

# Pacer Australia##

Pacer Australia Incorporated.

Constitution (*plain text is from the Model Rules and all underlined text is Association specific content*)

## Part I: Objects, Powers and Interpretation

### 1. Name and Status of Association

#### (1) Name of Association

The name of the incorporated association is Pacer Australia Incorporated. (in these Rules called "**the Association**").

#### (2) Status and Recognition of Association

The Association is recognised as the controlling authority for the Pacer Class in Australia and for all matters relevant to the sport of Sailing related to the Pacer Class and subject to compliance with this Constitution and shall administer the Pacer Class in Australia in accordance with the Objects.

### 2. Statement of Purposes and Objects of Association

These Fundamental Purposes identify the reasons why the Association exists, whereas the Objects identify the intentions of the Association to pursue, support and fulfil its purposes.

#### (1) Statement of Purposes

The Association is the peak body in Australia for the administration of the Pacer Class in the sport of Sailing. The Fundamental Purposes of the Association are to:

- (1) Encourage, promote, manage, control and develop sailing and racing of the Pacer Class as a one design family dinghy in Australia.
- (2) Promulgate and secure uniformity in, such rules as may be necessary for the management and control of the Pacer Class and Pacer Sailing in Australia.

#### (2) Objects of Association

The Objects for which the Association is established and maintained include, but are not limited to:

- (1) Foster the establishment and development of State and Territory Branches and affiliated Member Pacer Associations to form the peak bodies representing the Pacer Class in each of the States and Territories of Australia and implement these objects.
- (2) Promote the sport of Sailing generally, and affiliate as thought fit with any other bodies having objects similar to those of this Association
- (3) At all times act on behalf of and in the interest of the members, Pacer Australia and its affiliates and the Pacer Class (the boat)
- (4) Use and protect the intellectual property

#### (5) Affiliate and otherwise liaise with –

- (a) Yachting Australia including their State organizations and /or their successor organisations
- (b) The Branches, the Member Pacer Associations and Incorporated Affiliates
- (6) Review and / or determine any matters related to Pacer Sailing, which may arise, or be referred to it by any member.
- (7) Recognise any penalty imposed by any Affiliate or MYA
- (8) Represent the interests of its Individual Members and Associates and of Sailing generally in any appropriate forum in Australia
- (9) Formulate or adopt and implement appropriate policies, including in relation to sexual harassment, equal opportunity, equity, drugs in sport, health and safety, junior, senior, youth and family programs, infectious diseases and such other matters as may arise from time to time as issues to be addressed in Pacer Sailing
- (10) Promote health and safety of Individual Members and Associates.
- (11) Encourage and promote competition in Pacer Sailing Events free from performance enhancing Drugs
- (12) Foster, regulate and facilitate the organisation and management of National Pacer Sailing Events, including Association regattas and championships, competitions, displays and other activities for the Pacer Class
- (13) Through the Committee of Management, act as arbiter on all matters pertaining to the interpretation of specific issues concerning the Class Rules
- (14) Pursue through itself or other such arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of the Association and Pacer Class in Australia.
- (15) Undertake and / or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.
- (16) Apply the assets and capacity of the Association toward the achievement and fulfilment of these objects

### 3. Powers of Association, Interpretation & Alteration of the rules

#### (1) Powers of Association

Solely for furthering the Objects, the Association has the rights, powers and privileges conferred on it under the Act.

#### (2) Interpretation

##### (2.1) Definitions

In this Constitution unless the contrary intention appears, these words and / or abbreviations shall have the following meanings:

“**Act**” means the Associations Incorporation Act 1981 (Vic) or any other act under which the Association may be incorporated from time to time.

**“Affiliate” means**

- (i) A “Member Pacer Association” (MPA) or
- (ii) An “Incorporated Affiliate” and /or
- (iii) A “Branch”

**“Association year” means the year ending 30 September.**

**“Association Formula” means the mathematical formula or other method adopted in this Constitution for the purpose of determining the relative amounts of the Annual Subscription applying to all categories of members and associates of the Association**

**“By-Law” means any interim rule, by-law, regulation or policy made by the Committee under Rule 33.**

**“ballot” in these rules means voting, either secret or otherwise,**

- (i) that is submitted on official ballot papers at a meeting of members in accordance with the constitution and;
- (ii) where the number of votes for one or more motions are counted and recorded by a method determined by the Chairperson of the general meeting or as notified to the members 21 days prior to the meeting

**“Branch” means a representative organisation of Individual Members and /or Individual Associates of the Association as recognised by the Committee;**

**“committee” means the committee of management of the Association;**

**“Designated Pacer Owner” (DPO) means the individual member appointed among the Owners of an individual boat in the case of multiple owners to assume, or represent them with all the rights of membership of the Association**

**“financial year” means the year ending on 30 September;**

**“General Meeting” means the annual or any special general meeting of the Association convened in accordance with Rule 12**

**“Incorporated Affiliate” means**

- (i) an “Affiliate” association incorporated under the Act with a group consisting of six or more Individual Members and /or Individual Associates who have formed a “Branch” of the Association and;
- (ii) the “Affiliate” association does not include “Pacer” in its name, and;
- (iii) the “Affiliate” association has purposes consistent with those of the Association and where applicable has “Branch” Members who are deemed by the Association to be Individual Members and/or Individual Associates of the Association.

**“Individual Associate” means a registered financial individual associate and includes a member of an Incorporated Affiliate who has joined the Association and is not eligible to be an individual member of the Association.**

**“Individual Member” means a registered financial individual member including a member of an Affiliate with voting rights in the Association.**

**“Intellectual Property” means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Association or any event, competition or activity of or conducted, promoted or administered by the Association.**

**“ISAF” means International Sailing Federation and /or their successor organisations**

**“Life Member” means an individual upon whom life membership of the Association has been conferred under Rule 4 (3)**

**“Member Pacer Association or MPA” means an “Affiliate” association incorporated under the Act with purposes consistent with those of the Association that includes “Pacer” in its name and whose Members are deemed by the Association to be Individual Members and/or Associates of the Association;**

**“Member” means an individual member for the time being of the Association under Part II of this Constitution.**

**“Membership” means**

- (i) A collective reference to all individuals who have joined the Association as individual members or individual associates and includes all groups who have joined the Association as Affiliates for the time being under Part II of this Constitution.
- (ii) Status held by an individual who has joined the Association whether they are an individual member, an individual associate or a life member.

**“Member Yachting Association or MYA” means a state or territory peak body of Yachting Australia or their successor organisations.**

**“Objects” means the objects of the Association**

**“ordinary member of the committee” means a member of the committee who is not an officer of the Association under Rule 21;**

**“Pacer Class” means ‘the boat’ as intellectual property including the distinctive features of the design and construction of the hull, the sails, the spars and equipment described in the Pacer Class Rules as set out in Appendix A of this Constitution**

**“Pacer Sailing” means**

- (i) the activities involved with participation of the membership in Association events and where applicable governed by the Pacer Sailing Rules as set out in Appendix B of this Constitution
- (ii) name of the official website of the Association and refers to the content of the website and other publications as part of the intellectual property of the Association

**“poll” in these rules means voting at a meeting of members in accordance with the constitution where the number of individual votes are counted and recorded by a method determined by the Chairperson of the meeting or by a method as notified to the members 21 days prior to the meeting**

**“Regulations” means regulations under the Act;**

**“relevant documents” has the same meaning as in the Act.**

**“Seal”** means the common seal of the Association and includes any official seal of the Association.

**“Special Resolution”** means a resolution passed:

- (i) at a General Meeting of the Association of which 21 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Members in accordance with this Constitution; and
- (ii) by at least three quarters of votes of those Members who, being entitled to vote, vote in person or by proxy at the meeting.

**“YA”** means Yachting Australia including reference to their State organizations and /or their successor organisations

### **(2.2) Secretary and Public Officer**

In these Rules, a reference to the Secretary of an Association is a reference -

- (i) If a person holds office under these Rules as Secretary of the Association - to that person; and
- (ii) In any other case, to the public officer of the Association.

### **(2.3) Interpretation of Constitution**

In this Constitution:

- (i) a reference to a function includes a reference to a power, authority and duty;
- (ii) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (iii) words importing the singular include the plural and vice versa;
- (iv) words importing any gender include the other genders;
- (v) references to persons include corporations and bodies politic;
- (vi) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (vii) statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (viii) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

### **(2.4) Severance**

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase can not be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

### **(2.5) Expressions in Act**

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

### **(2.6) Model Rules**

The model rules made under the Act are expressly displaced by this Constitution.

### **(3) Alteration of the Rules**

These Rules and the Objects of the Association must not be altered except in accordance with the Act.

This Constitution shall not be altered except by Special Resolution.

## **Part II: Membership**

### **4. Membership, entry fees and subscription**

#### **(1) Individual Members**

- (a) A person may be eligible as an individual member when he or she is:
  - (i) designated Pacer owner over the age of 16 at the commencement of the Association year
  - (ii) A non Pacer-owner over the age of 16 at the commencement of the Association year after two years as an Individual Associate.
- (b) Application for membership shall be made to the Association through a Branch or a Member Pacer Association.
- (c) Application for membership may be made direct to the Association when no suitable Branch or Member Pacer Association exists.

#### **(2) Individual Associates**

- (a) Those individuals interested in furthering the Purposes of the Association who are not eligible to be individual members may become Associates of the Association by the procedure described in Rule (1) (b) & (c)
- (b) Associates shall have all the privileges of the Association including the right to sail in Association events as Skipper and/or Crew; but excluding the right to vote at meetings, the right to nominate candidates for Office, the Committee, and the right to be elected as an Office bearer or Ordinary Member of the Committee.

**(3) Life Membership**

- (a) An Affiliate or the Committee may nominate an Individual Member for Life Membership who –
  - (i) Has given outstanding service and exceptional commitment to the Association and its objects over a long and substantial part of their life
  - (ii) Has been held in high regard and appreciation by the membership of the Association during that time.
- (b) The nomination must be on the prescribed form (if any) and must be submitted to the Secretary at least 60 days before the date set down for the annual general meeting.
- (c) A resolution to confer Life Membership must be supported and carried unanimously by the Committee.
- (d) Life Members shall be excused the right to be elected as an Office bearer of the Association or as an ordinary member of the Committee.

**(4) Membership status**

- (a) A person who applies and is approved for membership as provided in these Rules is eligible for membership of the Association on payment of the entrance fee and annual subscription payable under these Rules.
- (b) A person who does not hold membership of the Association at the time of the incorporation of the Association (or who has ceased to be an Individual member or associate) must not be re-admitted to membership unless -
  - (i) he or she applies for membership in accordance with sub-rule (c); and
  - (ii) the admission as an individual member or associate is approved by the committee.
- (c) An application of a person for membership of the Association must be –
  - (i) Made in writing in the form set out in Appendix 1;
  - (ii) Lodged with the Secretary of the Association.
- (d) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- (e) The committee must determine whether to approve or reject the application.
- (f) If the committee approves an application for membership, the Secretary must, as soon as practicable –
  - (i) Notify the applicant in writing of the approval for membership; and
  - (ii) Request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (g) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (h), enter the applicant's name in the register of membership.

- (h) An applicant for membership becomes an individual member or associate and is entitled to exercise the rights of membership when his or her name is entered in the register of membership.
- (i) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (j) A right, privilege, or obligation of a person by reason of membership of the Association -
  - (i) is not capable of being transferred or transmitted to another person; and
  - (ii) terminates upon the cessation of membership whether by death or resignation or otherwise.

**(5) Entrance fees and subscriptions**

- (a) The entrance fee is determined by the committee annually.
- (b) The annual membership subscription amount is determined by the committee annually with the application of the Association Formula as follows –
  - (i) The full fee amount payable for the annual membership subscription applies to one adult membership as an Individual Member or Associate
  - (ii) The individual concession fee is two thirds of the full fee described in Sub-rule (i).
  - (iii) The family concession fee is four thirds of the full fee described in Sub-rule (i).
- (c) The concession fees are applicable as follows –
  - (i) The individual concession fee applies to those less than eighteen years of age and to full time students less than 25 years of age at the commencement of the Association year.
  - (ii) The family concession fee applies to those who nominate on the membership application / annual renewal form – a combined membership consisting of the “principal” adult membership and / or an additional adult membership for the “principal’s partner” and where applicable for the additional membership for all of their dependant children less than eighteen years of age and including full time students less than 25 years of age.
- (d) The annual membership subscription is payable in advance on or before the commencement of the Association year or as determined by the committee.
- (e) The annual membership subscription payable to the Association by a group of members of an Incorporated Affiliate is determined by the committee annually based on a fee schedule for groups and this applies only in the case of Pacer boats owned organisation.

**(6) Effect of Membership**

- (1) An individual in accepting membership acknowledges and agrees that:
  - (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws;

- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Committee or any duly authorised committee;
- (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
- (d) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of the Association, the Membership and the Pacer Class
- (e) this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of The Pacer Class; and
- (f) they are entitled to all benefits, advantages, privileges and services of Association membership.

### 5. ***Register of the membership***

- (1) The Secretary must keep and maintain a register of membership containing –
  - (a) The name and address of each member or individual associate and
  - (b) The date on which each member, or individual associate's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register subject to the following:
  - (a) Copies of the register are strictly confidential and are to be used for Pacer Association purposes only and in accordance with the Act and Privacy Legislation where relevant.
  - (b) The data collected for the register and extracted from the register must be the minimum required for the immediate purposes of the Association.
  - (c) The data from the register must not be extracted where the purpose is individual commercial gain.
  - (d) The data from the register pertaining to minors must not be extracted for other than Association purposes.
- (4) The register shall be brought up to date and closed 21 days prior to the date of a meeting for the purpose of determining the number of eligible members, for the endorsement of nominees for committee and for the proposal of a motion that is a special resolution at that meeting.

### 6. ***Ceasing membership***

- (1) A member or individual associate of the Association who has paid all moneys due and payable by a member or individual associate to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1) –
  - (a) The member or individual associate ceases membership; and

- (b) The Secretary must record in the register of membership the date on which the member, or individual associate ceased membership.

### 7. ***Discipline, suspension and expulsion from membership***

- (1) Subject to these Rules, if the committee is of the opinion that a member or individual associate has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member, or individual associate or prejudicial to the interests of the Association, the committee may by resolution--
  - (a) Fine that member or individual associate an amount not exceeding \$500; or
  - (b) Suspend that member or individual associate from membership of the Association for a specified period; or
  - (c) Expel that member or individual associate from the Association.
- (2) A resolution of the committee under sub-rule (1) does not take effect unless -
  - (a) At a meeting held in accordance with sub-rule (3) the committee confirms the resolution; and
  - (b) If the member or individual associate exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member, or individual associate in accordance with sub-rule (4)
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member, or individual associate a written notice –
  - (a) Setting out the resolution of the committee and the grounds on which it is based; and
  - (b) Stating that the member, or individual associate or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member, or individual associate and
  - (c) Stating the date, place and time of that meeting; and
  - (d) Informing the member, or individual associate that he or she may do one or both of the following –
    - (i) Attend that meeting;
    - (ii) Give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) Informing the member, or individual associate that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must –
- Give the member, or individual associate or his or her representative, an opportunity to be heard; and
  - Give due consideration to any written statement submitted by the member, or individual associate and
  - Determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member or individual associate may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7) –
- No business other than the question of the appeal may be conducted; and
  - The committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - The member, or individual associate or his or her representative, must be given an opportunity to be heard; and
  - The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## 8. *Disputes and mediation*

- The grievance procedure set out in this rule applies to disputes under these Rules between –
  - A member or individual associate and another member or individual associate; or
  - A member or individual associate and the Association.
- The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 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 10 days, hold a meeting in the presence of a mediator.
- The mediator must be –
  - A person chosen by agreement between the parties; or

- In the absence of agreement –
    - In the case of a dispute between a member or individual associate and another member, or individual associate a person appointed by the committee of the Association; or
    - In the case of a dispute between a member or individual associate and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
- Give the parties to the mediation process every opportunity to be heard; and
  - Allow due consideration by all parties of any written statement submitted by any party; and
  - Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) 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.

## *Part III: General Meetings*

### **9. *Annual general meetings***

- The committee may determine the date, time and place of the annual general meeting of the Association.
- The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- The ordinary business of the annual general meeting shall be –
  - To confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - To receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
  - To elect officers of the Association and the ordinary members of the committee; and
  - To receive and consider the financial statement submitted by the Association in accordance with section 30(3) of the Act.
- The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

**10. Special general meetings**

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting may consist of several documents in like form, each signed by one or more of the members making the requisition and must--
  - (a) State the objects of the meeting; and
  - (b) Be signed by the members requesting the meeting; and
  - (c) Be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

**11. Special business**

- (1) All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

**12. Notice of general meetings**

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent –
  - (a) By prepaid post to the address appearing in the register of members; or
  - (b) If the member requests, by facsimile transmission or electronic transmission.

- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.
- (5) Members numbering 5% of the eligible members (being members entitled under these Rules to vote at a general meeting) must endorse proposals for motions that are for Special Resolutions, and nominations for officers and members for the Committee.
- (6) The notice for the proposal of a motion that is for a Special Resolution must include the full particulars of the motion.

**13. Quorum at general meetings**

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the ordinary business of a general meeting.
- (3) Members numbering one third of eligible members (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the special business of a general meeting, and must include five members personally present and those who are not personally present but with their proxies delivered and lodged by valid proxy holders.
- (4) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present –
  - (a) In the case of a meeting convened upon the request of members – the meeting must be dissolved; and
  - (b) In any other case – the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (5) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting –
  - (a) The members personally present (being not less than 3) shall be a quorum for ordinary business
  - (b) Special business shall be formulated as a poll by ballot of the entire membership open to all eligible members to a further adjourned meeting.
  - (c) The further adjourned meeting shall be held at a place determined by the committee within three months of the prior meeting and after 21 days from the circulation of the ballot and the notice of the meeting.

- (d) If at the further adjourned meeting a quorum including valid proxies is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) and the valid proxies they hold shall constitute a quorum for special business.

#### **14. Presiding at general meetings**

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

#### **15. Adjournment of meetings**

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

#### **16. Voting at general meetings**

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

#### **17. Poll at general meetings**

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

- (3) After a poll has been demanded on an item that is for a Special Resolution, votes shall be accepted when the member is eligible to vote, voting occurs on properly completed official ballot papers that include the meeting date and the items listed; and
  - (a) The member is personally present; or
  - (b) The member is not personally present and a Special Form of Appointment of Proxy (Appendix 4) with attached official ballot papers are properly completed.

#### **18. Manner of determining whether resolution carried**

- (1) If a question arising at a general meeting of the Association is determined on a show of hands-
  - (a) A declaration by the Chairperson that a resolution has been –
    - (i) Carried; or
    - (ii) Carried unanimously; or
    - (iii) Carried by a particular majority; or
    - (iv) Lost; and
  - (2) 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) If a question arising at a general meeting of the Association is determined by a poll it must be conducted in such manner as the Chairperson may direct and consistent with sub-rule (1)
- (4) If the question is a proposal for a Special Resolution the particular majority shall be determined by three quarters of the total votes recorded by those eligible members personally present, including any eligible votes of members not personally present that are delivered by valid proxy holders in accordance with Rule 19 (1) (a) and the proxy holders are present at the general meeting.

#### **19. Proxies and Postal Ballots**

- (1) Proxy Voting Permitted
  - (a) Proxy voting shall be permitted at all General Meetings provided a proxy form in the form set out in Appendix 2 or 3 and otherwise as set out in Appendix 4 with attached ballot papers from time to time provided the form has been duly completed and executed and is lodged with the Secretary at least 48 hours before the commencement of the meeting.
  - (b) Proxies shall only be exercised by proxy holders who are individual members on behalf of Members entitled to vote at general meetings
    - (i) Proxy holders may vote at their discretion on behalf of the Individual member who has given the proxy only in the case of matters under Rule 7 (7)
    - (ii) In all other matters, the Proxy holder acts as a courier for the lodgement of the required proxy documents under Sub-Rule (a).



- (c) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
  - (d) For the proxy to be valid a Member must instruct the proxy to vote either in favour of or against any proposed resolutions and this must be marked on the proxy form or attached ballot paper, except in the case of matters under Rule 7 (7).
  - (e) Prior to the General meeting, the Secretary shall count and record the proxy voting lodged under Sub-Rule (a) and the results shall be scrutinised in a manner determined by the Committee.
- (2) Postal Ballot
- (a) To assist the Committee in its deliberations relating to the adoption of one or more new By-laws under Rule 40, between General Meetings, the Committee may conduct or call a postal ballot in such manner as it considers necessary.

#### Part IV: Committee of Management

##### **20. Committee of Management**

- (1) The affairs of the Association shall be managed by the committee of management.
- (2) The committee –
  - (a) Shall control and manage the business and affairs of the Association; and
  - (b) May, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
  - (c) Subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to section 23 of the Act, the committee shall consist of –
  - (a) The officers of the Association; and
  - (b) A minimum of four and maximum of eight ordinary members each of whom shall be elected at the annual general meeting of the Association in each year.

##### **21. Office holders**

- (1) The officers of the Association shall be –
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer; and
  - (d) a Secretary.

- (2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election, excepting that no Officer shall hold any one position for more than three consecutive years
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

##### **22. Ordinary members of the committee**

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

##### **23. Election of officers and ordinary committee members**

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be –
  - (a) Made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) Delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office or as an ordinary member of the committee prior to the annual general meeting.
- (3) An Affiliate may endorse one candidate for every full eighth of the Association members eligible that it represents consistent with Rule 5(4) or part eighth less than unity.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting as follows –
  - (a) Further candidates endorsed by the Affiliate consistent with sub-rule (3) may be nominated and if nominations do not exceed vacancies, the candidates nominated shall be deemed to be elected

(b) If insufficient nominations are received to fill all vacancies on the committee after sub-rule (5) (a) further nominations may be received and if nominations do not exceed vacancies, the candidates nominated shall be deemed to be elected.

- (6) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (7) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

#### **24. Vacancies**

- (1) The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member –
- (a) Ceases to be a member of the Association; or
- (b) Becomes an insolvent under administration within the meaning of the Corporations Act; or
- (c) Resigns from office by notice in writing given to the Secretary.

#### **25. Meetings of the committee**

- (1) The committee must meet at least three in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee

#### **26. Notice of committee meetings**

- (1) Written notice of each committee meeting must be given to each member of the committee at least seven business days before the date of the meeting.
- (a) By prepaid post to the address appearing in the register of members; or
- (b) If the member requests, by facsimile transmission or electronic transmission.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

#### **27. Quorum for committee meetings**

- (1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present--
- (a) In the case of a special meeting - the meeting lapses;
- (b) In any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

#### **28. Presiding at committee meetings**

- (1) At meetings of the committee -
- (a) The President or, in the President's absence, the Vice-President presides; or
- (b) If the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

#### **29. Voting at committee meetings**

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

#### **30. Removal of committee member**

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

#### **31. Minutes of meetings**

- (1) The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.
- (2) Copies of the minutes of the resolutions and proceedings of general and Committee meetings shall be sent to all Committee members and to all Member Pacer Associations and Branches.

***Part IV: Miscellaneous*****32. Funds**

- (1) The Treasurer of the Association must--
  - (a) Collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.
- (4) The funds of the Association which are derived from entrance fees and annual subscriptions shall be apportioned between the Affiliates and the Association as determined from time to time by the Committee.
- (5) An Auditor, who shall not be a member of the Committee, may be elected at the Annual General Meeting and if so appointed shall audit the books of the account of the Association together with the relevant financial records.

**33. Seal**

- (1) The Secretary shall provide for the safe custody of the common seal of the Association.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

**34. Notice to members or the membership****(1) Manner of Notice**

- (a) Notices may be given by the Secretary to any Member or the Membership by delivery in person, except in the case of Rule 12 or sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected two (2) days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

**(2) Notice to Individual Members**

- (a) Notice to Individual Members (where appropriate or required) shall be deemed given by notice being given in accordance with this Constitution to the Affiliate of that Individual Member.

**(3) Notice to all Membership Categories**

- (a) Notice given to members as described previously in Rule 34 may apply to all membership categories set out in Rule 4 of this Constitution (where appropriate or required) and be given in like manner to persons entitled to receive notice as determined by the committee.

**35. Winding up**

- (1) In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

**36. Custody and inspection of books and records**

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association acknowledging that in doing so such information is strictly confidential and shall be used for Association purposes only and in accordance with relevant Privacy Legislation.

**37. The Pacer Class, measurement rules and certification control**

- (1) The Pacer Class Rules are set out in Appendix A of this Constitution.
  - (a) The authority of the Pacer Class is the Association
  - (b) The Pacer Class Rules document is controlled by the Association; and
    - (i) copies of the document shall be made available for the cost of producing the copy or otherwise made available at the discretion of the Association
    - (ii) the intellectual property contained in the document remains the property of the Association
    - (iii) the document is made available without liability to the Association who are under no legal responsibility with respect to these class rules
    - (iv) responsibility for the application, currency or utilisation of the document by any person or organisation resides solely with them.

- (c) The Committee shall nominate and seek to appoint a National Measurer at the first meeting of the Committee after the Annual General Meeting who shall:
- (i) Be an ordinary member of the committee
  - (ii) Liaise with the committee, other official measurers and builders
  - (iii) Coordinate and facilitate the tasks of the official measurers of the affiliates
- (d) Each Affiliate shall similarly appoint an Official Measurer who shall:
- (i) Undertake certification control of Pacer Hulls, Hull Appendages and Rigs and record compliance and/or measurements
  - (ii) Undertake certification control of Sails and mark and date them
  - (iii) Perform Conditions for Racing inspections and measurements
  - (iv) Perform Equipment Inspections at Association events when requested by the Affiliate; or
  - (v) Be represented by an Acting Measurer appointed by the Committee, who shall when requested by the Sailing Committee, perform Equipment Inspections at Association events.
- (2) Any interpretation of the Pacer Class Rules required at an Association Event shall be determined by the Organising Committee, Sailing Committee or Race Committee for that Event and notified to the participants via the Sailing Instructions or by procedures for changes to Sailing Instructions and is valid only for the duration of that Association Event. Any issue requiring interpretation of the Pacer Class Rules in these circumstances shall subsequently be resolved in accordance with Rule 37(3)
- (3) Any unresolved non-compliance with the Pacer Class Rules shall be referred to the National Measurer who shall review and present these to the Committee. After deliberation and where appropriate –
- (a) The Committee shall notify the Pacer Owner of any non-compliance with the Pacer Class Rules and/or
  - (b) The Committee may formulate a new or amended by-law in accordance with Rule 40 of this Constitution.
  - (c) The Committee may formulate proposed amendments to the Pacer Class Rules to be submitted as one or more special resolutions to a meeting of the members convened in accordance with this Constitution.
- (4) An Official Measurer shall not certify or measure a boat, spars, foils, sails or equipment owned, designed or built by the Official Measurer, or in which the Official Measurer is an interested party, or has a vested interest.
- (5) The Association shall not –
- (a) offer licences to Boat Builders for the production of hulls or to any providers of equipment required for compliance with Appendix A – the Pacer Class Rules.
  - (b) offer any form of certification or licensing of construction kits, moulds, jigs or other devices used in the production of hulls and equipment.

- (c) permit certification control or fundamental measurement in the Pacer Class to be undertaken by Boat Builders or providers of equipment.
- (d) enter into contractual agreements with Builders or providers of equipment, except for routine transactions of normal day to day business within the scope of this constitution, unless and until there is compliance with Rule 44

### **38. Affiliates and sub-committees**

#### **(1) Affiliate Constitutions**

##### **(1.1) Compliance of Affiliates**

The Affiliates acknowledge and agree that, when eligible under this Constitution, each of them shall:

- (1) Generally have regard to the Objects
- (2) Abide by this Constitution.
- (3) Recognise Pacer Australia as the national peak body and the controlling body of the Pacer Class in Australia; and
- (4) When requested by the committee, adopt within the Name of the Affiliate, the words “Pacer” and the relevant “State or Territory” and become the peak body in that State or Territory, except that this sub-rule shall not apply to Incorporated Affiliates.
- (5) Nominate;
  - (a) candidates for election as ordinary members of the Committee and or Officers of the Association in accordance with Rule 23 to represent it at the Committee Meetings of the Association; or
  - (b) an Affiliate Representative, where only Associates participate in a Branch, who will liaise with the Committee and may be invited to participate but not vote at the Committee Meetings of the Association;
- (6) Provide the Association with such information as the Association may reasonably require including copies of any financial reports and statements, its annual report and other associated documents within 30 days of such request by the Association;
- (7) Be solvent; and
- (8) Pay an annual affiliation fee as determined by the Committee.

##### **(1.2) Constitution of the Affiliate**

The constituent documents of a Member Pacer Association or an Incorporated Affiliate shall not be in conflict with the Objects and will conform with this Constitution, subject to any requirements in the Act, and at least to the extent of:

- (1) the Objects;
- (2) the structure and membership categories of the Association;
- (3) recognising the Association as the national peak body for the Pacer Class in Australia;
- (4) recognising the Association as the final arbiter on matters pertaining to the national peak body for the Pacer Class in Australia, including disciplinary proceedings;

- (5) such other matters as are required to give full effect to the Association's Constitution;
- (6) with such incidental variations as are necessary having regard to the Act.
- (7) A Member Pacer Association or an Incorporated Affiliate shall take all reasonable steps necessary to ensure its constituent documents are:
  - (a) in conformity with the Association's Constitution at least to the extent set out in Rule 38 (1) (b); and
  - (b) amended in conformity with future amendments made to the Association's Constitution;
  - (c) subject to any prohibition or inconsistency in the Act.
- (8) Upon request, a Member Pacer Association or an Incorporated Affiliate shall provide to the Association a copy of its constituent documents and all amendments to these documents.

### **(1.3) Affiliate Register**

Each Affiliate shall maintain a membership & boat register, in a form and with such details as are acceptable to the Association, including a separate register of all Individual Members of the Affiliate. Each Affiliate shall provide a copy of the register at a time and in a form acceptable to the Association, and shall provide prompt and regular updates of the register to the Association when requested by the Association.

### **(2) Sub-committees**

The Committee may from time to time appoint from members of the Association such sub-committees as it may deem necessary for the functioning of the Association. Such sub-committees so appointed shall at all times be responsible to the Committee.

### **(3) Branches**

The Committee may form or approve the formation of a Branch consisting of individual members and/or individual associates where no Member Pacer Association or Branch exists that represents a part of the membership and there are at least six in that part of the membership and six registered boats and that there is a minimum of four to constitute a Branch Sub-Committee.

### **(4) Branches becoming Member Pacer Associations or Incorporated Affiliates**

- (a) A Branch may apply to the Committee to become a Member Pacer Association or an Incorporated Affiliate
- (b) An Association (X) may become a Member Pacer Association or an Incorporated Affiliate when that Association (X)
  - (i) complies with rule 38(1) and ;
  - (ii) is resolved by the members at a general meeting to be a Member Pacer Association or an Incorporated Affiliate and;
  - (iii) includes Pacer in its Association name that is approved by Pacer Australia
  - (iv) except that an Incorporated Affiliate need not comply with sub-rule (b)(iii)

## **39. Association Events**

- (1) Association Events are defined as being such events as may be organised by the Committee or by sub-committees appointed in accordance with this Constitution.
  - (a) On behalf of Pacer Australia, the Committee shall preside on matters relating to policy and adopt the role of peak governing body for administering all Association Events.
  - (b) The Committee shall determine and/or approve the timing and location of all Association Events.
  - (c) On behalf of Pacer Australia, the Committee shall appoint one or more representatives to officiate at all Association events.
  - (d) The Committee may delegate the role of Organising Committee to an appointed sub-committee, with the responsibility for an Association Event including event proposals, agreements, schedules and financial arrangements with the Host Organisation
  - (e) The Organising Committee shall appoint a minimum of three experienced members of the Association to form an Event Sailing Committee to liaise with the Host Organisation and the Race Committee and provide recommendations on matters relevant to the Association for the duration of the event.
  - (f) The Committee shall develop and maintain current guidelines for use by Organising Committees of Association Events including standard forms of
    - (i) Proposal to potential Host Organisations.
    - (ii) Formal Agreement with nominated Host Organisation,
    - (iii) Notice of Race to be approved in conjunction with Host Organisation
    - (iv) Sailing Instructions to be approved in conjunction with Host Organisation.
- (2) No boat shall be permitted to race in Association events; unless –
  - (a) It is the holder of a valid measurement certificate, issued by the relevant Measurer, and –
  - (b) the Designated Pacer Owner is a financial member and/or associate of the Association, except that with approval of the Sailing Committee and/or Race Committee –
    - (i) a signed Measurement Declaration Form may be completed for one event only or at the discretion of the Organising Committee and accepted in lieu of the valid measurement certificate; and –
    - (ii) no relevant measurement discrepancy is identified during the event.
- (3) All participants in Association events including both the skipper and each person nominated as crew shall be financial members of the Association.
- (4) Association Trophies and other Awards shall be administered by the Committee on behalf of Pacer Australia including: the
  - (a) Custody and the awarding of Perpetual Trophies, other Trophies and Awards.

- (b) Proposals for creation, acceptance or termination requirements and the custody of deed of gifts where applicable.
- (c) Schedule of Perpetual Trophies, other Trophies and Awards is to be itemised and updated from time to time in a register maintained by the Committee.
- (d) Perpetual Trophies awarded to individual members and / or associates and as a condition of the award, shall be kept in secure circumstances for a maximum of 300 days and otherwise returned to the Secretary when requested by Pacer Australia

#### **40. By-Laws**

##### **(1) Committee to Formulate By-Laws**

The Committee may formulate, approve, issue, adopt, interpret and amend such bylaws, regulations and policies (“By-Laws”) for the proper advancement, management and administration of the Association, the advancement of the Objects and the Pacer Class as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution.

##### **(2) By-Laws Binding**

All By-Laws made under this Rule shall be binding on the Association and the Membership and remain valid until the next general meeting when they are to be ratified and adopted as part of the Constitution, otherwise they shall lapse.

##### **(3) Notices Binding on Members**

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Affiliates by means of notices approved by the Committee and prepared and issued by the Secretary. Affiliates shall be obliged to draw such notices to the attention of their respective Membership. Notices are binding upon all categories of the Membership

#### **41. Indemnity**

##### **(1) Officers & Committee Members to be indemnified**

Every Officer and Committee Member of the Association shall be indemnified to the extent provided under the insurance policy of the Association against any liability incurred by him/her in his/her capacity as Officer and Committee Member of the Association in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him/her by the Court.

##### **(2) Association to Indemnify**

The Association shall indemnify its Officers and Committee Members to the extent provided under the insurance policy of the Association against all damages and costs (including legal costs) for which any such Officer or Committee Member of the Association may be or become liable to any third party in consequence of any act or omission except wilful misconduct in the case of an Officer or Committee Member performed or made whilst acting on behalf of and with the authority, express or implied of the Association.

#### **42. Source of funds**

- (1) The funds of the Association may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Committee determines.

#### **43. Application of income**

##### **(1) Income and Property Applied to Objects**

The income and property of the Association shall be applied solely towards the promotion of the Objects.

#### **44. Authorisation of the members**

- (1) The funds, income and property of the Association may not be derived from or committed to any contractual arrangement that creates a legal liability to the Association; that is –
  - (a) inconsistent with the ordinary business and routine annual financial transactions of the Association from time to time; unless –
    - (i) an authorisation is obtained by the Committee from the members by a special resolution of a general meeting of members; and –
    - (ii) full disclosure and particulars are made available to the members in accordance with the Constitution and the Objects

Appendix 1

APPLICATION FOR MEMBERSHIP

\*\*\*\*\* (Insert current form) \*\*\*\*\*

PACER AUSTRALIA INCORPORATED

Type of Membership sought (fill in full name of Applicant (s) in the spaces below)

FAMILY

Name .....
Name .....
Children living at home ..... Date of Birth .....
Date of Birth .....

SENIOR ..... Date of Birth .....

JUNIOR ..... Date of Birth .....

ASSOCIATE.....

POSTAL ADDRESS..... Postcode.....

PHONE.....

BOAT DETAILS:

SAIL NUMBER..... BOAT NAME.....

SAIL NUMBER..... BOAT NAME.....

CLUB.....

I/We desire to become a member of the Pacer Association of Australia. In the event of my admission as a member, I/We agree to be bound by the rules of the Association for the time being in force.

SIGNATURE OF APPLICANT.....

DATE.....

As a member of the Pacer Association of Australia, I nominate the applicant, who is personally known to me for membership of the association.

NOMINATED BY.....

SIGNATURE..... DATE.....

As a member of the Pacer Association of Australia, I second the nomination of the applicant, who is personally known to me for membership of the association.

SECONDED BY.....

SIGNATURE..... DATE.....

Appendix 2

FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 7(7)

I..... (name)

of..... (address)

being a member of..... (Name of Incorporated Association)

appoint..... (name of proxy holder)

of..... (address of proxy holder)

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under Rule 7(7) to be held on the.....

(date of meeting) and at any adjournment of that meeting.

I authorize my proxy to vote on my behalf at their discretion in respect of the following resolution (Insert details of resolution passed under rule 7 (1))

Signed.....

Date.....

Appendix 3

FORM OF APPOINTMENT OF PROXY

I.....  
(name)

of.....  
(address)

being a member of.....  
(Name of Incorporated Association)

appoint .....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the annual /special \* general meeting of the Association to be held on

.....  
(date of meeting)  
and at any adjournment of that meeting.

My proxy is authorised to vote on my behalf in favour or / against\* the following resolution (Insert details of resolution)

Signed.....

Date.....

\* ( delete if not applicable )

Appendix 4

SPECIAL FORM OF APPOINTMENT OF PROXY WITH ATTACHED BALLOT PAPERS

I.....  
(name)

of.....  
(address)

being a member of.....  
(Name of Incorporated Association)

appoint .....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the annual /special \* general meeting of the Association to be held on

.....  
(date of meeting)  
and at any adjournment of that meeting.

My proxy is authorised to vote on my behalf by lodging my copy of the attached official ballot papers in accordance with the Constitution with my votes on the resolution(s) listed therein marked in favour or / against\* and signed by me where indicated

Signed.....

Date.....

\* ( delete if not applicable )