

# **Cherub Association of New South Wales Incorporated**

## **Constitution**

### Article 1. Name

- 1.1 Cherub Association of New South Wales Incorporated.

### Article 2. Address

- 2.1 The address of the Association shall be as from time to time determined by the Council of the Association.

### Article 3. Objects

- 3.1 To regulate and promote the Cherub Class within the State of New South Wales to the concept of the Cherub Class International Association and under the authority of the Cherub National Council of Australia.
- 3.2 To affiliate with and follow the requirements of the Cherub National Council of Australia, the Yachting Association of New South Wales and any other body which in the opinion of the Council is likely to further its objects.
- 3.3 To promote and coordinate Inter-fleet competition and to organise and control an Annual NSW Cherub Class Championship.
- 3.4 To pursue and further the interests of the Cherub 12 ft. Restricted Class Yachts, its owners and sailors.

### Article 4. Membership

- 4.1 Membership shall be accorded Cherub Class Owners Fleets within NSW including ACT. The Council shall have absolute discretion to accord membership to any other national or international Cherub Class Owner Fleet.
- 4.2 A Cherub Class Owners Fleet may be formed in any club affiliated to the Yachting Association of New South Wales where there are Cherubs actively engaged in racing together.
- 4.3 It shall be a condition of membership that Cherub Class Owners Fleets applying for membership agree in writing to observe and be bound by this Constitution and the By-Laws as amended from time to time.
- 4.4 A Cherub Class Owners Fleet desirous of admission as a member of the Association shall;
- (a) make application in writing to that effect in the form determined by Council from time to time.

- (b) lodge details of registered numbers, names and owners of Cherubs registered with the fleet.
  - (c) pay to the Association with the application such Fleet Affiliation Fee as may be determined by Council from time to time.
- 4.5 Applications for membership will be considered at the next meeting of the Council and admission shall be by resolution of a two-third majority of Councillors and Officers of the Association present and entitled to vote.
- 4.6 The Council may at its discretion bestow life membership upon any individual, who in the opinion of the Council has rendered meritorious service to the Association. The said Honorary Life Member shall be entitled to attend and address the Council at any meeting of the Association, however, the said Member shall hold no voting rights at the aforementioned meeting.
- 4.7 A Member Fleet ceases to be a member of the Association if that Member Fleet;
- a) ceases to exist or
  - b) resigns membership or
  - c) is expelled from the association.
- 4.8 A Member Fleet of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice at least one month (or such other period as 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.
- 4.9 The Public Officer of the Association must establish and maintain a Register of Members of the Association specifying the name and address of each person who is a member of the Association together with a date on which the person became a member.
- 4.10 The Register of Members must be kept at the principal place of administration and must be open for inspection, free of charge by any member of the Association at any reasonable time.

#### Article 5      Duty of Members

- 5.1 Member Fleets shall control the Cherub Class within their respective clubs in the concept of this Constitution and By-Laws and CCIA Rules and Restrictions.
- 5.2 Pay to the Association the Annual Fleet Affiliation Fee as may be determined by Council from time to time.
- 5.3 Collect from owners of Cherub Class Yachts and remit to the Association the Annual Cherub Class Yacht Registration Fee as determined by Council from time to time according to the number of Cherubs registered with the fleet.

- 5.4 Furnish to the Association annually details of registered numbers, names and owners Cherubs registered with their fleet.
- 5.5 Obey the lawful directions of the Council to the extent that those said directions further interests of the Cherub 12 foot Restricted Class Yacht, its owners and sailors.

Article 6. Discipline of Members.

- 6.1 In the event of any Member Fleet failing to abide by this Constitution or by the By-Laws, or being un-financial, or failing to properly conduct its affairs, then the Council may debar that Member Fleet or any member or members thereof from taking part in the affairs the Association.

Article 7. Financial

- 7.1 The financial year of the Association shall be from May 1st to the following April 30th.
- 7.2 The annual Cherub Class Fleet Affiliation Fee and the annual Cherub Class Yacht Registration Fee shall be fixed by the Council.
- 7.3 The Annual Cherub Class Yacht Registration Fee shall be defined to include an annual affiliation fee for the owner, helmsman and crew.
- 7.4 Cherub Class Fleet Affiliation fees and Cherub Class Yacht Registration Fees shall fall due on November 1st in each year.
- 7.5 Failure of any Member Fleet to meet the above obligations shall automatically debar any member of that Fleet from the affairs of the Association and Inter-fleet and championship competition for Cherub Class Yachts until such time as the obligation has been met.

Article 8. Management

- 8.1 The affairs of the Association shall be managed by a Council which shall comprise two Councillors nominated by each Member Fleet and duly elected Officers of the Association.
- 8.2 At least one Councillor from each Member Fleet shall be an owner. The other Councillor if not an owner, shall elected by the members of the club conducting races for the Member Fleet.
- 8.3 All nominations of Councillors shall be subject to approval by the Council which shall not be bound to give any reasons for disapproval. If a councillor nominated by a Member Fleet not be approved, the Member Fleet shall nominate another person.
- 8.4 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.

- 8.5 All cheques drafts, bills of exchange promissory notes and other negotiable instruments must be signed by any two members of the Committee of the Association being members authorised to do so by the Committee.

#### Article 9 . Officers

- 9.1 The officers of the Association shall comprise of; President, Vice-President, Treasurer, Secretary, Technical Officer, Race Secretary, Public Officer, Handicapper, Publicity Officer and Registrar. Any number of offices may be held jointly by the one person.
- 9.2 The officers of the Association shall be elected by the owners in attendance at the Annual General Meeting. Casual vacancies arising during the year may be filled by Council.
- 9.3 The Council may appoint an auditor at the Annual General Meeting and shall have power to fill casual vacancies arising amongst the Officers.
- 9.4 The Council may appoint such other officers or form such sub-committees as it may deem, necessary for the proper conduct of the affairs of the Association.
- 9.5 The President shall hold office no longer than three consecutive years.
- 9.6 The Council may remove from office any officer of the Association at any meeting of the Council upon a vote by a majority of Councillors and officers of the Association present and entitled to vote.

#### Article 10. Meetings

- 10.1 The Annual Council Meeting shall be held each year at a time and place to be determined by the Council.
- 10.2 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 preceded annual general meeting and of any special general meeting held since.
  - b) to receive from the committee reports on the activities of the association during the proceedings financial year.
  - c) to elect office-bearers of the Association and ordinary members of the committee.
- 10.3 The Council shall hold Council meetings whenever and wherever it thinks fit, but at least X times each year.
- 10.4 Minutes of all Council meetings shall be circulated to all Council members by the Secretary within 30 days of the meeting.

- 10.5 The quorum for transaction of business shall be four; two of whom shall be Office Bearers.
- 10.6 Visitors to Council meetings shall be admitted by oral or written invitation of the President or Secretary of the Association.
- 10.7 Standing orders for conduct of Council and any Cherub Class Owners meetings shall be determined by Council from time to time.
- 10.8 Except if the nature of the business proposed to be dealt with at a general meeting requires special resolution of the Association, the secretary must, at least X days before the date fixed for the holding of the general meeting arrange to be sent by pre-paid post to each Member Fleet at the Member Fleet's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 10.9 If the nature of business proposed to be dealt with at a general meeting requires special resolution of the association, the secretary must, at least X days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member Fleet in the manner provided for in Clause 10.8, specifying, in addition to matters required under Clause 10.8, the intention to propose the resolution as a special resolution.
- 10.10 An annual general meeting must be specified as such in the notice convening it.

#### Article 10 Voting

- 11.1 Each Councillor and the President, Vice-President, Secretary, Treasure and Technical Officer shall be entitled to one vote at all Meetings of the Council except in respect of the election of officers of the Association at the Annual General Meeting where Section 9.2 shall apply.
- 11.2 The Chairman shall have a deliberative vote only if a Councillor. In the case of an equality of votes the Chairman may exercise a casting vote.
- 11.3 Any Councillor may appoint any person qualified under Article 8 to act as a proxy at meetings of the Association and may at any time revoke such appointment. Such appointments or revocations shall be in writing.
- 11.4 Any officer of the Association entitled to vote and who holds two or more offices jointly or represents a Member Fleet as Councillor shall exercise only one vote at any meeting of the Council.

#### Article 12 Patrons

- 12.1 The Council may appoint one or more individuals as Patron(s) of the association for the purpose of promulgating the objects of this constitution.
- 12.2 A Patron may only be removed from office upon resolution of the Council which shall be confirmed in writing by a majority of Members of the Council.

### Article 13 Indemnity

- 13.1 Every Councillor, Office Bearer and Patron of the Association shall be indemnified by the Association and it shall be the duty of the Association to pay all costs, losses or expenses which he or they may incur, become liable to by reason of any contact entered into, out of any deed done by him or they in any way in the discharge of his or their duties in accordance with this Constitution and the amount of this indemnity shall immediately attach as a lien upon the property of the Association

### Article 14. Alteration to this Constitution

- 14.1 No deletion, addition or amendment of this Constitution shall be made except at the Annual General Meeting and unless Notice of Motion in writing of such alteration has been lodged by a Member Fleet to Council at least sixty (60) days before the Annual General Meeting. Such motions shall be notified to all Member Fleets at least thirty (30) days before the said Annual General Meeting.
- 14.2 Deletions of, additions to or amendments of the Constitution shall require a two-thirds affirmation majority vote of Councillors and Officers of the Association present and entitled to vote.
- 14.3 All such alterations to this Constitution shall not become effective before the lapse of thirty (30) days after the Annual General Meeting at which the vote is declared and Council shall immediately prologue the result to all Member Fleets.
- 14.4 "This Constitution" shall mean all matter contained in Articles numbered 1 to 20 inclusive.

### Article 15 Racing Rules

- 15.1 All races conducted by or on behalf of the association shall be conducted under the current Racing Rules and safety regulations of the YA of N.S.W. and the current CCIA Rules and Restrictions, provided that any Special Rules or Regulations, made by the Association for the conduct of its own races shall apply first, and provided further that such Special Rule or Regulation is made within the discretionary powers allowed by the Racing Rules Committee or appropriate safety sub-committee of the YA of NSW.
- 15.2 Any appeal against a decision of the Race Committee shall be referred to the YA of NSW, and shall be accompanied by the prescribed fee. Any decision of the YA of NSW on an appeal shall be final except where the YA of NSW on, its own motion refers it to another yachting authority.

### Article 16 By-Laws

- 16.1 The Council shall have power to make, alter or repeal By-Laws as they deem necessary or expedient or convenient for the proper conduct and management of the Association, providing that the making, alteration or repeal of such By-Laws shall be effected by a majority affirmative votes of all Councillors and Officers of the Association entitled to vote and providing further that no By-Laws shall be inconsistent of CCIA Rules and Restrictions both as amended from time to time.

#### Article 17. Dissolution

- 17.1 The immediate past President shall upon dissolution of the association at his absolute discretion distribute all remaining property, of the Association as he sees fit within six (6) calendar months of final dissolution.
- 17.2 Any funds remaining shall be distributed among the remaining Member Fleets at the time of dissolution on a pro-rata basis of the number, of Cherubs registered with such fleet.
- 17.3 Perpetual trophies which are the property of the Association shall be given to the Member Fleets whose representatives won the trophy on the last occasion they were contested.

#### Article 18. Definitions

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| 18.1 “CCIA”                      | Cherub Class International Association  |
| 18.2 “CNCA”                      | Cherub National Council of Australia  |
| 18.3 “IYRU”                      | International Yacht Racing Union.   |
| 18.4 “AYR”                       | Australian Yachting Federation  |
| 18.5 “YA NSW”                    | Yachting Association of NSW   |
| 18.6 “Cherub Class Yacht”        | A 12ft restricted class yacht which has been measured and found to be in conformity with CCIA Rules and Restrictions as is in possession of a valid Certificate of Registration issued by or under the authority of CCIA. |
| 18.7 “Cherub Class Owners Fleet” | A number which shall be determined by Council from time to time of Cherub Class Yachts racing together in a Club affiliated to the YA NSW.  |
| 18.8 “Owner”                     | An owner or part owner of a Cherub Class Yacht registered with the Association or such person who has been duly appointed by proxy  |

to represent the owner or part owner, provided no more than one person represents each registered boat.

18.9 "Gender"

In this Constitution and its By-Laws the word "he" shall also mean "she", and the word "his" shall also mean "hers".

18.10 "The Association"

The Cherub Class Association of New South Wales.

18.11 "The Council and Council Members"

The Council shall consist of the Officers of the Association and the representative Councillors from each Member Fleet.

18.12 "Councillors"

The nominated representatives of each member Fleet.

18.13 "Chairman"

The Chairman at all meetings of the Council shall be the President of the Association or such Councillor or Officer of the Association as nominated by the President.

18.14 "Council Meetings"

All meetings called by the Council pursuant to article 10.3

18.15 "Any Meeting or Council Meeting"

includes any Council meeting or Annual Council Meeting of the Council.

18.16 "Member Fleet"

A Cherub Class owners fleet which has been admitted as a member of the Association pursuant to Article 4.

Article 19 Common Seal

19.1 The common seal of the association must be kept in the custody of the public officer.

19.2 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 the public officer or secretary.

Article 20. Custody of Books

20.1 Except as otherwise provided by these rules, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.



20.2 The records, books and other documents may need to be in the custody of the Secretary. If this situation arises, the public officer will retain in his or her custody a duplicate set of records and documents.

# **Cherub Association of New South Wales Incorporated**

## **By-Laws**

### By-Law 1. Measurement

- 1.1 The Technical Officer shall act as State Measurer for NSW.
- 1.2 Other Cherub Class Measurers may be nominated by the Technical Officer and their appointment shall be subject to approval by resolution of Council.
- 1.3 Member Fleets may nominate Cherub Class Sail Measurers and their appointment shall be subject to approval by resolution of Council.
- 1.4 In measuring a Cherub Class Yacht, its equipment and sails, current CCIA. Rules and Regulations shall govern the measure.
- 1.5 Only Measurers approved by resolution of Council shall measure Cherub Class Yachts, equipment and sails
- 1.6 Measurements shall be recorded in duplicate on a form to be adopted by Council from time to time. Upon completion of a measurement and where the yacht is found to be in conformity with the CCIA Rules and Regulations both forms shall be signed by the owner or builder and the Measurer. Where doubt exists as to the conformity of the yacht the Measurer shall complete a statement of reasons for doubt and the owner or builders only shall sign the forms.
- 1.7 The owner shall pay to the Measurer the measurement fee together with travelling or other expenses incurred by the Measurer in the discharge of his duties. The measurement fee shall be fixed by the Council from time to time but shall not be less than \$1.00.
- 1.8 The owner shall retain one copy of the measurement form and the Measurer shall forward the other copy together with the measurement fee to the Secretary of the Association.
- 1.9 For any measurement or re-measurement of a Cherub Class yacht the owner shall pay the prescribed fee whether the yacht is approved or not.
- 1.10 The Technical Officer may direct that any Cherub be re-measured.
- 1.11 No measurer, or sail measurer may measure a Cherub Class Yacht or its equipment or sails which he/she owns or has constructed or manufactured.
- 1.12 In the event that doubt exists as to the conformity of a yacht the secretary shall forward the measurement form to the CNCA. Technical Officer for a ruling based on the measurer's statement.

## By-Law 2 Registration

- 2.1 Registration takes place upon receipt of a measurement form together with the measurement fee and the annual Cherub Class Yacht registration fee, and subject to conformity with CCIA. and CNCA.
- 2.2 The secretary shall forward the measurement form together with such fees as are payable to CNCA for issue of a Certificate of Registration.
- 2.3 The Certificate of Registration is cancelled when a Cherub changes ownership, and a new owner desirous of obtaining a Certificate of Registration shall forward to the Secretary of the Association such fee as may be determined by Council from time to time but which shall be not less than \$1.00 for issue of a new Certificate of Registration and details of the change in ownership.
- 2.4 Each Member Fleet shall collect from each of its Cherub Class owners an annual registration fee which shall be deemed to include an affiliation fee for the owners, helmsman and crew. The annual registration fee shall be as determined by Council from time to time but shall not be less than \$4.50 per Cherub Class Yacht.
- 2.5 No Cherub shall be permitted to enter races conducted or sponsored by the Association or any Member Fleet unless the Annual Registration Fee has been paid.
- 2.6 Each Member Fleet shall remit to the Association within seven days the Annual Registration fees collected from Cherub Class owners.

## By-Law 3 Fleet Affiliation

- 3.1 Each Member Fleet shall pay to the Association by November 1st in each year a Fleet Affiliation Fee which shall be fixed by Council from time to time, but which shall be not less than 50 cents to each Cherub registered with the Fleet.

## By-Law 4 Racing

- 4.1 No yacht may score points or be awarded prizes in any event conducted or sponsored by the Association unless;
  - (a) The yacht has been entered by a member of a Club affiliated to the YANSW or the AYF.
  - (b) The helmsman is an amateur member of a Club affiliated to the YANSW or the AYF.
  - (c) The Cherub is in possession of a valid Certificate of Registration issued by or under the authority of CCIA.
  - (d) Deleted

- (e) Permission for change of crew shall have been obtained from the Race Committee. Under no circumstances will crew changes be permitted to suit weather conditions.
- 4.2 The annual N.S.W. State Championship shall be conducted each year in rotation between Member Fleet venues as decided by Council.
- 4.3 The annual N.S.W. State Championship shall be conducted over not less than five heats.
- 4.4 Points shall be scored, heats discarded and any ties resolved in accordance with the Low Point System, as set out in RRS Appendix A. The Council may approve modification of this system provided that modification is clearly set out in the Notice of Race for the event in question..
- 4.5 For the NSW Cherub State Championships:
  - (a) The Notice of Race and the Sailing Instructions for the State Championships shall be approved by the Council prior to the first of September.
  - (b) The Notice of Race for the State Championship shall include details as to the general length and nature of the courses for each heat.
  - (c) The Sailing Instructions shall include full details of the course for each heat including the nominal length and shape of the courses.
  - (d) Changes to the course details in the Sailing Instructions shall only be made with the approval of the Council.
- 4.6 Prior to, and/or in conjunction, with State Titles the association may conduct state team selection trials to nominate a team to represent New South Wales at the national titles.
- 4.7 Points shall be scored for all state team selection trials using the low point system.

#### By-Law 5 Amendments of CCIA Rules and Restrictions

- 5.1 Should any member fleet propose any alterations to CCIA Rules and Restrictions it shall submit such proposed alterations to the Association in writing and be signed by five affiliated owners of Cherub Class Yachts.
- 5.2 The secretary shall circulate such proposed alteration to all Member Fleets at least 21 days before the Council meeting at which it is to be voted.
- 5.3 Such proposed alteration shall require two-thirds affirmative majority of those Council members entitled to vote.

5.4 In the event of the proposed alteration being adopted the Secretary shall submit such proposed charge within seven (7) days of the Council meeting at which the vote is declared to CNCA in the form of a Notice of Motion for postal ballot.

By-Law 6 Deleted

By-Law 7 Cherub Class Owners Fleet

Until otherwise decided by resolution of Council, the minimum number of racing together in a Club affiliated to the YA of NSW which shall comprise a fleet shall be two (2).

By-Law 8 Alteration to By-Laws

Any addition, deletion or alteration to the By-Laws shall be lodged in writing to the Secretary at or before a Council meeting and circulated to all Council Members as a Notice of Motion prior to the next Council meeting.