

**Constitution
of the
Cruising Yacht Association of the Northern
Territory Incorporated.**

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Name of the Association

1. The name of the Association shall be the Cruising Yacht Association of the Northern Territory Incorporated (hereinafter referred to as "The Association").

Purpose and Objects

2. The Association exists *"to foster and encourage the sailing of races, cruise events and development of cruising yachts"*.
3. The principal objects of The Association are:
 - 3.1. To organise promote and conduct yacht races;
 - 3.2. To promote safety and good seamanship within the Association;
 - 3.3. To encourage promote and support sailing events and yacht races conducted by others;
 - 3.4. To promote friendly relations between peoples of different countries through sailing events and yacht races;
 - 3.5. To disseminate and encourage the dissemination of information concerning sailing events and yacht races for the benefit of the community at large; and
 - 3.6. To do all things as may be incidental to any of the objects of the Association including without limiting the generality thereof all such social activities as are compatible with the foregoing.

Minimum number of Members

4. The Association must have at least the number of Members specified in the Act.

Definitions

5. In this Constitution, unless the contrary intention appears:
 - 5.1. "Act" means the Associations Act and Regulations made under that Act as amended from time to time;
 - 5.2. "Association" means the Cruising Yacht Association of the Northern Territory Incorporated;

- 5.3. "Committee" means the Management Committee of The Association;
- 5.4. "Financial Institution" means an authorised deposit-taking institution within the meaning of Section 5 of the Banking Act 1959 of the Commonwealth;
- 5.5. "General Meeting" means a General Meeting of Members convened in accordance with clauses 95-97;
- 5.6. "Member" means a Member of the Association;
- 5.7. "Register of Members" means the register of the Association's Members established and maintained under Section 34 of the Act;
- 5.8. "Special Resolution" means a resolution, notice of which is given under Clauses 98-100 and passed in accordance with Section 37 of the Act.

Powers of Association

6. For achieving its objects and purposes, The Association has the powers conferred by Sections 11 and 13 of the Act.
7. Subject to the Act, The Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
 - 7.1. acquire, hold and dispose of real or personal property;
 - 7.2. open and operate accounts with Financial Institutions;
 - 7.3. invest its money in any security in which trust monies may lawfully be invested;
 - 7.4. raise and borrow money on the terms and in the manner it considers appropriate;
 - 7.5. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 7.6. appoint agents to transact business on its behalf;
 - 7.7. enter into any other contract it considers necessary or desirable;
 - 7.8. establish any business entities or structures it considers necessary or desirable; and
 - 7.9. enter into any arrangement for union of interests, co-operation or reciprocal concessions with other organisations with a view to furthering the objectives of The Association.

Effect and Alteration of Constitution

8. This Constitution binds every Member and The Association to the same extent as if every Member and The Association had signed and sealed this Constitution and agreed to be bound by it.
9. Neither the incorporated name of The Association nor this Constitution shall be rescinded nor altered in any way unless by Special Resolution passed at an Annual General Meeting, General Meeting or Special Meeting by a two-thirds majority of those Members present and eligible to vote.

Patron

10. The Management Committee of The Association may invite any person or persons to be a Patron of the Association for such period of time as shall be considered appropriate.

Membership

11. All persons or organisations who are interested in the furtherance of the objects of The Association may become Members by making written application for Membership on such a form as the Management Committee shall from time to time prescribe and paying the prescribed Membership fee.

Membership Classes

12. *There are three classes of Membership of The Association and they are:*
 - 12.1. *Full Member;*
 - 12.2. *Life Member; and*
 - 12.3. *Honorary Member.*
13. The Management Committee shall have the power to create new classes of Membership.

Full Membership

14. A Full Member shall be a boat owner and/or active sailing member accepted by the Association.
15. A Full Member has full voting rights.

Life Membership

16. A Life Member is a Member of The Association for life who has had Life Membership bestowed for exceptional and meritorious services rendered to The Association.
17. Subject to Clause 40 (Termination of Membership), all persons holding Life Membership at the time of the adoption of this Constitution shall be entitled to retain that Membership.
18. A Life Member shall be nominated and elected by a two-thirds majority at any General meeting.
19. A Life Member has full voting rights.

Honorary Membership

20. Honorary Membership may be conferred by the Management Committee or at a General Meeting by a majority of those Members present and eligible to vote, on persons who by virtue of their special qualities or otherwise could assist in achieving the objects of the Association.
21. Honorary Members shall be entitled to enjoy all the benefits and privileges of Membership of The Association and shall be exempt from payment of subscriptions.
22. The Membership of Honorary Members shall be reviewed annually by the Management Committee.

Approval of Management Committee

23. The Management Committee must consider any application made under Clause 12 at the next available Management Committee meeting and must accept or reject the application at that meeting or the next.
24. If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within fourteen (14) days after being advised of the rejection.
25. If an applicant gives notice of an appeal against the rejection of his or her application, the Management Committee must reconsider the application at the next Management Committee meeting after receipt of the notice of appeal.
26. If after reconsidering an application the Management Committee reaffirms its decision to reject the application, the decision is final.

Subscriptions

27. The Management Committee shall recommend to the Annual General Meeting or a General Meeting the annual subscription fees for all classes of Membership for ratification at that meeting.

28. Annual subscription fees ratified at an Annual General Meeting or a General Meeting shall take effect immediately from the date of the meeting.
29. Except for Life and Honorary Membership, the Membership of each Member shall continue *for* as long as a Member continues to pay subscriptions in accordance with Clause 29.
30. Subscriptions shall become due on 1 December annually and shall be paid within two (2) months of the date on which they become due for the ensuing twelve (12) months.
31. Members who do not renew their subscriptions within two (2) months shall, in the absence of a decision of the Management Committee to waive payment on the basis of special reasons or circumstances, cease to be Members of The Association. Such persons may re-apply for Membership on payment of the annual subscription.
32. The Management Committee shall have the authority to reduce or waive a person's prescribed subscription in special circumstances.

Member Benefits

33. Subject to Clause 52 (paid employees of the Association), all General Members, Life Members, and Honorary Members shall be entitled to enjoy all the benefits and privileges of Membership of The Association including the right to vote at all General and Special meetings and to be elected to the Management Committee.

General Rights of Members

34. A Member may exercise the rights of Membership when his or her name is entered in the Register of Members.
35. A right of Membership of The Association:
 - 35.1. is not capable of being transferred or transmitted to another person; and
 - 35.2. terminates on the cessation of Membership whether by death, resignation or otherwise.

Access to information of Association

36. Any Member of the Association is entitled to attend meetings of Management Committee.
37. The following must be available for inspection by Members:
 - 37.1. a copy of this Constitution;
 - 37.2. minutes of General Meetings;
 - 37.3. Annual Reports and annual financial reports;

37.4. confirmed minutes of Management Committee Meetings.

37.5. Register of Members

Raising grievances and complaints

38. A Member may raise a grievance or complaint about a Management Committee Member, the Management Committee or another Member of The Association.

39. The grievance or complaint must be dealt with by the procedures set out in Schedule 1 of the By-Laws to this Constitution, wherein rules of natural justice have been observed.

Termination of Membership

40. Membership of The Association may be terminated by:

40.1. a notice of resignation addressed and posted to The Association;

40.2. non-payment of the annual Membership fee within the time allowed under Clause 30, or

40.3. expulsion in accordance with Schedule 2 of the By-Laws to this Constitution, wherein rules of natural justice have been observed.

Death of Member or whereabouts unknown

41. If a Member dies or the whereabouts of a Member are unknown, the Management Committee must cancel the Member's Membership.

The Management Committee

Role and powers

42. The governance, management and control of The Association and its property, effects and affairs shall be vested in the Management Committee.

43. The Management Committee may exercise all the powers of The Association except those matters that the Act or this Constitution requires the Association to determine through a General Meeting of Members.

44. The Management Committee shall have the authority to make, alter and rescind By-Laws to:

44.1. regulate, facilitate and conduct Members and Management Committee Meetings;

- 44.2. establish and maintain committees of any persons appointed by the Management Committee;
- 44.3. regulate the duties, scope and authority of the Management Committee, sub-committees and Members;
- 44.4. regulate for the good governance of The Association.

Composition of Management Committee

45. The Management Committee consists of:
 - 45.1. Office Bearers comprising:
 - 45.1.1. a President;
 - 45.1.2. a Vice-President;
 - 45.1.3. a Secretary;
 - 45.1.4. a Treasurer; and
 - 45.1.5. a Safety Officer.
 - 45.2. a minimum of four (4) other members, being General, Life or Honorary Members.
46. One Member of the Management Committee shall be appointed by a General Meeting or the Management Committee as The Association's *Public Officer* in accordance with the Act and a member to be appointed as a *Special Events Liaison Officer*.

Delegation

47. The Management Committee may delegate to a subcommittee or staff any of its powers and functions other than:
 - 47.1. this power of delegation; or
 - 47.2. any duty imposed on the Management Committee by the Act or any other law.
48. The delegation must be in writing and may be subject to the conditions and limitations the Management Committee considers appropriate.
49. The Management Committee may, in writing, revoke wholly or in part the delegation.

Eligibility of Management Committee Members

50. A Management Committee Member must be a Member who is 18 years or over.

51. Management Committee Members must be elected to the Management Committee at an Annual General Meeting or appointed under Clauses 67 or 68.
52. Notwithstanding any other clauses of this Constitution, no remunerated employees of The Association shall be eligible to be elected or appointed to the Management Committee while so employed.

Nominations for election to Management Committee

53. Nominations for Office Bearers and for Management Committee Members may be made on a written nomination form signed by the nominee and two other financial Members and submitted to the Secretary not less than three (3) days before the scheduled Annual General Meeting.

Retirement of Management Committee Members

54. A Management Committee Member holds office until the next Annual General Meeting unless the Member vacates the office under Clause 64 or is removed under Clause 65.
55. At an Annual General Meeting the office of each Management Committee Member becomes vacant and elections for a new Management Committee must be held.
56. Members may serve consecutive terms on the Management Committee.

Election by default

57. If the number of persons nominated for election to the Management Committee under Clause 53 does not exceed the number of vacancies to be filled, the Chairperson or the appointed Returning Officer must declare the persons to be duly elected as Members of the Management Committee at the Annual General Meeting.
58. If vacancies remain on the Management Committee after the declaration under Clause 55, additional nominations of Management Committee Members may be accepted from the floor of the annual general meeting.
59. If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson or the appointed Returning Officer must declare those persons to be duly elected as Members of the Management Committee.
60. If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Management Committee in accordance with Clause 67.

Election by ballot

61. If the number of nominations exceeds the number of vacancies on the Management Committee, ballots for those positions must be conducted.
62. The ballot must be conducted in a manner determined from time to time by resolution at a General Meeting.
63. The Members chosen by ballot must be declared by the Chairperson or the appointed Returning Officer to be duly elected as Members of the Management Committee.

Vacating office

64. The office of a Management Committee Member becomes vacant if:
 - 64.1. the Member:
 - 64.1.1. is disqualified from being a Management Committee Member under Section 30 or 40 of the Act;
 - 64.1.2. resigns by giving written notice to the Management Committee;
 - 64.1.3. dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health; or
 - 64.1.4. ceases to be a Member of The Association.
- and the Committee has resolved to declare the office vacant.

Removal of Management Committee Member

65. The Association, through a Special General Meeting of Members, may remove any Management Committee Member before the Member's term of office ends.
66. If a vacancy arises through removal under clause 65, an election must be held to fill the vacancy.

Appointments to Management Committee

67. The Management Committee shall have authority to appoint a Member of The Association to fill any casual vacancy occurring on the Management Committee or in any office on the Management Committee, and any person so appointed shall hold office for the term of such appointment but no later than the next Annual General Meeting.
68. The Management Committee shall have the authority to appoint a Member of The Association who by virtue of their special qualities or otherwise could assist in achieving the objects of The Association to

the Management Committee of The Association. Any person so appointed shall be in addition to elected Members, and shall hold office for the term of such appointment but no later than the next Annual General Meeting.

Collective responsibility of Management Committee

69. As soon as practicable after being elected to the Management Committee, each Management Committee Member must become familiar with the Act and this Constitution.
70. The Management Committee is collectively responsible for ensuring The Association complies with the Act and this Constitution.

Chairperson and Vice-Chairperson

71. The President or in his or her absence, the Vice-President shall be the Chairperson at all meetings. In the absence of the President and the Vice-President, the Members present shall elect one of their Members as Chairperson.

Public Officer

72. The Public Officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with the Act.
73. The Public Officer must keep a current copy of the Constitution of The Association.

Meetings of Management Committee

Frequency and calling of meetings

74. The Management Committee must meet for the conduct of business not less than four (4) times in each financial year.
75. Meetings may be conducted in person, by video or teleconference, or by email.
76. The Chairperson, or at least half the Management Committee Members, may at any time convene a Special Meeting of the Management Committee.

Voting and decision making

77. Each Management Committee Member present at the meeting has a deliberative vote.
78. A question arising at a Management Committee meeting must be decided by a majority of votes.

79. If there is no majority, the Chairperson at the meeting has a casting vote in addition to a deliberative vote.

Quorum

80. The quorum necessary to transact Management Committee business is five at least two of which shall be Office Bearers.

Disclosure of interest

81. A Management Committee Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with The Association must disclose the nature and extent of the interest to the Management Committee in accordance with Section 31 of the Act.
82. Such disclosure must be recorded in the minutes of the meeting.
83. The Chairperson must ensure a Management Committee Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with Section 32 of the Act.

General Meetings

Annual General Meeting

84. The Annual General Meeting of Members shall be held within five (5) months after the end of The Association's financial year.
85. At the Annual General Meeting:
- 85.1. the Annual Report, Audited Balance Sheet and Financial Statements for the year ended 30 September preceding shall be presented;
 - 85.2. the Management Committee shall be elected or appointed; and
 - 85.3. the Auditor shall be appointed.

General Meetings

86. The Management Committee may convene a General Meeting whenever it thinks fit.

Special Meeting

87. A Special Meeting shall be called on a written request to the President or Vice-President, signed by at least six persons eligible to vote.

88. Such meeting shall be held at a date appointed by the Management Committee which shall be a date not later than thirty (30) days after receipt of such request.
89. Only the business for which that Special Meeting was called shall be discussed.

Notices of General Meetings

90. In order that an Annual General Meeting, General Meeting or Special Meeting may be properly convened, the President, a Vice-President or a person nominated by either, shall give at least twenty-one (21) days notice thereof.
91. The notice of meeting must specify when, where and how the meeting is to be held and the business to be transacted at the meeting.
92. Notice of a meeting shall be deemed sufficient if:
 - 92.1. it is advertised in a newspaper circulating within the Northern Territory or
 - 92.2. it is sent by ordinary pre-paid post to a Member at the address of the Member appearing in the Register of Members.

Special Resolutions

93. A Special Resolution may be moved at any General Meeting of The Association.
94. The Secretary or person nominated by the Management Committee must give all Members not less than twenty-one (21) days notice of the meeting at which a Special Resolution is to be proposed.
95. The notice must include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.
96. A Special Resolution must be passed by at least two-thirds of the votes of those members of The Association who, being entitled to vote, or vote by proxy, at the meeting.

Quorum at General Meetings

97. At a General Meeting, five Members eligible to vote constitutes a quorum.

Lack of quorum

98. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Members, shall be dissolved.
99. In any other case it shall stand adjourned until the same day in the next week at the same time and place or to such other day and

such other time as the Management Committee may determine and if at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the Members present shall constitute a quorum.

Voting

100. Except as may otherwise be provided in this Constitution an issue put to a vote at an Annual General Meeting, General Meeting or Special Meeting shall be decided by a simple majority of those Members present, in person or by teleconference or videoconference or by proxy, and who are eligible to vote.
101. Each Member eligible to vote shall be entitled to a deliberative vote and where there is a tied vote the Chairperson shall have a casting vote.
102. Except as may otherwise be provided in this Constitution, all Members over the age of eighteen years, and a parent or guardian of a financial Member who is under the age of 18 years, and a guardian of an incapacitated financial Member, shall be eligible to vote at all General and Special meetings.

Proxies

103. A Member may appoint in writing another Member to be the proxy of the appointing Member to attend and vote on behalf of the appointing Member at any General Meeting.

Financial Management

Financial year

104. The Association's financial year shall end each 30 September annually.

Funds and Accounts

105. In furtherance of the power of Association, The Association shall have power:
 - 105.1. To open and operate such bank account or accounts in the name of The Association as the Management Committee of Management shall think fit, to be operated on each occasion by any two persons designated by the Management Committee as being persons who are authorised signatories of The Association for that purpose;
 - 105.2. To invest its funds in the name of The Association or of a Trustee or Trustees on behalf of The Association in or upon such shares, securities or investments as may be approved by the Management Committee.

- 105.3. To borrow money upon such terms and in such manner and upon such security (if any) as may be approved by the Management Committee for any purpose which in the opinion of the Management Committee will assist or enable The Association to carry out directly or indirectly the objects and purposes of The Association.
- 105.4. The income and property of The Association when so ever derived shall be applied solely towards the promotion of the objects of The Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members or to relatives of Members of The Association PROVIDED THAT nothing herein shall prevent the payment in good faith to any officer or servant of The Association in return for any service actually rendered to The Association or reasonable and proper rent for premises let by any Member of The Association.

Accounts and Audits

106. The Auditor or Auditors of The Association shall be appointed at the Annual General Meeting
107. The Management Committee must ensure that the accounting records of The Association are kept in accordance with Section 41 of the Act.

Common Seal

108. The Members of the Management Committee shall be the holders of the Common Seal.
109. The Common Seal of The Association shall only be affixed to any instrument by authority of a resolution of the Executive Management Committee or Management Committee and in the presence of two seal holders and those seal holders shall sign every instrument to which the seal of The Association is fixed in their presence.
110. A person nominated by the Management Committee will record every use of that common seal and ensure that the common seal is kept in safe custody at all times.

Distribution of surplus assets on winding up

111. The Association shall apply, in terms of the Associations Act, for dissolution, on the vote of three fourths majority of the Members present and eligible to vote for a Special Resolution at a Special Meeting called to consider such action.

112. If on the winding up or dissolution of for The Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the Members or former Members.
113. The surplus assets must be given or transferred to another association incorporated under the Act that:
- 113.1. has similar objects or purposes;
 - 113.2. is not carried on for profit or gain to its individual Members; and
 - 113.3. is determined by resolution of the Members.

Grievance and disputes procedures

114. This clause applies to disputes between:
- 1.1 a Member and another Member; or
 - 1.2 a Member and the Management Committee.
115. Within fourteen (14) days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
116. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days after the meeting, hold another meeting in the presence of a mediator.
117. The mediator must be:
- 1.1. a person chosen by agreement between the parties; or
 - 1.2. in the absence of agreement:
 - 1.2.1. for a dispute between a Member and another Member – a person appointed by the Management Committee; or
 - 1.2.2. for a dispute between a Member and the Management Committee – a person who is a mediator appointed or employed by the department administering the Act.
118. A Member of the Association can be a mediator.
119. The mediator cannot be a party to the dispute.
120. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
121. The mediator, in conducting the mediation, must:

- 1.1 give the parties to the mediation process every opportunity to be heard;
 - 1.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 1.3. ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
122. The mediator must not determine the dispute.
123. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Suspension or expulsion of Members

Suspension or expulsion of Members

124. If the Management Committee considers that a Member should be suspended or expelled because his or her conduct is detrimental to the interests of The Association, the Management Committee must give notice of the proposed suspension or expulsion to the Member.
125. The notice must be in writing and include:
- 1.1. the time, date and place of the Management Committee meeting at which the question of that suspension or expulsion will be decided; and
 - 1.2. the particulars of the conduct; and
 - 1.3. be given to the Member not less than thirty (30) days before the date of the Management Committee meeting referred to in paragraph 2.1.
126. At the meeting, the Management Committee must afford the Member a reasonable opportunity to be heard or to make representations in writing.
127. The Management Committee may suspend or expel or decline to suspend or expel the Member from The Association and must give written notice of the decision and the reason for it to the Member.
128. Subject to paragraphs 6-9, the decision to suspend or expel a Member takes effect fourteen (14) days after the day on which notice of the decision is given to the Member.

Appeals against suspension or expulsion

129. A Member who is suspended or expelled under paragraphs 1-5 may appeal against that suspension or expulsion by giving notice to the Secretary within fourteen (14) days after receipt of the Management Committee's decision.

130. The appeal must be considered at a General Meeting of The Association and the Member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
131. The Members present at the general meeting must, by resolution, either confirm or set aside the decision of the Management Committee to suspend or expel the Member.
132. The Member is not suspended or does not cease to be a Member until the decision of the Management Committee to suspend or expel him or her is confirmed by a resolution of the Members.

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