



# Oceania Laser Class Association

ABN 98 398 255 908  
PO Box 5242  
Greenwich NSW 2065  
Australia

Minutes of 2018 Annual OLCA General Meeting  
Sunshine Coast Yacht Club Room Parkyn Parade Mooloolaba  
Saturday 10 February 2018 9.30 am

Meeting opened 9.40am by Chairman Ken Hurling

## 1. Attendance

Ken Hurling, Kevin Phillips, Rob Lowndes, Kerry Waraker, John D'Helin, Clive Humphris, Frant Buceu, Lyndall Patterson, Nick Page, Chris Sadler, Chris Caldecoat, David Whait, Frank Walsh, Hugh Leister, Phil Danks, Adam French.

## 2. Apologies

Geoff Lucas (NSW & ACTLA), Mike Wilson (QLA), Bruce Utting (WALA)

## 3. Identification and confirmation of voting District Representatives

Laser District representatives present were identified to the chair.

## 4. Reports

- a. Chairman – report tabled and presented (copy attached)
- b. Treasurer and Public Officer – Geoff Lucas' report was tabled and presented by Kevin Phillips (copy attached)

## 5. Election of Office Bearers

OLCA office bearers nominated and seconded on forms tabled at the meeting were (moved Rob Lowndes seconded Lyndall Patterson) duly declared elected.

- a. President - Ken Hurling
- b. Vice-president - Nick Page
- c. Treasurer & Public Officer – Geoff Lucas
- d. Secretary – Kevin Phillips
- e. Event Director – Neville Koop

## 6. Oceania Constitution and Status

The Oceania Laser Class Association's Constitution (copy attached) was formally registered with NSW Australia Fair Trading on 18<sup>th</sup> January 2018. Registration INC1800086 (copy attached). The Australian Business Number ABN 98 398 255 908 was registered and subsequently a bank account with Westpac Bank BSB 032 085 have been established.

## 7. General Business

### Fiji Oceania Masters Events

Chris Caldecoat outlined the arrangements which are in place for the Fiji Oceania Masters events to be run from the Sofitel Resort Denarau Island Fiji between 13<sup>th</sup> and 26<sup>th</sup> October 2018.

Chris covered the arrangements made by Performance Sailcraft Australia PSA and by them with Fiji Air, Fiji Travel and the Sofitel Resort for charter travel and accommodation. Chris

outlined that one hundred new Lasers will be made available for charter for these and subsequent events in the Region. He also talked of the strong support from the Fiji administration for the events. All the details for the event are on the web site <https://www.oceanialaserchamps.com>

#### Development of Laser Sailing in Oceania

Neville Koop (Fiji – Event Director) spoke of the opportunities which OLCA created to promote the class in the region. His view was that Asia Pacific Laser region had not work particularly well for small Districts like Fiji and welcomed the new arrangement and especially the proposed Fiji event.

Chris Caldecoat added that in his view around \$3 million per year was being channelled by Laser sailors attending events from this region largely to Europe. His hope was that by setting up great events in fabulous venues we would get locals and northern hemisphere sailors to come to Oceania to compete to turn some of this flow around. Ken Hurling's report (attached) outlines some of the events which are planned for the Region in the next few years.

#### Laser Youth Sailing in Oceania

Chris Caldecoat pointed to the difficulty in terms of logistics and costs of running major youth Laser events in the Region outside of AUS and NZL. Ken Hurling outlined the aim which is to get more of these international youth events in AUS and NZL and to focus initially on Masters event/s in other Districts in the Region and then expand these to youth and open events over time.

#### Travel Logistics for International Events

There was general discussion on ways to make travel easier for sailors including options for packing tillers for international air trips.

The meeting closed at 10.50am

Kevin Phillips OLCA Secretary



# **Oceania Laser Class Association**

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Australia**

Notice of 2018 Annual General Meeting to be held at Mooloolaba Venue TBA Saturday 10 February 2018 at 9.30 am

## **AGENDA**

1. Attendance
2. Apologies
3. Identification and confirmation of voting District Representatives
4. Reports
  - a. Chairman
  - b. Treasurer and Public Officer
5. Election of Office Bearers
  - a. President
  - b. Vice-president
  - c. Treasurer & Public Officer
  - d. Secretary
  - e. Event Director
6. Oceania Constitution and Status
7. General Business

Kevin Phillips OLCA Secretary



# **Oceania Laser Class Association Inc.**

## Oceania Laser Class Association AGM 10th February 2018 - Presidents Report 2018

As you may be aware the ILCA changed its regional structure to be in line with the Olympic Movement's five geographic rings. One of these rings represents Oceania. As a result Australia is now in ILCA's Oceania Region.

There are 24 potential member countries in Oceania most have Lasers and sail in some local events. The goal ahead is to welcome them all into the ILCA family and to help facilitate and promote Laser sailing in them.

I see opportunities in the future to promote Laser sailing both here and in Oceania with initiatives such as a sailor exchange program and Laser coach exchanges between OLCA countries. I am hoping to have at least one of these operational in 2018.

Some of the consequences and actions which follow from the creation of Oceania Region are:

- The formation of the Oceania Laser Class Association OLCA is now formed with the Constitution approved and incorporation by Fair Trading NSW completed.
- Members of OLCA will be each ILCA Laser District in the Oceania Region.
- Initially OLCA will have as members 13 Laser districts from 7 countries. These countries represent 96% of the 40.6 million people in Oceania.
- Voting will be by district so Australia will continue with a strong seven voice in the Region.
- The formative OLCA committee is Ken Hurling Qld, Kevin Phillips NSW/ACT, Nic Page NZ, Neville Koop Fiji, Geoff Lucas NSW/ACT.

In the early stages all Oceania Championships will be combined with the Australian Championships and follow its rotation. From time to time the Oceania Championships will be separated. The current plan for these events up until 2021 is:

- 2017/18 OLCA events combined with the Australian Nationals were held at RQYS.
- 2018 February OLCA Masters event combined with National Masters here in Mooloolaba Qld.
- 2018 October Masters event in Fiji. The event web site and advertising poster will be available for circulation at the Mooloolaba Masters event.
- 2018/19 OLCA events combined with Australian Nationals in Devonport Tasmania.
- 2019/20 OLCA events combined with Australian Nationals in Sandringham Victoria.
- 2020 January ILCA Laser Radial Worlds Victoria Sandringham Olympic selection Event.
- 2020 January ILCA Laser Standard Worlds Victoria Sandringham Olympic selection Event.
- 2020 February Masters Nationals Masters Reunion Regatta and ILCA Masters Worlds Geelong Vic. We have booked a hall that seats 700 people for the Masters Reunion dinner.
- 2021 proposed 4.7 and Oceania Youth Championship North Marianas
- 2021/22 OLCA events combined with the Australian Nationals in Western Australia.
- 2021 A proposed Oceania Masters event in New Zealand dates TBA.

A strong reason for us to propose and make these changes is that we need to establish the brand Oceania and publicise it and where we are in the Laser and the sailing world.

So what do we see as the advantage of Oceania for the ALCA and Australian National Championships?

- In the future will see more International Sailors in attendance.
- Having this new region means we will have more cube events in our vicinity.
- The 100 point Regatta and the involvement with World Sailing can only help expand our National Championship and increase quality and numbers.
- Because of the way we rotate around Australia we will take a 100 point World Sailing event to all Australian Districts. Some of these would normally miss out. For example other classes tend to support eastern states where we support all Australian Districts and treat them as equal.
- All Oceania and Australian Championship events will come under ILCA selection for World Championship events.



# **Oceania Laser Class Association Inc.**

ABN 98 398 255 908

## Oceania Laser Class Association General Meeting 10<sup>th</sup> February 2018

### Treasurer and Public Officer's Report

My apologies for my sudden withdrawal from the regatta and not being able to be present at this meeting.

Normally I would report at the Annual General Meeting after the first year of operation however this is an opportunity to update you regarding the establishment of the new Oceania Laser Class Association.

The motivation for the establishment of OLCA and its structure is covered in President Ken Hurling's report. The establishing Constitution reflecting this structure has been drawn up and is attached.

The drafted constitution was approved by the NSW Fair Trading Commissioner on 18<sup>th</sup> January 2018 and OLCA then became an incorporated body with Registration Number INC 1800086. We applied to the Income Tax Department for an ABN and this was granted on 31<sup>st</sup> January 2018. An ABN is necessary if OLCA applies to bodies, including governments in Australia, for grants and is also necessary for other financial transactions in the course of its activities.

Following incorporation and granting of ABN we are now in the process of setting up banking accounts.

I can't report financial transactions at this stage as we have none. However I can say that in line with our constitution we don't intend to levee fees on our members – the Laser Districts in Oceania including Australia. We will establish initial working funds from the \$20 per entry charge on the entries in the Oceania and Australian Championships in December January 2017/18 at RQYS. This fee has generated \$3,340 which we will invoice and bank once our account is established.

Geoff Lucas  
OLCA Treasurer and Public Officer  
5<sup>th</sup> February 2018

# CONSTITUTION OF OCEANIA LASER CLASS ASSOCIATION INC.

Incorporated under the *Associations Incorporation Act 2009* of NSW

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## Part 1 Preliminary

### 1 Definitions

(1) In this constitution:

**district association** means a district Laser association recognised by the International Laser Class Association and located within Oceania. Where there is no affiliated or district association for a country in Oceania, the national sailing association of that country.

**district representative** means a person authorised in writing to act on behalf of a district association or national sailing association referred to in subclause (1) in respect of its membership and recognised under this constitution.

**secretary** means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no person holds that office - the public officer of the association.

**special general meeting** means a general meeting of the association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2016*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.



- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **Part 2 Objectives and Activities**

### **2 Objectives and Activities**

The association's principal objective is to promote the sport of Laser sailing in the Oceania Region. This may be by, but not limited to, the following activities:

- (a) running Regional and World Laser Class sailing events in Oceania.
- (b) facilitating Laser sail training and coaching in Oceania countries.
- (c) facilitating the supply of new and used Laser boats and equipment in Oceania countries.
- (d) publicising and promoting Oceania Laser sailing events and activities online and generally.

The association may pursue any object which is ancillary or incidental to the above objectives.

The association is a subgroup of the International Laser Class Association ILCA and as such will operate generally in accordance with the ILCA handbook and rules.

## **Part 3 Membership**

### **3 Membership generally**

(1) The membership of the association shall comprise the district associations from time to time each of which shall be represented in respect of its membership by a district representative.

(2) At the date of adoption of this constitution the members are the following district and national associations:

- (a) Australian Laser Class Association
- (b) Cook Islands
- (c) Guam
- (d) New Caledonia
- (e) New South Wales & Australian Capital Territory
- (f) New Zealand
- (g) Northern Territory
- (h) Papua New Guinea
- (i) Queensland
- (j) Republic of Fiji
- (k) South Australia
- (l) Tahiti
- (m) Tasmania
- (n) Victoria
- (o) Western Australia

## **4 Application for membership**

- (1) An application by a person for membership of the association:
  - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
  - (b) must be lodged (including by electronic means, if the committee so determines) with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
  - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable).
- (4) The secretary must enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

## **5 Cessation of membership**

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) is replaced as the district representative.

## **6 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

## **7 Resignation of membership**

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **8 Register of members**

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales Australia:
  - (a) at the main premises of the association, or
  - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **9 Fees and subscriptions**

There are no membership fees applicable for members.

## **10 Members' liabilities**

There is no liability of a member of the association 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.

## **11 Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.

- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **12 Disciplining of members**

- (1) A complaint may be made to the committee by any person that a member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

## **13 Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

## **Part 4 The committee**

### **14 Powers of the committee**

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### **15 Composition and membership of committee**

- (1) The committee is to consist the office-bearers of the association each of whom is to be elected at the annual general meeting of the association under clause 15.
- (2) The total number of committee members is to be 5.
- (3) The office-bearers of the association are as follows:
  - (a) the chairman,
  - (b) the vice-chairman,
  - (c) the treasurer,
  - (d) the secretary,
  - (e) the event director.
- (4) A committee member may hold up to 2 offices (other than both the offices of chairman and vice-chairman).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.
- (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

### **16 Election of committee members**

- (1) Nominations of candidates for election as office-bearers of the association :
  - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.

## **17 Secretary**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the committee, and
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## **18 Treasurer**

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.



## **19 Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a person to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
  - (a) dies, or
  - (b) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (c) resigns office by notice in writing given to the secretary, or
  - (d) is removed from office under clause 19, or
  - (e) becomes a mentally incapacitated person, or
  - (f) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (h) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **20 Removal of committee members**

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or chairman (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the chairman may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **21 Committee meetings and quorum**

- (1) Meetings of the committee may be convened by the chairman or by any member of the committee.
- (2) The committee will meet at least 2 times, in each 12 months period at the place and time that the committee may determine

- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - (a) the chairman or, in the chairman's absence, the vice-chairman is to preside, or
  - (b) if the chairman and the vice-chairman are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

## **22 Appointment of association members as committee members to constitute quorum**

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

## **23 Use of technology at committee meetings**

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **24 Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association or other persons that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **25 Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **Part 5 General meetings**

### **26 Annual general meetings - holding of**

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

### **27 Annual general meetings - calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

### **28 Special general meetings - calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition of at least 30% of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and
  - (d) must be lodged with the secretary, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the

requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## **29 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **30 Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members—is to be dissolved, and
  - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

### **31 Presiding member**

- (1) The chairman or, in the chairman's absence, the vice-chairman, is to preside as chairperson at each general meeting of the association.
- (2) If the chairman and the vice-chairman are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **32 Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **33 Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **34 Special resolutions**

A special resolution may only be passed by the association in accordance with section 39 of the Act.

### **35 Voting**

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

### **36 Proxy votes are permitted**

Proxy voting may be undertaken at or in respect of a general meeting.

### **37 Postal or electronic ballots**

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **38 Use of technology at general meetings**

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **Part 6 Miscellaneous**

### **39 Insurance**

The association may effect and maintain insurance.

### **40 Funds - source**

- (1) The funds of the association are to be derived from levies on the running of regatta events, sponsorship, donations and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **41 Funds - management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the advancement of Laser sailing in the Oceania Region in the manner that the committee determines.
- (2) The association will from time to time organise or sanction Oceania regional Laser regattas in association with Oceania member countries and will fund prizes and award Laser cubes and Oceania titles at these events.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

### **42 Association is non-profit**

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

### **43 Distribution of property on winding up of association**

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.



#### **44 Change of name, objects and constitution**

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

#### **45 Custody of books etc**

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

#### **46 Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records, books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

#### **47 Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **48 Financial year**

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.



Fair  
Trading

# Certificate of Incorporation as an Association

This is to certify

## **OCEANIA LASER CLASS ASSOCIATION INCORPORATED**

is registered as an incorporated association in New South Wales  
under the *Associations Incorporation Act 2009*

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Registration Number **INC1800086**

Date of Incorporation **18 January 2018**

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Issued by NSW Fair Trading on 18 January 2018.

Rose Webb  
Fair Trading Commissioner  
NSW Fair Trading

