

# AUSTRALIAN **VX** ONE

## CLASS ASSOCIATION CONSTITUTION 2014



## 1. NAME

- 1.1. The name of this organisation shall be The Australian VX ONE Class Association and referred to here-in as the AVXCA.

## 2. OBJECTIVES

- 2.1. To promote and maintain racing of the VX ONE as a strict one-design class ("**Closed Class Rules**") throughout Australia.
- 2.2. To preserve VX ONE's recreational features, including ease of handling, low cost of ownership, safety and comfort.
- 2.3. To help organise and promote national class events for the benefit of AVXCA members. ("**members**")
- 2.4. To affiliate with support and abide by the rules of the appropriate international, National and State Yachting Authorities.

## 3. MEMBERSHIP

- 3.1. An active 'Member' shall be a VX One owner, co-owner or family member whose annual dues have been paid. Only active members who are owners or co-owners are eligible to hold office.
- 3.2. An 'Associate Member' is a crew, helmsman or other individual supporting the class by paying annual dues.
- 3.3. Sponsoring Members shall be those individuals, companies and corporations who provide contributions and/or services to the Class or its members. The Executive Committee shall have the authority to grant this category of membership.
- 3.4. Active members may:
  - 3.4.1 Vote at meetings
  - 3.4.2 Hold office of President, Vice President, Secretary or ordinary Committee member.
  - 3.4.3 Enter and sail in sanctioned events conducted by or on behalf of the Association.
- 3.5. Associate members may:
  - 3.5.1 Attend meetings, but not vote.
  - 3.5.2 Hold office except that associate members shall not hold office of President, Vice President or Secretary.
  - 3.5.3 Enter and sail in sanctioned events conducted by or on behalf of the AVXCA

#### **4. ANNUAL FEES**

- 4.1. The Class shall be financed by annual membership fees from Active and Associated Members by collecting other fees from Sponsoring Members and other sources. The Membership fee shall be determined annually by the AVXCA Committee. All Members must renew annually. All subscriptions and fees shall be made payable to the Australian VX ONE Class Association.
- 4.2. Subscriptions and fees for each calendar year are due payable to the Class on July 1<sup>st</sup>, and no person who has not paid dues for the calendar year shall be considered a member.

#### **5. GENERAL MEETINGS**

- 5.1 At least 28 days' notice of any general meeting shall be given to members. The notice shall set out where and when meeting will be held and particulars of the nature and order of business to be transacted at the meeting.
- 5.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least 42 days prior to the date of the meeting.
- 5.3 3 full members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- 5.4 The President of the AVXCA shall be the chairperson at all meetings. Should the President not be present then the Vice President shall be the chairperson, and if the Vice President is not present, then the members shall elect a member to be chairperson for that meeting provided that the elected member is a active member.
- 5.5 At all meetings the chairperson's decision on points of order shall be final.
- 5.6 An active member shall be entitled to appoint, in writing, a person who is also a member if the AVXCA to be their proxy and attend and vote at any general meeting of the AVXCA. Written proxy or postal votes may be cast at the discretion of the Committee.
- 5.7 Subject to other rules herein, a question for decision at a general meeting, other than a special resolution, must be determined by a simple majority of active members.
- 5.8 In the event of equality of votes the chairperson shall have a casting vote in addition to a deliberate vote.

- 5.9 Unless a poll is demanded by at least 5 active members, a question for decision at a general meeting must be determined by a show of hands. If a poll is demanded by at least 5 active members, it must be conducted in a manner specified by the chairperson and the result of the poll is the resolution of the meeting on that question.
- 5.10 At the discretion of the chairperson only matters of business specified in the agenda will be voted on at general meetings. Issues raised with other business which requires a vote of members may be listed on the agenda for a subsequent meeting.

## **6. ANNUAL GENERAL MEETING**

- 6.1 The Annual General Meeting of the members shall be held at the National Titles of the AVXCA in each calendar year. In the event of there being no National Title in a particular calendar year, then no later than the month of April in that year. Members shall be given at least 28 days' notice in writing before such meeting.
- 6.2 Items for the agenda of the Annual General Meeting shall be provided to the Secretary at least 21 days prior to the Annual General Meeting.
- 6.3 The agenda shall be provided to all members at least 14 days prior to the Annual General Meeting.
- 6.4 The order of business at the meeting shall be:
- 6.4.1 The confirmation of the minutes of the previous Annual General Meeting of any special general meeting held since that meeting.
- 6.4.2 The consideration of the accounts and reports of the committee.
- 6.4.3 The election of the Committee for the ensuing 12 months.
- 6.4.4 Any other business requiring consideration by the AVXCA in general meeting.
- 6.5 The Annual General Meeting may make by-laws necessary for proper administration of the AVXCA. Any by-laws so made shall not be repealed, added to or amended unless and until:
- 6.5.1 Notice of intention to propose such appeal, addition or amendment is first given in writing by a member of the Association to the secretary of the AVXCA not later than 21 days prior to the date of the Annual General Meeting and included in the agenda for such meeting.

6.5.2 Such repeal or addition shall be proposed at the Annual General Meeting and be approved by not less than 2/3rds majority of the members of the AVXCA present at such meeting and voting thereon.

## **7. COMMITTEE**

### 7.1 Powers:

7.1.1 The affairs of the AVXCA shall be under the management and control of a Committee, which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things that are within the objects of the Association and are not, by these rules, required to be done by the Association in general meeting.

7.1.2 The Committee has the management and the control of the funds and other property of the AVXCA.

7.1.3 The Committee shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of the AVXCA that the rules are silent on.

7.1.4 The Committee shall have the power to delegate any of its powers to a sub-committee to deal with any particular matter or matters upon such terms as the Committee may think fit. The President and the Secretary shall be ex-officio members of all sub-committees.

### 7.2 The Committee shall be comprised of a:

7.2.1 President,

7.2.2 Vic President

7.2.3 Secretary

7.2.4 Treasurer

7.2.5 National Measurer

7.3 In addition to the positions listed in 8.2 the Committee may also be comprised of 1 representative (hereinafter referred to as Ordinary Committee member) from each state of a residing full member except where that State is already represented by the positions listed in 8.2 it is unnecessary to also have a State representative.

7.4 Should any vacancy occur in the Committee of the AVXCA other than in the normal course of elections?

7.4.1 If the President, Vic President, Secretary, Treasurer or National Measurer, the Committee shall fill such vacancy from the active members of the AVXCA and such member, duly elected by the Committee, shall hold office for the unexpired portion of the predecessor's term.

7.4.2 If an ordinary Committee member, the Committee may fill such vacancy from the active members of the AVXCA and such member, if duly elected by the Committee, shall hold office for the unexpired portion of the predecessor's term.

7.5 Duties:

7.5.1 The President shall:

7.5.1.1 Act as chairperson at all general and Committee meetings.

7.5.1.2 Represent the AVXCA at any function, meeting or event at which the AVXCA is to be represented.

7.5.1.3 Present a report at the Annual General Meeting.

7.5.2 The Vice President shall assist the President and in the President's absence act in that role.

7.5.3 The Secretary shall:

7.5.3.1 Keep a true record of all meetings.

7.5.3.2 Attend to correspondence, issue notices of meetings and keep records.

7.5.3.3 Carry out such duties as the Committee may from time to time direct.

7.5.3.4 Keep a roll of members of the AVXCA.

7.5.3.5 Report to meetings of the AVXCA and provide recommendations regarding the conduct of racing for members of the AVXCA and recommend any sub-committees necessary for carrying out duties associated with the conduct of racing.

7.5.3.6 Provide information to Officers of the Day or Principal Race Officers (where necessary).

7.5.4 The Treasurer shall:

7.5.4.1 Receive all monies payable to the AVXCA and give receipts for same. All monies received shall be paid into the banking account of the AVXCA.

7.5.4.2 Present at each Annual General Meeting a balance of finances of the AVXCA.

7.5.4.3 Keep proper books of accounts of all monies received and disbursed.

7.5.5 The National Measurer shall:

7.5.5.1 Lead any technical sub – committees.

7.5.5.2 Be the key point of contact between AVXCA and the VXCA regarding technical issues.

7.5.5.3 Keep a register of rating certificates.

7.5.5.4 Assist and direct state measurers.

7.6 Business of the Committee

7.6.1 The Committee shall meet as often as may be required to conduct the business of the AVXCA. The President or the Secretary or any 3 members of the Committee shall have the power to call a meeting of the Committee.

7.6.2 Except for emergencies, all notices of meetings shall be in writing and posted or sent via email to members of the Committee at least 7 days before the date of such meeting.

7.6.3 The quorum for Committee meetings shall be 3 members but shall include, at least the President or Vice President and the Secretary.

7.6.4 Meetings of the Committee need not occur in person, provided that all members of the Committee sufficient to constitute a quorum are able to communicate contemporaneously.

7.6.5 Questions arising at any meeting of the Committee shall be decided by a majority of votes and in the event of equality of

votes the chairperson shall have a casting vote in addition to a deliberate vote.

7.7 Election of Committee:

7.7.1 All Committee positions shall be subject to election at each Annual General Meeting. A retiring Committee member shall be eligible to stand for election without nomination. No other person shall be eligible to stand for election unless nominated.

7.7.2 Nomination for each candidate for election as Committee member shall be proposed and seconded by 2 active members at the Annual General Meeting.

7.7.3 The election of the Committee shall be by ballot of members present and voting thereon, held at the Annual General Meeting. No ballot shall be required when the numbers of candidates nominated for each office does not exceed the number of vacancies and they shall be declared duly elected.

7.8 Disqualification of Committee Members:

7.8.1 The office of a Committee member shall become vacant if a Committee member:

7.8.1.1 Is expelled as a member under these rules.

7.8.1.2 Becomes permanently incapacitated by health.

7.8.1.3 Is absent without apology from more than three meetings in a financial year.

**8. FINANCE**

8.1 The financial year shall be from July 1<sup>st</sup> to June 30<sup>th</sup>.

8.2 The Committee shall make a determination annually as to the amount of membership subscription but no increase to the annual subscription may be made unless ratified by a majority of members at the Annual General Meeting entitled to vote.

8.3 All monies of the Association shall be paid into the account of the AVXCA at such bank as the Committee may from time to time direct.

8.4 No monies shall be drawn from the AVXCA's account save by cheques signed by the bank signatories authorised by the Committee.



8.5 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial position of the Association.

8.6 The accounts shall be laid before the members at the Annual General Meeting.

## **9. AMENDMENTS TO THE CONSTITUTION**

9.1 The Constitution may not be altered except by a 2/3<sup>rd</sup>'s majority of the active members of the AVXCA present at an Annual or Special General Meeting. An active member shall be entitled to appoint, in writing, a person who is also a member of the Association to be their proxy and attend and vote at the Annual or Special General Meeting of the AVXCA.

9.2 All alterations, additions to, suspension, revision or amendment to this Constitution, shall be effective from the date the motion passes.

## **10. COMMUNICATION WITH MEMBERS**

10.1 All members are responsible to notify the Secretary of a change of address, contact phone number and email address (if applicable).

10.2 A notice may be given by the AVXCA to any member by serving the member with the notice personally, or by sending it by post to the address last appearing in the register of members or by emailing it to the email address last appearing in the register of members.

10.3 The accidental omission to give to any member, or the non-receipt by any member of any notice required by this Constitution, shall not invalidate or affect proceedings at such meetings.

## **11. PERPETUAL TROPHIES**

11.1 All perpetual trophies owned by or in the custody of the AVXCA and presented at sailing events and regattas remain the property of the Association, and while they may be held for a period by the winners each time such trophies are awarded they shall never become the property of an individual member.

## **12. RACING RULES**

12.1 To compete in AVXCA sanctioned events at least one of the crew must be a financial member of the AVXCA and shall comply with ISAF Rule 46. AVXCA sanctioned events are defined as those races, regattas, championships etc. arranged by the Association or conducted on behalf of the Association.

- 12.2 All races arranged by or conducted on behalf of the AVXCA shall be conducted under the current Racing Rules, Safety Regulations of Yachting Australia, Notice of Race and Sailing Instructions
- 12.3 All boats competing in AVXCA sanctioned events shall comply with the VX One Class Rules.

**13. SUSPENSION AND REMOVAL FROM MEMBERSHIP**

- 13.1 A member of the AVXCA may be suspended from membership by the Committee only after a hearing protecting his rights to due process, including a mutual exchange of evidence prior to the hearing.
- 13.2 A member may be suspended for the following:
  - 13.2.1 Committing an unlawful act in relation to the AVXCA or one of its members, or
  - 13.2.2 For any unsportsmanlike conduct contrary to the interest of the members of the AVXCA, or
  - 13.2.3 For intentional violation of VX One Class Rules.
- 13.3 A member shall not be entitled to the return of any part of his subscription in respect to any period for which he shall be suspended or removed from membership.

**14. LIMITATIONS; INDEMNITY**

- 14.1 To the maximum extent permitted under applicable law, in the execution of their powers and duties under this Constitution or under the Class Rules, no Officer or other member of the Committee (or any Sub-committee thereof) shall have any liability to any of the Members or former Members of the AVXCA, to the Class or any other person or entity by reason made in good faith by him or her or the act or omission of any other Officer or other member of the Committee.
- 14.2 To the maximum extent permitted by law, the AVXCA shall indemnify and hold harmless each Committee member (or Sub-committee thereof) of the Class from and against any liability to any person or entity arising from acts or omission such Committee or member in connection with the activities of the AVXCA and all legal fees and expenses incurred in connection therewith.