

# By-laws of the Old Gaffer's Association

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*Note to reviewers:*

- *Cross-references to the Rule and the Act are depicted thus.*

## 1 Terms used

Refer to Part 1 of the Model Rules.

The following additional terms are used in these by-laws:

- **Gaff Rig:** a sailing rig (configuration of sails, mast and stays) in which the sail is four-cornered, fore-and-aft rigged, controlled at its peak and, usually, its entire head by a spar (pole) generally called the *gaff*.
- **Traditional Sailing:** the sailing of classic vessels and the sailing of vessels that are inspired by, or exploit, aspects of classical hulls, rigs and/or techniques.
- The term "in writing" in the Model Rules and these by-laws may be taken to include electronic transmission of written text or the completion of online forms where applicable.

## 2 Information provided to the Commissioner

The following are a recapitulation and expansion of the information provided to the Commissioner in completion of the Model Rules, as required by *Associations Incorporation Act 2015 Section 29(5)*;

### 2.1 Name

The registered name of the Association notified to the Commissioner is: Old Gaffers Association of WA Incorporated.

In communications with other clubs and the public it shall also be known as the "OGA of WA" or the "OGA Western Australia" with, where appropriate, the subtitle "The association for gaff rig and traditional sailing".

### 2.2 Objects

#### 2.2.1 The Objects notified to the commissioner under the Act are:

To promote and develop sailing with gaff, gunter, lug and similar rigs (Gaff Rigs), and to encourage all traditional sailing activities.

#### 2.2.2 These Objects include the following activities not notified to the commissioner:

- To liaise with other Gaff Rig associations in Australia and overseas, yacht clubs, members of the boating industry and the Western Australian community in matters concerning Gaff Rigs and traditional sailing.

- To encourage communication between members in promoting and developing Gaff Rigs and traditional sailing.
- To provide a forum for dialogue with other organizations concerned with Gaff Rigs and traditional sailing.
- To support lectures, workshops, exhibitions, special events, related to Gaff Rigs and traditional sailing.
- To promote community awareness of aims of the Association and encourage participation by community members and groups in achieving these aims.
- To promote racing, cruising, raft-ups, raids, rallies and other social events for owners of Gaff Rig and traditional yachts.

## 2.3 Quorums

### 2.3.1 General meetings

Any ten ordinary members personally present constitute a quorum for the conduct of business at a general meeting.

### 2.3.2 Committee Meetings

Any four committee members constitute a quorum for the conduct of the business of a committee meeting.

## 2.4 Financial Year

The Association's financial year will be the period of 12 months commencing on 1<sup>st</sup> July and ending on 30<sup>th</sup> June of each year.

## 3 By-laws of the Association supplementary to the Model Rules

The by-laws further define the rules of the Association. They are intended to be consistent with Model Rules and are subsidiary to the Model Rules, as required under Rule 64.

### 3.1 Liability of committee members and other authorised persons

*Refer to the Act, section 19*

Every person who is or has been a member of the committee or has been authorised to act by the committee is indemnified out of the property of the Association to the maximum extent permitted by law against:

- every liability incurred by the person in that capacity (except a liability for legal costs); and
- all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

- the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
- an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute; or

- the liability or legal costs did not arise out of conduct in good faith.

## **3.2 Membership**

### **3.2.1 Classes of membership**

*This amplifies Rule 8*

The following classes of members exist as permitted by Rule 8:

#### **3.2.1.1 Ordinary Members**

Each ordinary member of the Association has one vote at a general meeting.

#### **3.2.1.2 Family Members**

Spouses and partners may apply as Family Members, each having the same rights as an Ordinary Member and jointly paying the Family Membership fee.

#### **3.2.1.3 Honorary Life Members**

The committee may nominate to the general meeting any person who has made an outstanding contribution to the Association for admittance as an Honorary Life Member of the Association. Endorsement shall require not less than a 75% majority vote of the general meeting.

Awards will be made at the Annual General Meeting.

Honorary Life Members shall have the same rights as an Ordinary Member and shall not be required to pay any further membership fee.

#### **3.2.1.4 Outport Members**

Outport Membership, at a reduced membership fee, is available to members whose usual place of residence is more than 100km from the Perth CBD. Outport Members shall have the same rights as Ordinary Members.

### **3.2.2 Age limit**

*This further restricts Rule 8(3)*

All members of the Association shall be at least eighteen years of age at the time of application.

### **3.2.3 Membership Year**

*Refer to Rule 12(3)*

The Membership Year shall commence on 1<sup>st</sup> April each year.

The committee shall determine the membership fees for each year prior to the start of the membership year.

In the event of new members joining the Association after 1<sup>st</sup> January, such members as a group shall be entitled, without payment of an additional membership fee, to membership of the Association for the following membership year until 31<sup>st</sup> March.

## **3.3 Committee**

### **3.3.1 Committee Members**

Rule 27 restricts the office holders to the following positions:

- Chairperson: The President is the chairperson of the Association
- Deputy Chairperson: The Vice President is the deputy chairperson of the Association
- The Secretary
- The Treasurer

The following are ordinary committee members with designated roles:

- Membership Secretary
- Boat Registrar
- Webmaster

The Committee may establish subcommittees as it sees fit. It may also co-opt other Association members to its meetings for the purpose of providing Committee representation for any significant interest area (e.g. Social Secretary; Fleet Captain, etc)

### **3.3.2 Duties of office holders**

#### **3.3.2.1 President and chairperson**

*Refer to Rule 28*

The duties of the chairperson with regard to the operation of the committee and the general meetings are described in Rule 28.

The President fulfils these duties.

The President also pursues public relations activities relevant to the Association and coordinates the activities of members in promoting the objects of the Association. He/she also takes the lead in ensuring that appropriate operating procedures are produced and kept current.

#### **3.3.2.2 Vice President and vice chairperson**

In addition to deputising for the chairperson as required by the rules of the Association, the Vice President takes the lead in organising the Annual Regatta and also liaises with person(s) in charge of other Association sailing activities to ensure that appropriate operating procedures are in place for those events.

#### **3.3.2.3 Secretary**

*Refer to Rule 29*

The duties of the Secretary are described in Rule 29, except that the duties described in Rule 29(d) (records of membership) shall be carried out by the Membership Secretary, see 3.3.3.1.

#### **3.3.2.4 Treasurer**

*Refer to Rule 30*

The duties of the Treasurer are described in Rule 30.

### **3.3.3 Duties of other committee members**

#### **3.3.3.1 Membership Secretary**

The duties of the Membership Secretary include:

- processing and administering Association membership applications, renewals and terminations as required by the Model Rules;
- coordinating with the Treasurer the deposition of paid fees into the Association's accounts;
- maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act. (Rule 29(d)).

### **3.3.3.2 Webmaster**

The Webmaster is responsible for management and maintenance of the Association's website, and for soliciting, editing and publishing articles and information relevant to the activities and objects of the Association..

### **3.3.3.3 Boat Registrar**

The Boat Registrar is responsible for maintaining a record of boats registered with the Association, the allocation of sail numbers issued by the Association and for maintaining a permanent and ongoing history of all registered boats.

### **3.3.4 Maximum term of office**

In addition to the conditions described in Rule 35, a committee member may only stand for a maximum of four consecutive years in any one position and six consecutive years in more than one position, at which time the member is not eligible for election for at least one year. However, if insufficient nominations to fill necessary positions on the committee are received prior to the Annual General Meeting, the meeting may consider nominations for re-election of the committee members who are willing to serve an additional two years beyond the four/six-year maximums. The nomination and election of these members at the Annual General Meeting shall follow the same rules as for other elected committee members.

## **4 Alteration of the Rule and By-laws**

*Clarifies Rule 72 and Rule 57(5) by reference the Act Section 51*

The Rules cannot be altered but may be made specific to the Association's requirements by adding to or amending these by-laws in accordance with Rule 64.

The by-laws may not be altered except by special resolution passed and confirmed by the members of the Association as required under Rule 72.

Such special resolution shall be notified to members at least 21 days before the general meeting at which it is to be proposed as required by Rule 52(1)(a).

It shall not pass unless there is an affirmative vote by a majority of not less than three-fourths of the members of the Association who cast a vote at the meeting in compliance with the Act Section 51(1)(b).