

RANSA CONSTITUTION

Passed AGM 30/8/2019

Constitution of RANSA Sydney Squadron Limited

– a company limited by guarantee
(ACN 050 099 548)

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1. PREAMBLE

Members must recognise that RANSA enjoys a special relationship with the Royal Australian Navy by virtue of a shared heritage through its membership, occupation of the decommissioned HMAS *Rushcutter* boatshed and special access to the Rushcutters Bay naval waters. In particular, in 2017 RANSA was granted permission by the Chief of Navy to fly the Australian White Ensign (AWE) from the mainmast on official occasions. Flying the AWE is a special privilege rarely granted outside the RAN.

Accordingly members are to ensure that their actions do not bring the reputation of the RAN or of RANSA into disrepute.

2. OBJECTIVES

The objectives of the RANSA Sydney Squadron Limited (hereafter 'RANSA') include the following:

- (a) to promote the sport of sailing and the use of sailing vessels for the purpose of racing and cruising, by current or former members of the Australian Navy and other Defence Forces, and by persons who are qualified to be Sailing Members;
- (b) to provide meeting, dining and recreational facilities for the enjoyment of all Members and Associate Members; and
- (c) to advance community involvement in the sport of sailing, particularly for veterans and the disabled.

RANSA may undertake any other activities that are deemed appropriate in furtherance of these objectives.

3. RANSA IS A COMPANY LIMITED BY GUARANTEE

The liability of the members is limited

Each member undertakes to contribute to the assets of RANSA if it is wound up while the member is a member, or within one year after the member ceases to be a member, for payments of the debts and liabilities of RANSA incurred before the member ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of contributions between themselves, any amount required not exceeding \$1.00.

4. RANSA IS A 'NOT FOR PROFIT' ENTITY

- 4.1 The assets and income of RANSA shall be applied solely in furtherance of its above-mentioned objectives and no portion shall be distributed directly or indirectly to the members of RANSA except as *bona fide* compensation for services rendered or expenses incurred on behalf of RANSA.
- 4.2 In the event of RANSA being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation which seeks to contribute to the welfare of persons who have served in the Royal Australian Navy and which is not carried on for the profit or gain of their individual members. In the event that at the time of RANSA's dissolution, the Royal Australian Navy has been subsumed within another entity representing the Australian Defence forces, funds available on dissolution shall be transferred to an organisation that contributes to the welfare of former personnel of the Australian Defence Forces.

5. DEFINITIONS

'Squadron Committee' is the Board of Directors of the RANSA Sydney Squadron Limited. It comprises Flag Officers, an Honorary Secretary, an Honorary Treasurer, and representatives of Naval Members, Service Members, and of Sailing & Associate Members.

'Flag Officer' means a director appointed to any one of the following offices:

- (a) Commodore;
- (b) Vice Commodore,
- (c) Rear Commodore

The positions of Commodore and Vice Commodore shall normally be held by Naval Members. If a Naval Member has not agreed to accept nomination to serve in those positions, a Service or Sailing Member may be elected. In the normal course of events all Flag Officers should be yacht owners.

The position of Rear Commodore may be held by a Naval, Service or Sailing Member, who may be nominated by any voting member, and elected by the votes of all members in those categories.

Following election or re-election, as the case may be, the Flag Officers shall hold office for a period not exceeding one year, at the end of which they shall step down unless they are re-elected, provided that no Flag Officer shall hold office for a period exceeding three consecutive years. A Flag Officer who has held office for that period shall not again be eligible for election to that same office until the expiration of one year.

‘Standing Committees’ of the Squadron Committee are committees established to conduct such activities as the Squadron Committee determines and which are intended to operate on an on-going basis and not less than a period beyond the date of the next annual general meeting.

6. MEMBERSHIP

6.1 RANSA shall consist of ‘ordinary members’, divided into the following sub-classes:

Naval Members
Service Members
Sailing Members
Crew Members
Associate Members

Within those classes, certain members may be admitted as Honorary Members or Honorary Life Members.

6.2 **Naval Members:** The following will be eligible to be admitted as Naval Members: Past and present members of the Royal Australian Navy, regular or reserve forces, officers and men and women of any Commonwealth Navy and the Royal Marines, or of navies of other nations

Such members may be elected as Naval Members on the nomination of two Naval Members of RANSA. Naval Members shall be entitled to vote at all general meetings. Naval Members only may elect the representatives of Naval Members on the Squadron Committee.

6.3 **Service Members:** Serving or past members of Australian Defence Forces, and of the defence forces of other nations may be elected to Service membership on the nomination of two Service Members of RANSA. Service Members only may elect their Service representative on the Squadron–Committee. In all other respects Service Members enjoy the same rights and privileges as Naval Members.

6.4 **Sailing Members:** A person ineligible for Naval or Service Membership may be admitted as a Sailing Member if such person is of good standing in the

community, and is interested in the furtherance of the aims of RANSA. Sailing Members shall be entitled to vote at all general meetings.

A yacht owner (other than Naval or Service members) who wishes to participate in events conducted by RANSA must apply to be a Sailing Member.

Only Sailing Members may nominate and elect the representatives of Sailing Members on the Squadron Committee. In all other respects, Sailing Members enjoy the same rights and privileges as Naval Members.

- 6.5 **Crew Members:** A person who sails in events conducted by RANSA more than three times per annum is required to apply for Crew Membership. A Crew Member is not entitled to vote at general meetings.

Crew Members may apply for admission as a Sailing Member, with applications to be approved by the Squadron Committee on payment of a fee, as determined from time to time by the Squadron Committee.

6.6 **Associate Members**

A person who is not eligible for any other sub-class of membership of RANSA may apply to be an Associate Member. This includes persons who were formerly Sailing Members but who are no longer able to participate in sailing events. An Associate must undertake to observe the aims of RANSA. It also includes members of the immediate family of a Naval, Service or Sailing Member who do not themselves participate in sailing activities conducted by RANSA.

Application for Associate Membership must be proposed and seconded by a Naval, Service or Sailing Member.

Associate Members may use the facilities of RANSA but are neither eligible to vote at any meeting of RANSA nor nominate and elect any representative on the Squadron Committee. However, Associate Members who wish to sail in more than three RANSA-organised events per year shall apply to be admitted as a Crew Member, upon payment of an extra fee.

- 6.7 **Honorary Members:** At the discretion of the Squadron Committee, the following persons may be made Honorary Members of RANSA:

- (a) A visiting member of another yacht club affiliated with Australian Sailing (or its successor) for the duration of the day on which he or she takes part in any activity organised by RANSA.
- (b) An interstate or overseas visitor or a visitor residing not less than 100 kilometres from RANSA for the duration of such visit or a period not exceeding three (3) months, whichever should first expire;
- (c) Any person assisting RANSA in achieving its aims; and
- (d) Senior Naval Officers and other prominent persons attending the Club for special activities.
- (e) Honorary membership is valid for a period not exceeding three (3) months. Honorary Members shall be ineligible to vote at RANSA general meetings.

7. MEETINGS OF MEMBERS

Notices of meetings

- 7.1 A notice may be given personally, or by sending it by post to the address for the member, or by sending it to the electronic address (such as an email address) nominated by the member; provided that if the member has so agreed, the member may only be notified that such a notice is available for access on the RANSA website, and how that notice may be accessed.
- 7.2 A notice of meeting of members must be given at least 21 days prior to the date of the meeting. If sent by post, a notice may assumed to be given three working days after posting. If sent electronically, it may be assumed that the notice is given on the business day after it was sent.
- 7.3 The auditor must be given the notice of a general meeting, and any other communications relating to the general meeting that a member is entitled to receive.
- 7.4 A member may, by notice in writing to the Honorary Secretary at the RANSA office, elect to receive either a hard copy or an electronic copy of the annual report.

Annual General Meetings

- 7.5 The Annual General Meeting of RANSA shall be held on such day before the end of September in each year and at such place as may be decided by the Squadron Committee.
- 7.6 The business of the Annual General Meeting shall be:
 - (a) to consider the Minutes of the previous Annual General Meeting;
 - (b) to receive and consider the reports of the Squadron Committee;
 - (c) to receive and consider the financial report and the report of the auditor;
 - (d) to elect members of the Squadron Committee for the ensuing year;
 - (e) to appoint an auditor (if, for example, the current auditor wishes to resign);
 - (f) to appoint a Returning Officer and an Assistant Returning Officer for the ensuing year;
 - (g) to deal with any business of which due notice has been given; and
 - (h) to provide a reasonable opportunity for members to ask questions about or make comments on the management of RANSA.
- 7.7 Notices of motion to be dealt with at the Annual General Meeting shall be delivered to the Honorary Secretary at the RANSA office at least fourteen days prior to the scheduled date of that meeting. Such notices of motion shall only be valid if signed by twenty-five financial members entitled to vote at such a meeting. If a notice of motion is received after formal advice of a forthcoming general

meeting has already been distributed in terms of sub-section 7.2, voting members shall be given notice of this additional agenda by email or other electronic means, or by advice on a noticeboard in RANSA's premises.

- 7.8 No business shall be transacted at a general meeting unless a quorum of members is present at the time when the meeting proceeds to business, provided fifteen members entitled to vote and personally present shall be a quorum.

Extraordinary General Meetings

- 7.9 The Squadron Committee may convene an Extraordinary General Meeting at any time. An Extraordinary General Meeting may also be called on the requisition of twenty-five financial members entitled to vote at such a meeting. Notice of an Extraordinary General Meeting shall be provided at least 21 days before the date of that meeting.

- 7.10 The Notice shall specify the place and the hour of the meeting and provide information concerning the business proposed to be transacted sufficient for members to make informed decisions (and having regard to the requirements of the Corporation Act). The Notice shall explain that a majority of 75% of those present and voting is needed to pass a resolution to amend this Constitution or to revoke or amend any new By-Laws promulgated by the Squadron Committee.

Proxy voting

- 7.11 A member of RANSA who is entitled to attend and cast a vote at a meeting of members may appoint another person as the member's proxy to attend and vote on matters to be considered at that meeting.
- 7.12 A proxy is valid if it is signed by a member and delivered by hand or post, or communicated by email to the registered office of RANSA from an email address previously recorded by RANSA for the purposes of receiving electronic communications concerning general meetings. A proxy must be received at the RANSA office at least 48 hours before the time of the general meeting.

Minutes of general meetings

- 7.13 Minutes of general meetings are to be prepared within one month after that meeting, and recorded in a minute book. Those minutes shall record the proceedings and the text of resolutions that were subject to votes at general meetings. Those minutes shall be signed by the chair of the meeting or the chair of the next meeting. RANSA shall keep its minute books at its Registered Office, and the minutes of general meetings are to be open for inspection by members free of charge.

8. SQUADRON COMMITTEE - RESPONSIBILITIES AND MEMBERSHIP

- 8.1 The Squadron Committee is responsible for the governance, control, direction and management of RANSA in terms of this Constitution and relevant legislation.

8.2 The Squadron Committee's responsibilities include:

- (a) providing strategic direction to the organisation and deciding upon the organisation's strategies and objectives;
- (b) monitoring the operational and financial position and performance of the organisation generally;
- (c) assessing the principal risks faced by RANSA and where appropriate establishing procedures to manage the impact of those risks;
- (d) reviewing and approving RANSA's internal compliance and control systems and codes of conduct;
- (e) monitoring and authorising expenditure incurred in the operations of RANSA (including the employment of staff or contractors);
- (f) issuing By-Laws governing the conduct of members, the flying of the RANSA burgee, the flying of the Defaced Blue Ensign, the wearing of the RANSA uniform, and the involvement of persons under the age of 18 in sailing or other on-water activities conducted by RANSA; and other matters dealing with the day-to-day operations of RANSA;
- (g) issuing By-Laws dealing with such governance issues such as the specification of what is a 'reasonable notice' when a director seeks to call a directors' meeting;
- (h) determining applications for membership of RANSA;
- (i) determining proposals for the elevation of members who have either
 - (i) maintained their membership as a Naval or Service member for 30 years, or
 - (ii) provided distinguished service to RANSAto the status of 'Honorary Life Member';
- (j) establishing the level of subscriptions for different classes of members, having regard to their circumstances - including the establishment of concessional rates for serving Naval Members or for members interstate or living outside the Sydney metropolitan area. Concessional rates may also be available for Associate Members who are members of the immediate family of Naval, Service or Sailing Members and who do not participate in sailing activities conducted by RANSA;
- (k) to participate in organisations that also represent the interests of current or former members of the Royal Australian Navy or other Navies in promoting sailing and related on-water activities;
- (l) controlling RANSA's use of the Australian White Ensign; and
- (m) applying or enforcing disciplinary or rehabilitation and support procedures to members who have breached this Constitution or the By-Laws, or whose conduct has brought RANSA into disrepute.

8.3 The Squadron Committee's membership shall be:

Commodore (Chairman)
Vice-Commodore
Rear-Commodore
Honorary Secretary
Honorary Treasurer
Four Naval Members

One Service representative
Two representatives of Sailing Members

In addition, the immediate Past Commodore may attend as an *ex officio* member of the Squadron Committee for 12 months after vacating the position of Commodore.

The Commodore's responsibilities include oversight of RANSA's current activities, risk analysis, strategic planning, and the management of issues and communications with the Royal Australian Navy.

The Vice-Commodore's responsibilities will normally encompass oversight of RANSA's on-water activities, and communications with Sailing Australia.

The Rear Commodore's responsibilities will normally relate to oversight of RANSA's on-land activities and management of its physical infrastructure.

Election of the Squadron Committee

- 8.4 No person currently under suspension in accordance with RANSA's By-Laws shall be eligible to nominate, stand for or be elected to the Squadron Committee.
- 8.5 The Committee shall be elected annually by the general body of members in the following manner:
- (a) The election shall be conducted by the Returning Officer and the Assistant Returning Officer who shall be elected at each Annual General Meeting to assist the Secretary in the conduct of ballots at the next Annual General Meeting or at other General Meetings during the year. Returning Officers shall not be employees of RANSA or members of the Squadron Committee or candidates for election to the Committee.
 - (b) Nominations for members of the Committee shall be signed by the candidate and by a proposer and seconder who are eligible to do so under this Constitution. Each nomination shall indicate the particular office for which the candidate is nominated. A candidate may be nominated for one or more offices. In the case of doubt as to the form or validity of any nomination the matter shall be referred to the Returning Officer whose decision shall be final.
 - (c) Nominations for the election to the Committee shall be lodged at RANSA's registered office not less than fourteen days prior to the date of the Annual General Meeting.
 - (d) Nominations shall be displayed on the notice board of RANSA in the form of a list of names of the persons nominated, the office for which they are nominated and the names of their proposers and seconders. That notice shall be displayed until the holding of the Annual General Meeting. In the event that no nominations have been received for a particular position on the Committee, nominations for that position may be accepted at the Annual General Meeting.

- (e) The order of election to the Committee shall be Commodore, Vice Commodore, Rear Commodore, Honorary Secretary, Honorary Treasurer, and seven other members.
- (f) A member of the Squadron Committee shall vacate his or her office if such member:
 - (i). holds any salaried office under RANSA;
 - (ii) becomes bankrupt;
 - (iii) ceases to be a member of RANSA;
 - (iv) fails to attend three consecutive meetings of the Squadron Committee without the consent of the Committee;
- (g) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a voting member of RANSA to fill the vacancy and the member so appointed shall hold office until the conclusion of the Annual General Meeting next following the date of appointment.

9. MEETINGS AND OPERATIONS OF THE SQUADRON COMMITTEE

- 9.1 The Squadron Committee shall meet at least six times per annum. Five members of that Committee present and voting shall constitute a quorum.
- 9.2 Members of the Squadron Committee may participate in meetings by telephone or such other electronic means as have been agreed by the Committee.
- 9.3 The Squadron Committee may establish Standing Committees to undertake tasks that are relevant to the management and on-going operations of RANSA.
- 9.4 Each Standing Committee shall have a Charter that outlines its objectives and sets out its responsibilities and authorities. Those authorities shall include the right to incur expenditure in the furtherance of its objectives, as defined in terms of a periodic budget determined by the Squadron Committee.
- 9.5 Membership of each Standing Committee shall normally include at least one member of the Squadron Committee.
- 9.6 (a) Subject to sub-section (b), a resolution of the Squadron Committee must be passed by a majority of the votes cast by members of the Squadron Committee entitled to vote on the resolution. The chair has a casting vote if necessary in addition to any vote they have in their capacity as a member of the Committee;
- (b) The Squadron Committee shall not pass a resolution affecting the rights and responsibilities of a Standing Committee unless the chair of that Standing Committee has been given reasonable notice of that resolution and invited to attend the meeting.
- 9.7 The Squadron Committee may also establish *ad hoc* committees to provide advice on issues that are expected to be addressed within the following six months or before the end of the next financial year.

10. ANNUAL REPORT

10.1 The Annual Report of the Squadron Committee shall include:

- (a) a description of the short and long term objectives of RANSA;
- (b) the strategy for achieving those objectives;
- (c) RANSA's principal activities during the year,
- (d) a statement of how those activities assisted in achieving RANSA's objectives; and
- (e) a statement of how the Squadron Committee measures RANSA's performance, and the key performance indicators used to monitor that performance.

10.2 The Annual Report must include:

- (a) the name of each person who has been a director of RANSA at any time during or since the end of the year and the period for which the person was a director;
- (b) each director's qualifications, experience and special responsibilities;
- (c) the number of meetings of the Squadron Committee during the year and each director's attendance at those meetings;
- (d) the number of meetings of each board committee held during the year and each director's attendance at those meetings;
- (e) for each class of membership – the amount which a member of that class is liable to contribute if RANSA is wound up; and
- (f) the total amount that members are liable to contribute if RANSA is wound up.

10.3 The Annual Report shall include a report from each Flag Officer on their activities throughout the year.

10.4 The Annual Report shall include a copy of any new By-Laws and details of any amendments to By-Laws approved by the Squadron Committee since the date of the last annual report.

10.5 The Annual Report shall include a summary of RANSA's membership at the end of the last financial year, disaggregated by classes of member. The summary shall state the number of members within those classes that have been provided a concessional membership fee.

10.6 Standing Committees may provide a brief report on their activities, for inclusion in the annual report or for incorporation in a Flag Officer's Report.

10.7 In addition to the elements of the financial report of RANSA that are required to be prepared by a public company, the financial report shall be supplemented by a detailed statement of revenues and expenses. So far as is practicable, this statement shall be presented so that members can readily assess whether particular activities or sources of revenues (e.g. social functions, mooring fees, marina fees, or hardstand fees) have produced a surplus or deficit.

11. RESPONSIBILITIES OF MEMBERS OF RANSA

11.1 Members must:

- (a) respect the restrictions on overnight mooring alongside the hardstand and the marina, both of which are operated by Legacy Marina Corporation Limited (a not-for-profit entity that is part-owned by RANSA);
- (b) respect the requirements of Woollahra Municipal Council (or its successors) that restrict parking within the area leased by RANSA and the area adjacent to the hardstand operated by Legacy Marina Corporation Limited;
- (c) not undertake any work on yachts while at the marina or on the hardstand or at the RANSA slipway that would be contrary to applicable environmental laws or regulations, or be a source of discomfort to other members, neighbours or pedestrians;
- (d) comply with the legitimate directions of members of the Squadron Committee, who are responsible for maintaining the good reputation and order of RANSA for the benefit of all members.

11.2 A member who has breached any of the requirements referred to in sub-section 11.1 will be responsible for the payment of any fines, costs or levies imposed on RANSA arising from that breach.