

SOUTH AUSTRALIAN RADIO YACHT CLUB Inc.

CONSTITUTION

1. NAME:

The name of the incorporated association is the SOUTH AUSTRALIAN RADIO YACHT CLUB INCORPORATED referred to herein as “the Association”.

2. DEFINITIONS:

In these rules, unless the contrary intention appears –

‘**Committee**’ means the Committee of Management of the Association

‘**meeting**’ means a general meeting of members of the Association convened in accordance with these rules

‘**member**’ means a member of the Association

‘**Act**’ means the Associations Incorporation Act, 1985

‘**special resolution**’ means a special resolution defined in the Act

‘**month**’ shall mean a calendar month

‘**Regulations**’ means the Associations Regulations, 1985

3. OBJECTS AND PURPOSES:

The objects of the association are to;

Promote Model Yacht Racing and Sailing

4. POWERS:

The association shall have all the powers conferred by Section 25 of the Associations Incorporation Act 1985 save and except such modifications and exclusions as are specified in this Constitution.

5. MEMBERSHIP:

- (a) Membership is open to any person over the age of fourteen years who is interested in the objects of the Association and agrees to abide by the Constitution and Rules and has been duly elected as provided in clause 5(c) of this Constitution.
- (b) Any person who applies for membership of the association shall be proposed by one financial member and seconded by another financial member. The application for membership shall be made in writing, signed by the applicant and the proposer and the seconder and shall be in such form as the committee shall prescribe from time to time. The application shall be accompanied by the first annual subscription as is prescribed from time to time.
- (c) Upon acceptance by the committee the applicant shall be an ordinary member of the association.

6. SUBSCRIPTIONS:

- (a) The subscription fees for each class of membership shall be such sum as the members shall determine from time to time in general meeting.
- (b) The subscription fees for each class of membership shall be payable annually on the 1st April or at such other time as the committee shall determine from time to time.
- (c) Any member whose subscription is outstanding for more than one (1) month after the due date for payment shall cease to be a member of the Association, provided always that the committee may reinstate such a person’s membership on such terms as it thinks fit.

7. RESIGNATION:

A member may resign from membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Association.

8. EXPULSION OF A MEMBER:

- (a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- (b) Particulars of the charge shall be communicated to the member at least one (1) calendar month before the meeting of the committee at which the matter will be determined.
- (c) The determination of the committee shall be communicated to the member and, in the event of an adverse determination, the member, subject to sub-rule 8(d) cease to be a member 14 days after the committee has communicated its determination to him/her.
- (d) It shall be open to a member to appeal to the association in general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the committee has been communicated to the member.
- (e) In the event of an appeal under sub-rule 8(d), the appellant's membership of the Association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the Association and, in such event, membership will be terminated at the date of the general meeting at which the determination of the committee was upheld.

9. LIFE MEMBERSHIP:

- (a) A member may present a written citation in favour of another member recommending that that member may be considered for Life Membership.
- (b) Such a citation to be lodged with the Secretary as a "Notice of Motion" for the next Annual General Meeting.
- (c) Life Membership will be granted upon approval by a 75% 'Yes' vote at that meeting.
- (d) A Life Member shall retain all rights and privileges of a full member but without cost to him or herself.

10. THE COMMITTEE:

- (a) The affairs of the association shall be managed and controlled exclusively by a committee which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of the Association and are not by the Act or by this Constitution required to be done by the association in general meeting.
- (b) The committee has the management and control of the funds and other property of the association.
- (c) The committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a Public Officer required by the Act and may discuss or delegate any of its powers to such officers and employees.
- (d) The committee shall be comprised of a Commodore, Vice-Commodore, Secretary, Treasurer and four (4) committee members all of whom shall be members of the Association.
- (e) The committee shall hold office until the next Annual General Meeting at which time they shall be eligible for re-appointment.
- (f) The committee may appoint a natural person to fill a casual vacancy, and such a committee member shall hold office until the next Annual General Meeting of the Association and shall be eligible for re-appointment.
- (g) No member of the association shall be eligible to stand for election unless a member of the Association has nominated and another member has seconded the nomination and the nomination of that person is delivered to the Secretary of the association at least twenty-eight (28) days before the meeting. The nomination shall be signed by the proposer and seconder and by the nominee to signify a willingness to stand for election.
- (h) Notice of all persons seeking election to the committee shall be given to the members of the Association with the notice calling the meeting at which the election is to take place.

- (i) If only the required number of persons are nominated to fill the existing vacancies the Secretary shall report accordingly to the Annual General Meeting and the chairperson shall declare the persons duly elected as committee members. Where more than the required number of persons are nominated to fill the existing vacancy/s then a ballot shall be held to fill the vacant position/s.
- (j) The committee shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- (k) The committee shall appoint a Public Officer as required by the Act.

11. DISQUALIFICATION OF COMMITTEE MEMBERS:

The office of committee member shall become vacant if a committee member is;

- (a) Disqualified by the Act.
- (b) Expelled as a member under these rules.
- (c) Permanently incapacitated by ill health.
- (d) Absent without apology from more than three consecutive committee meetings, or more than three committee meetings in a financial year.
- (e) No longer the duly appointed representative of a corporate member.

12. PROCEEDINGS OF COMMITTEE:

- (a) The committee shall meet together for the despatch of business at least bi-monthly.
- (b) Questions arising at any meeting shall be decided by a majority of votes and in the event of an equality of votes the chairperson shall be a casting vote in addition to a deliberative vote.
- (c) A quorum for a meeting of the committee shall be five (5) members of the committee.
- (d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the committee as required by the Act and shall not vote with respect to that contract or proposed contract.

13. FINANCIAL YEAR:

The financial year of the association shall be a twelve (12) month period ending 30th June in each year.

14. BORROWING POWERS:

- (a) Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the committee sees fit and may secure the repayment thereof by charging the property of the Association.
- (b) Subject to section 53 of the Act the Association may invite and accept deposits of money from any persons on such terms and conditions as may be determined by the committee from time to time.

15. CHANGES TO THE CONSTITUTION:

- (a) Subject to approval by a resolution of members of the Association this Constitution may be altered (including an alteration to name) or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act.
- (b) This Constitution shall bind the Association and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all the provisions thereof.

16. THE SEAL:

- (a) The Association 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 association. The affixing of the seal shall be witnessed by the Chairperson and the Secretary.

- (c) The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

17. MEETINGS:

- (a) The Committee shall call a special general meeting of the Association at any time, and shall call an annual general meeting in accordance with the Act.
- (b) The annual general meeting shall be held within five (5) months of the end of its financial year.
- (c) Upon requisition in writing of not less than five (5) of the total number of members of the Association, the committee shall within one (1) month of the receipt of the requisition, convene a special general meeting for the purpose stated in the requisition.
- (d) Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- (e) If a special general meeting is not convened within one (1) month as required by sub-rule (c) the requisitioners may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitioners are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- (f) Subject to sub-rule (g) at least fourteen (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 business to be transacted at the meeting. In the case of an annual general meeting the order of business at the meeting shall be the consideration of the accounts and reports of the committee and the auditors, the appointment of auditors and committee members (if required), and any other business requiring consideration by the Association in general meeting.
- (g) Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.
- (h) A notice may be given by the Association to any member by serving the member with the notice personally or by sending it by post or Email to the address appearing on the register of members.
- (i) Where notice is sent by post service of the notice shall be deemed to be effective if it is properly addressed and posted to the member by ordinary prepaid mail.
Where a notice is sent by Email service of the notice shall be deemed to be effective if it is properly addressed and sent to and read by the member.

18. PROCEEDINGS AT MEETINGS:

- (a) Ten (10) members present personally or by proxy shall constitute a quorum at any general meeting.
- (b) If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such an adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall form a quorum.
- (c) The chairperson of the committee, or if there shall be no chairperson, then the vice-chairperson of the committee or in their absence, or on their declining to take, or retiring from the chair, one of the committee members chosen by the meeting shall preside as chairperson at every general meeting of the Association.
- (d) If there is no such chairperson or vice-chairperson present within five (5) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairperson.
- (e) The chairperson may, with the consent of the meeting at which a quorum is present, and if so directed by the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (f) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.

- (g) At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, without proof of the number or proportion of the votes recorded in favour of, or against the resolution. This, unless a poll is demanded for conclusive evidence of the fact.
- (h) If a poll is demanded by the chairperson of the meeting or by three or more members present or by proxy, it shall be taken in such a manner as the chairperson directs. The result of such a poll shall be the resolution of the meeting, except in the case of a special resolution, where a majority of not less than three quarters of the members who, being entitled to do so, vote personally or by proxy at the meeting is required.
- (i) A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

19. MINUTES:

- (a) Proper minutes of all proceedings of meetings of the Association and 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 shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- (c) Where minutes were entered and signed they shall, until the contrary is proved, be evidence, that the meeting was convened and duly held and that all proceedings held at the meeting shall be deemed to have been held and that all appointments made at a meeting shall be deemed to be valid.

20. VOTING RIGHTS:

- (a) Subject to these rules each member present in person or by proxy shall be entitled to one vote.
- (b) A member being a body corporate shall be entitled to appoint one person who need not be a member of the Association to represent it at a particular meeting or at all meetings of the association. That person shall be appointed by the corporate member by a resolution of its board which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

21. PROXIES:

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be his proxy and attend and vote at any meeting of the Association.

22. ACCOUNTS:

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

23. WINDING UP:

The Association may be wound up in the manner provided for in the Act.

24. APPLICATION OF SURPLUS ASSETS:

If, after winding up the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be appropriated in accordance with this rule (set out the manner in which the surplus assets are to be appropriated).

(As passed at the 2004 Annual General Meeting)