

INTERNATIONAL CADET CLASS OF AUSTRALIA INC.

RULES

1. *Name of Association*

The name of the incorporated association shall be the INTERNATIONAL CADET CLASS OF AUSTRALIA INC. herein referred to as "ICCA".

2 *Definitions and Interpretation*

- a. In these rules, unless the contrary intention appears

"Committee" means the committee of management of ICCA.

"Class" means the International Cadet Class.

"Fleet" means the body appointed by ICCA in a given state of Australia to promote the Class in that state.

"General Meeting" means a general meeting of members convened in accordance with rule 8.3 .

"Member" means a person appointed by their Fleet to represent their Fleet at a General Meeting of ICCA.

"Ordinary committee member" means a member of the committee to whom paragraph (iv) of rule 6.2a relates.

"the Act" means the Associations Incorporation Act 1985

Words importing the singular number only shall include the plural, and words importing the plural number only shall include the singular.

Words implying masculine include the feminine.

- b. In these rules, expressions referring 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 the internet and email).
- c. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the South Australian Act referred to as the *Associations Incorporations Act 1985*.

3 *Objects or purposes of ICCA*

The objects of ICCA are as follows:-

- a. To promote junior racing of the International Cadet Class one design sailing dinghy throughout Australia, or any promotion of any other activity deemed to relate thereto, and to foster participating good fellowship and sportsmanship within ICCA and particularly among the youthful members thereof.
- b. To do all things deemed expedient to encourage and develop the standard of sailing within the Class.

- c. To promote encourage and assist the development of Class Fleets within Australia.
- d. To select the Australian team which is to attend International and World Championship events.
- e. To represent or appoint representatives of the International Cadet Class at National and International levels.
- f. To cultivate and obtain reciprocal relations with any association or body of persons carrying on work or having objects similar to the works and objects of ICCA.

4. Powers of the ICCA

For the purpose of carrying out its objects, the ICCA may, subject to the Act and its rules -

- a. acquire, hold, deal with, and dispose of, any real or personal property that may be deemed necessary or convenient; and
- b. administer any property on trust; and
- c. open and operate bank accounts; and
- d. invest it's moneys –
 - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - (ii) in any other manner as the Committee may from time to time determine -; and
- e. borrow or raise money in such manner and on such terms as the Committee may think fit or as may be approved or directed by resolution passed at a General Meeting;
- f. give such security for the discharge of liabilities incurred by the ICCA and the ICCA thinks fit; and
- g. appoint agents to transact any business of the ICCA on its behalf; and
- h. enter into any other contracts it considers necessary or desirable; and
- i. buy, sell, supply and deal in, goods of all kinds; and
- j. construct, maintain, or alter buildings or any works deemed necessary or convenient; and
- k. set subscriptions and other fees; and
- l. accept any gifts, whether subject to a special trust or not; and
- m. taking such steps from time to time as the Committee or the members in General Meeting may deem expedient for the purpose of procuring contributions to the funds of ICCA, whether by way of donations, sponsorship, subscriptions, or otherwise;
- n. print and publish such newsletters, newspapers, periodicals, books, leaflets, videos or other documents as the Committee or the members in General Meeting may think desirable for the promotion of the objects and purposes of ICCA;
- o. make gifts, subscriptions, or donations to any funds, authorities, institutions, associations or Fleets as the Committee shall determine.
- p. establish and support, or aid in the establishment and support, of associations,

institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of ICCA and their dependants, and the granting of pensions, allowances, or other benefits to servants or past servants of ICCA and their dependants, and the making of payments towards insurance in relation to any of those purposes;

- q. establish and support, or aid in the establishment or support, of any other association formed for any of the basic objects of ICCA;
- r. acquire all or any part of the property, assets, liabilities, and engagements of any association with which ICCA may at any time become amalgamated in accordance with the provisions of the Act and the rules of ICCA; and
- s. do all such other lawful things as are incidental or conducive to the attainment of the basic objects of ICCA or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

5 *Membership*

5.1 *Membership and Voting*

- a. Membership of the ICCA shall comprise of all Fleets appointed by the ICCA. Each Fleet which has paid its annual subscription fees shall appoint up to three of their members to represent their Fleet at General Meetings of ICCA. Each member so appointed shall be entitled to one vote. Office bearers of ICCA shall be entitled to one vote and shall not be entitled to any additional votes at General Meetings of ICCA.
- b. The Committee may allow any person to be an Honorary Member of ICCA for such period and upon such conditions as it may determine, provided that no such member shall have any share or interest in the management or property of ICCA nor any voting rights.
- c. The Committee may confer Life Membership on such person as it considers appropriate. A Life Member shall be entitled to all rights and privileges of membership without the payment of a fee or subscription provided that no such member shall have any share or interest in the management or property of ICCA nor any voting rights.
- d. Any membership of ICCA shall expire at the close of the Annual General Meeting.
- e. The membership of any Fleet to ICCA may only be terminated at a General Meeting by a special resolution.

5.2 *Annual subscriptions, fees and charges*

The amount of the annual subscription and other fees and charges payable by members to ICCA shall be determined at the Annual General Meeting.

6. *The Committee*

6.1 *Powers and Duties*

- a. The affairs of ICCA shall be managed and controlled by a Committee constituted as provided in rule 6.2a. In addition to any powers and authorities conferred by these rules, the Committee may exercise all such powers and do all such things as are within the objects of the ICCA , and not by the Act or by these rules required to be done by the

ICCA in general meeting.

- b. The Committee shall manage and control the funds and other property of the ICCA.
- c. The Committee shall have authority to interpret the meaning of these rules and any other matters relating to the affairs of the ICCA on which these rules are silent.
- d. The Committee shall appoint a public officer as required by the Act.
- e. subject to the Act and these rules, the Committee 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 ICCA, and without prejudice to its general powers, the power to make rules and by-laws to regulate the conduct of ICCA's business and activities and to repeal, vary or amend the same.

6.2 Appointment of Committee

- a. The office bearers of ICCA, who are to be elected at each Annual General Meeting, shall be a Committee comprising:
 - (i) a President who shall be chairman
 - (ii) an honorary Treasurer;
 - (iii) an honorary Secretary; and
 - (iv) between zero and four ordinary committee members.
- b. A member of the Committee who has served 3 consecutive terms as President, Treasurer or Secretary will not be eligible for election for that position for the following term.

A term is defined as the period from the close of one Annual General Meeting to the close of the Annual General Meeting in the following year.

6.3 Role of Secretary

- a. The Secretary shall exercise a general supervision over the affairs and activities of ICCA, but shall be responsible to and act in accordance with the directions from time to time given by the Committee. The Secretary shall convene, in accordance with the rules, the meetings of the Committee.
- b. In the conduct of the office, the Secretary shall carry out the following duties and cause to be kept in accordance with applicable statutory requirements:
 - (i) full and accurate minutes of all General and Committee meetings;
 - (ii) a record of attendance at all meetings;
 - (iii) a register of members of ICCA.
 - (iv) copies of all the rules and by-laws and amendments thereto of ICCA.
 - (v) all books, records, correspondence, vouchers or other documents relating to the affairs and activities of ICCA;

6.4 Election of members of committee.

- a. Nominations of candidates for election as officers of ICCA -
 - (i) shall be made verbally at the Annual General Meeting of ICCA; and

- (ii) in the case of the nominee not being present, then the written consent of the candidate should be made available; and
- b. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and the remaining positions can be filled by those elected.
- c. 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.
- d. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- e. The ballot for the election of the Committee members shall be conducted as follows:
 - (i) Returning Officer and Scrutineer. Members present at the Annual General Meeting shall appoint a Returning Officer and a Scrutineer who shall forthwith count the votes as recorded on the voting papers and hand the result to the chairman of the meeting who shall then announce the result. If any question shall arise as to the validity or otherwise of any voting paper, or of the result of the ballot, such shall be determined by the returning officer whose decision shall be final.
 - (ii) Ballot papers. A list of names of the members so nominated, which shall constitute the voting paper, shall be distributed to each member present and entitled to vote at the Annual General Meeting. Each member shall strike out all except the names of the candidates for whom he/she wishes to vote and hand same to the returning officer.
 - (iii) Casual vacancies. Any vacancy occurring in the office bearers of ICCA, other than vacancy due to the retirement of any office bearer by effluxion of time, shall be filled by appointment by the Committee, but so that any member appointed to fill that vacancy shall retain office only for so long as the previous office bearer would have retained the same.

6.5 *Vacation of office*

- a. For the purposes of these rules, the office of an officer of ICCA or of an ordinary committee member becomes vacant if the officer or committee member
 - (i) dies;
 - (ii) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with creditors, or makes any assignment of estate for their benefit;
 - (iii) becomes of unsound mind;
 - (iv) resigns office by writing under his/her hand addressed to the committee;
 - (v) ceases to be resident in the Australia;
 - (vi) fails, without leave granted by the committee, to attend three consecutive meetings of the committee;
 - (vii) ceases to be a member of a Fleet associated with ICCA, or
 - (viii) his/her Fleet fails to pay all arrears of subscription due by them within thirty days after they have received notice in writing by the Treasurer requesting

payment.

- b. Provided that in the event of a vacancy occurring the Committee shall be entitled to continue to act until the next Annual General Meeting of ICCA.

6.6 *Proceedings of Committee*

- a. The Committee shall at such place and at such times as the Committee may determine and subject to these rules adjourn and regulate its meetings and proceedings as it thinks fit.
- b. Special meetings of the Committee may be convened by the President, or any two of its members.
- c. Five days clear notice shall be given to members of the Committee of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- d. Members of the Committee may be present by telephone and any two members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- e. No business shall be transacted unless a quorum is present.
- f. At meetings of the Committee the President or, in the absence of the President, a member elected by the Committee shall preside.
- g. Questions arising at meetings of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- h. Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- i. The ruling of the chairman at any meeting of any Committee or sub-committee in respect of all matters of order or procedure shall be final.
- j. The minutes of a meeting of any Committee shall if purporting to be signed by the chairman of that meeting be received as prima facie evidence of the matters stated therein.

6.7 *Disclosure of interests in contracts etc*

- a. A member of the Committee who is interested in any contract or arrangement made or proposed to be made with ICCA shall disclose his interest at the first meeting of the Committee at which the contract or arrangement is first taken into consideration, if his interest then exists, or, in any other case, at the first meeting of the Committee after the acquisition of his interest.
- b. If a member of the Committee becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the committee after he becomes so interested.
- c. No member of the committee shall vote as a member of the Committee in respect of any contract or arrangement in which he is interested and if the member does so vote this vote shall not be counted.

6.8 *Executive Committee*

The President, Secretary and the Treasurer constitute an executive committee, which may issue instructions to the public officer and the servants of ICCA in matters of urgency connected with the management of ICCA during the intervals between meetings of the Committee, and where any such instructions are issued shall report thereon to the next meeting of the Committee.

6.9 *Sub-committees*

- a. The Committee may at any time appoint a sub-committee from the Committee as it may think fit and may delegate, prescribe and revoke the powers and functions thereof.
- b. The Committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of ICCA, but a person so co-opted is not entitled to vote. The President and Secretary shall be ex officio members of every sub-committee and entitled to vote at meetings thereof.
- c. Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- d. The Secretary of ICCA is responsible for calling meetings of a subcommittee.
- e. Notice of each sub-committee meeting shall be served on each member of the sub-committee a reasonable time before the meeting.
- f. The quorum and procedure at meetings of sub committees appointed by a General Meeting shall be the same as for a sub committee appointed by the Committee.

7 *Seal of ICCA*

- a. The ICCA shall have a common seal upon which its corporate name shall appear in legible characters.
- b. The seal shall not be used without the express authorisation of the committee and every use of the seal shall be recorded in the minute book of the ICCA. The affixing of the seal shall be witnessed by the President and the Secretary.
- c. The seal shall remain in the control of the Secretary.

8. *General Meetings*

8.1 *Annual General Meeting*

- a. ICCA shall hold an Annual General Meeting.
- b. The Annual General Meeting shall be held on such day as the Committee may determine, normally in conjunction with the holding of a National Championship regatta.
- c. The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
- d. The Annual General Meeting shall be specified as such in the notice convening it.
- e. The ordinary business of the Annual General Meeting shall be-

- (i) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (ii) to receive from the Committee, and officers of ICCA reports upon the transactions of ICCA during the last preceding financial year;
 - (iii) to elect the officers of ICCA; and
 - (iv) to set subscription fees, fees and charges for the ensuing year.
- f. The Annual General Meeting may transact special business of which notice is given to the Secretary, in writing prior to the twenty-first day immediately preceding the Annual General Meeting.
- g. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

8.2 *Special General Meeting*

- a. The Committee may, whenever it thinks fit, convene a Special General Meeting of ICCA.
- b. The Committee shall, on the requisition in writing of not less than two Fleets, convene a Special General Meeting of ICCA.
- c. A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of ICCA and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- d. If the Committee does not cause a Special General Meeting to be held within twenty-one days from the date on which a requisition therefor is deposited at the office of ICCA, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- e. A Special General Meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee, and all reasonable expenses incurred in convening the meeting shall be refunded by ICCA to the persons incurring them.

8.3 *Notice of general meetings*

- a. Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by the ICCA to any Fleet member by sending it through the post in a pre-paid letter addressed to the member at their usual or last-known place of address or in such other manner as directed by the Committee.

8.4 *Business and quorum at general meeting*

- a. All business that is transacted at Special General Meetings and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business, and capable of being dealt with by a special resolution.
- b. No item of business shall be transacted at a general meeting unless a quorum of

members entitled under these rules to vote is present during the time when the meeting is considering that item.

- c. Members may be present by telephone.
- d. Three members present (each being from a different Fleet and being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a General Meeting.
- e. If within one hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the chair 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, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

8.5 *President to preside at general meetings*

The President shall be the chairman of every general meeting of ICCA. If the President is absent, the members shall elect the Secretary and, in the absence of the Secretary, shall elect the Treasurer to chair the meeting.

8.6 *Adjournment of general meeting*

- a. The chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b. Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- c. Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

8.7 *Voting at general meetings*

- a. Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person at the meeting.
- c. Unless a poll is demanded by at least five members a question for decision at a general meeting must be determined by a show of hands.

8.8 *Poll at general meetings*

- a. If a poll is demanded by a least five members on any question, it must be conducted in a manner specified by the chairman, and the result of the poll shall be deemed to be the resolution of the meeting on that question.
- b. A poll that is demanded for the election of a chairman, or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting, as the chairman may direct.

8.9 Special and ordinary resolutions

- a. A special resolution is one as defined by the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.10 Proxies

Members shall not be entitled to vote by proxy.

9. Minutes

- a. Proper minutes of all proceedings of general meetings of the ICCA and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the ICCA or the members of the committee (as relevant) at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10 Financial Reporting

10.1 Financial Year

The financial year of ICCA shall be the 12 month period commencing on 1 November and ending on 31 October the following year.

10.1 Accounts to be kept

- a. True accounts shall be kept -
 - (i) of all sums of money received and expended by ICCA and the matter in respect of which the receipt or expenditure takes place; and
 - (ii) of the property, credits, and liabilities of ICCA, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by ICCA for the time being, those accounts shall be open to the inspection of the members of ICCA;

and subject to any reasonable restrictions as to time and manner of inspection that maybe imposed by the ICCA, those accounts shall be open to the inspection of the members of the ICCA.

- b. The Treasurer shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the ICCA in accordance with the Act.

10.2 *Banking and finance*

- a. The Treasurer of ICCA shall, on behalf of ICCA, receive all moneys paid to ICCA and forthwith after the receipt thereof issue official receipts therefore and also prepare the annual statement of accounts for submission to the Annual General Meeting of ICCA.
- b. The Committee shall cause to be opened with such bank as the Committee selects, a banking account in the name of ICCA into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- c. The Committee may receive from ICCA's bank or bankers for the time being the cheques drawn by ICCA on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to ICCA.
- d. Except with the authority of the Committee, no payment of a sum exceeding fifty dollars shall be made from the funds of ICCA otherwise than by cheque drawn on ICCA's bank account, but the committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Committee may impose.
- e. No cheques shall be drawn on ICCA's bank account except for the payment of expenditure that has been authorised by the Committee.
- f. All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by any two of the following officers of ICCA
 - (i) President
 - (ii) Secretary
 - (iii) Treasurer

11 *Prohibition against securing profits for members*

- a. The income and property of ICCA, however derived, shall be applied solely towards the promotion of the objects and purposes of ICCA and no portion thereof shall be paid or transferred directly or indirectly, by dividend, bonus or otherwise, to any member of the ICCA.
- b. The ICCA may make payments in good faith to a servant or member of the ICCA or a State Fleet associated with ICCA of:
 - (i) remuneration in return for services actually rendered to ICCA by the servant or member or for goods supplied to ICCA by the servant or member is in the ordinary course of business;
 - (ii) interest on moneys lent to ICCA by the servant or member at a rate approved by the Committee; or
 - (iii) rent for premises let to ICCA by the servant or member at a reasonable and proper sum as approved by the Committee.

12 *Association's Office*

The office of ICCA shall be located at the sailing club associated with International

Cadets at which the President of ICCA is a member or such other place as the Committee may, from time to time, determine.

13 Winding Up

- a. If the ICCA is wound up, every member of the ICCA; and every Fleet which, within the period of 12 months immediately preceding the commencement of the winding up, was a member of ICCA is liable to contribute to the assets of ICCA for payment of the debts or liabilities of ICCA; and/or the costs, charges and expenses of the winding up; and for the adjustment of the rights of the contributories among themselves.
- b. Any liability under subrule 13a is not to exceed one hundred dollars (\$100.00).
- c. A former member is not liable to contribute under subrule 13a in respect of any debt or liability of ICCA contracted after he or she ceased to be a member.
- d. Further to the above rules, the ICCA may be wound up in the manner provided for in the Act.

14 *Alteration of Rules and Objects*

These rules may be altered, rescinded or replaced in accordance with section 24 of the Act.