and may also include the following:
  - (b) Chief Class Measurer (non voting status if not an elected member of the Committee).
  - (c) Secretary (non voting status if not an elected member of the Committee).
- 7.3 Two members of the Executive Committee shall be appointed by the Executive Committee to carry out the roles of President and Treasurer.
- 7.4 All members of the Executive Committee shall be Members of the Association, with the exception of the Executive Officer.
- 7.5 Full Member owners shall be voted onto the Executive Committee by members of the Association.
- 7.6 In the event that vacancies occur on the Executive Committee prior to or between General Meetings, the remaining Executive Committee members may, in accordance with Section 8, appoint one of its remaining Executive Committee members to fill the vacancy or co-opt such member as they consider fit.
- 7.7 The Executive Officer, if appointed by the Executive Committee, shall:
- (a) Carry out the duties imposed on him/her by the Constitution and Class Racing Rules.

- (b) Carry out all tasks as reasonably required by the Executive Committee such as but not limited to administration of the Association's activities and maintenance of subscription records.
- 7.8 The Secretary, if appointed by the Executive Committee, shall:
- (a) Carry out the duties imposed on him/her by the Constitution and Class Racing Rules.
- (b) Keep minutes of all Executive Committee and General Meetings and give due notice to all relevant persons of such meetings as directed by the Executive Committee.
- 7.9 The Treasurer shall:
- (a) Control the funds of the Association and shall make such disbursements, which shall have been authorised by the Executive Committee.
- (b) Present the financial reports of the previous financial year at the AGM and make a copy available to members.
- 7.10 Immediate Past President
- The position of Immediate Past President exists to preserve the corporate memory of the Association. Whilst the role carries no constitutional responsibility the Immediate Past President is expected to provide advice to the President and the Executive Committee on matters relevant to the day-to-day operation and long-term strategic planning of the Association.
- 7.11 The Association will maintain a register of committee members containing their name, residential address and date of birth and the date they take and vacate office. The register will be located in NSW and may be inspected free of charge by prior arrangement with the Association.
- 7.12 A Committee Member must disclose any direct or indirect interest in a matter being considered or about to be considered at a committee meeting. If that interest appears to raise a conflict with the proper performance of the committee member's duties in relation to the consideration of the matter, the committee member must, as soon as possible after the relevant facts have come to the committee member's knowledge, disclose the nature of the interest at a committee meeting. The Executive will then determine if that Committee member will be excluded from deliberations and decisions.
- 8. EXECUTIVE COMMITTEE MEETINGS**
- 8.1 The Executive Committee shall meet on no less than two occasions annually and at such places as appropriate to efficiently carry out the business of the Association and as called by the President or as decided by a previous meeting of the Executive Committee.
- 8.2 In principle the Secretary or President should give at least one weeks notice of such meetings.
- 8.3 Three voting members of the Executive Committee shall form a quorum.
- 8.4 Each member of the Executive Committee shall be entitled to one vote with the following exceptions:
- i. The President shall have a second and casting vote in the event of a tie; and
- ii. The Chief Class Measurer and the Secretary shall not be entitled to vote unless they are elected members to the Executive Committee.
- 8.5 Taking into consideration Section 8.4, resolutions of the Executive Committee shall be passed by a simple majority of the voting members of the Executive Committee present and voting.

8.6 The Executive Committee may meet by any means the Executive Committee feels is appropriate such as video conferencing, telephone conference or other forms of instant electronic communication.

## **9. THE TECHNICAL COMMITTEE**

9.1 A Technical Committee may be appointed by, and be responsible to, the Executive Committee. The Technical Committee shall operate as a sub-committee.

9.2 The Chief Class Measurer shall be responsible for the operation of the Technical Committee.

9.3 The Technical Committee shall report to the Executive Committee and may be convened to address specific technical matters or to operate as a committee to provide advice on technical matters in general.

9.4 Communication between the members on technical matters shall be carried out using electronic communication.

## **10. CLASS MEASURERS**

10.1 The Chief Class Measurer shall be appointed by the Executive Committee.

10.2 Class Measurers may be appointed by the Chief Class Measurer and shall be responsible for One Design compliance prior to delivery of each yacht, for measurement prior to and during events and for the re-measurement of yachts when they have been outside Class One Design configuration.

10.3 The Chief Class Measurer shall issue One Design certificates for administrative reasons such as change of ownership, change of vessel name, replacement of lost documents, and for changes made within the Class Racing Rules.

## **11 GENERAL MEETINGS**

11.1 Each Member shall be entitled to attend General Meetings of the Association. Only Full Members may vote (one vote per boat) and hold office.

11.2 An Annual General Meeting ("AGM") shall be held annually in such place and time as the Executive Committee may consider most convenient to the majority of the members. The meeting may be held via a teleconference.

11.3 An Extraordinary General Meeting ("EGM") shall be called by the Secretary or President:

- (a) If the Executive Committee so resolves ( subject to Section 11.4);
- (b) Within six weeks of receipt of a written request from no less than ten members specifying any resolution which the members concerned wish to propose at the meeting.

11.4 At least four weeks' written notice shall be given by the Executive Officer to the Members of any General Meeting together with a copy of the agenda for the meeting and of any resolutions which have been specified to him in writing. Notification, for the purpose of this clause may be made by email and the notice may be posted on the Association website.

11.5 The President of the Executive Committee or his/her nominated representative shall chair any General Meeting. In the President's or his/her representative's absence, the meeting shall elect a chairman.

11.6 Each financial Full Member shall be entitled to one vote at a General Meeting.

- 11.7 Proxies
- (a) A member may appoint another Member as his or her proxy to speak and vote on on his or her behalf at a General Meeting.
  - (b) The proxy must be in writing using the prescribed form and signed by the Member making the appointment.
  - (c) The member appointing the proxy may give specific instructions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
  - (d) The form appointing a proxy must be given to the Chairman of the General meeting before or at the commencement of the meeting. The form may be submitted electronically to the Office or to the Chairman no later than 24 hours before the commencement of the meeting

11.8 Voting at General Meetings shall be supported by at least three-quarters of the votes cast by members of the Association who, under the Association's constitution, are entitled to vote on the proposed resolution, for any Constitution Rule changes. Voting shall be by a simple majority of votes in all other items, provided that in the event of a tied vote, the Chairman of the Meeting shall have a casting vote.

11.9 A quorum at General Meetings shall be no less than 25% of Full Members at the time of notification of the meeting.

## **12. NOMINATION AND ELECTION OF OFFICERS**

12.1 Elections for Executive Committee officers shall take place every twelve months.

12.2 Nominations for the officers standing for election to the Executive Committee must be received in writing by the Executive Officer or Secretary one week before the Annual General Meeting, including nominated representatives from Regional Associations, provided that if there are no nominations for all the available posts the outgoing Executive Committee may make such additional nominations as are necessary in order to fill all available posts.

12.3 Any retiring officer shall be eligible for re-election.

12.4 Voting will take place in accordance with Section 11- General Meetings.

12.5 The elected officers shall have full powers once the incumbent officers retire at the end of the AGM at which the election took place.

## **13. SUBSCRIPTIONS, MEMBERSHIP DUES AND OTHER FEES**

13.1 The Association shall be funded by:

- (a) Membership dues; and
- (b) Other sources of revenue as accepted by the Executive Committee.

13.2 The Association's subscription year for Membership Dues shall run from July 1st to June 30th.

13.3 The one off Joining/Transfer fee per boat shall be set by the Executive Committee.

13.4 The Full Membership Dues shall be set by the Executive Committee and advised at the Annual General Meeting.

13.5 Associate Members Dues shall be 50% of the annual fee.



**14. FUNDS, ACCOUNTS, EXPENSES AND INSURANCE**

14.1 The financial records of the Association shall be kept in a manner approved by the Executive Committee and shall be audited upon the direction of the Executive Committee or by a request from not less than 10 Full Members.

14.2 Books shall be kept that show assets and liabilities of the Association in addition to receipt and expenditure of monies.

14.3 The reasonable expenses of the Executive Committee members in exercising their powers under these rules shall be payable out of the funds of the Association.

14.4 The Executive Committee is responsible to maintain adequate insurance policies for the Association's activities.

**15. AMENDMENTS**

The Constitution shall only be amended by a resolution of which notice has been duly given and which is duly proposed and passed at a General Meeting.

**16. LIMITATIONS**

In the execution of their powers and duties under this Constitution or under the One Design Rules no officer or other member of the Association Executive Committee shall be liable for any loss to any of the members or former members of the Association or to the Assets of the Association by reason of any mistake or omission made in good faith by him/her or any other officer or member or from any other matter other than wilful and individual wrongdoing, wrongful omission or fraud on the part of the person who is sought to be made liable.

The liability (if any) of the association's members 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 extent of any unpaid fees or amounts owing to the Association

**17. PROPER LAWS**

The proper law of the Association shall be Australian Laws in the State of New South Wales and this constitution shall be construed, take effect and be enforced accordingly.

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