
SMALL BOAT CLUB OF SA INC

CONSTITUTION 2018

1. The name of the incorporated association is SMALL BOAT CLUB OF SOUTH AUSTRALIA, referred to herein as "the association".

2. DEFINITIONS

"committee" means the committee of management of the association "general meeting" means a general meeting of members of the association convened in accordance with this constitution

"member" means a member of the association

"the Act" means the Association Incorporation Act 1985

"special resolution" means a special resolution defined in the Act "month" shall mean a calendar month

"dependent" shall have its strict meaning

"bylaws" means the document as defined in this constitution

3. OBJECTS OR PURPOSES OF THE ASSOCIATION

a. To promote sailing, boating, fishing and associated social activities

b. To promote and hold either alone or jointly with other associations, clubs or persons, meetings and boating competitions and to offer, give or contribute towards prizes, medals and awards and all associated activities

c. To employ or contract such persons as may be required from time to time to time

d. To support and subscribe to charities as determined by the committee from time to time

e. To do all such other things as may be incidental to these objectives including the application for and management of an appropriate licence under the Liquor Licensing Act 1997

4. POWERS OF THE ASSOCIATION

a. The powers of the association are subject to the Act and these rules.

b. The association shall have all the powers conferred by section 25 of the Associations Incorporation Act and without limiting these the association shall be entitled to hold real or personal property, open and operate bank accounts and enter into any necessary or desirable contract including contracts of employment.

c. The Association shall have all the powers conferred under the provisions of the Liquor Licensing Act 1997.

d. The Committee shall be entitled to exercise the full powers of the Association and without limiting those powers shall have the management and control of the funds and property of the association, subject to conditions and limits (if any) in the club Bylaws.

5. MEMBERSHIP

5.1 Types

There shall be four (4) types of membership. Full; Associate; Honorary; and Life.

(I) Full member

Any person who supports the objects of the association and agrees to be bound by its constitution and bylaws may apply to become a Full member.

(II) Associate member

Any person who supports the objects of the association and agrees to be bound by its constitution and bylaws may apply to become an Associate Member.

(iii) Honorary member

A person who provides valued services to the association and agrees to be bound by its constitution and bylaws may be admitted as an Honorary member at the invitation of the committee.

(iv) Life member

A Full member who has rendered valuable service over the preceding ten years and who agrees to be bound by the constitution and bylaws may be elected a Life member in accordance with the bylaws and relevant provisions in Section 10 of this constitution.

5.2 Register of voting members

a. A register of members must be kept and contain whatever information about the member and their vessel/s that the committee deems important for the sound management of the club.

b. This information must include but is not limited to the information required on the club's official application form.

c. The date when membership ceased (if applicable) shall be recorded and information on past members maintained indefinitely.

5.3 Resignation

A member may resign from membership of the association by giving written notice thereof to the secretary, but shall remain subject to any relevant provisions in the bylaws, including liability for debts.

5.4 Expulsion

A determination by the committee to expel a member on a charge of misconduct detrimental to the interests of the association shall be subject to the following provisions:

i) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

ii) The determination of the committee shall be communicated to the member and, in the event of an adverse determination, the member shall, (subject to (iii) below), cease to be a member 14 days later.

iii) It shall be open to a member to appeal to the association in general meeting against the expulsion in accordance with the provisions in Section 9 below). The intention to appeal shall be communicated in writing to the secretary within the 14 day period defined in (ii) above.

iv) The appeal shall be heard at the next scheduled general meeting following receipt by the secretary of the written notice of the intention to appeal; the appellant shall be entitled to make both written and oral submissions to the meeting.

v) The question shall be decided at the general meeting in accordance with the relevant provisions under Section 10 of the constitution.

6. FEES

The subscription fees for membership and fees for any other rentals or services shall be such sum and payable on such terms as the members determine at an appropriately constituted meeting as defined under Section 10 of this constitution.

7. BYLAWS

a. The club's bylaws shall be consistent with the provisions of this constitution and, where contradictory, the constitution takes precedence.

b. The bylaws may refer to any aspect of club management and member conduct and are binding on all members.

c. The bylaws (except a bylaw imposing or amending a fee) may be proposed, amended or rescinded at an ordinary general meeting in accordance with the relevant provisions under Section 9 of this constitution.

d. Bylaws setting or amending the fees payable shall be considered only at an AGM or by Special Resolution (as in Section 9 below)

- e. The committee may impose penalties as it sees fit, including the suspension of gate keys, on any member who fails to respond in an appropriate and timely manner to a request by the committee for compliance with these bylaws.
- f. A member upon whom a penalty has been imposed may have recourse to the relevant provisions under Sections 10 & 11 of this constitution.

8. THE COMMITTEE

8.1 Powers and Duties

- a. The affairs of the association shall be managed and controlled 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 these rules 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, subject to conditions and limits (if any) in the club Bylaws.
- c. The committee shall have 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.
- d. The committee may appoint sub committees as may be needed from time to time and shall provide such sub committees with such powers and duties as are appropriate.
- e. The committee may at its discretion fill any casual vacancy upon the committee having due regard to the rules of appointment. The member appointed shall continue in office until the next Annual General meeting.
- f. The committee shall appoint a secretary as required by the Act.

8.2 Appointment

The committee shall be comprised of a Commodore (Chairperson), Vice Commodore, Rear Commodore, Treasurer, Secretary, and a minimum of five (5) and a maximum of seven (7) ordinary members.

- a. The ordinary members shall be assigned responsibility to manage particular areas of the club and shall have the full authority of the committee to make orders in their area; the Secretary shall advise members of this information by posting it on the club noticeboard and via electronic media.
- b. A committee member shall be a natural person (not an entity).
- c. All committee positions shall be subject to election at each AGM; a retiring committee member shall be eligible to stand for re-election.
- d. Any Full member with at least twelve months membership or is a Life member shall be eligible to stand for election.
- e. No member shall be eligible to become Commodore of the association unless they shall have been a member of the committee for a minimum of two years and are the owner of a boat normally moored in the waters of the association.
- f. No member shall be eligible to become the Vice Commodore of the association unless they have been a member of the committee for at least one year and are the owner of a boat normally moored in the waters of the association.
- g. No member shall be eligible to become Rear Commodore of the association unless they have been a Full member for at least one year.
- h. Candidates for any position upon the committee shall be nominated and seconded in writing by two Full members. The nomination paper shall contain the consent to stand by the candidate and shall be lodged with the Secretary a minimum of eight (8) days prior to the scheduled meeting.
- i. Notice of persons seeking election shall be made available to members a minimum of seven (7) days prior to the meeting.
- j. The committee shall appoint three independent Returning Officers to undertake the management of the election, including but not limited to the preparation of ballot papers and handling of completed ballots. Any decision by a majority of the Returning Officers shall be binding.
- k. In the event of a tied vote for any position, the Returning Officers may call for a show of hands to determine the tie or any other method deemed suitable.
- l. Once the election of the committee is determined, the Returning Officers shall call upon the new committee to take control of further proceedings.

8.3 *Proceedings*

- a. The committee shall meet together for the despatch of business at least monthly.
- b. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of an equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a meeting of the committee shall be one half of the 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, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of that interest in the contract at the next AGM.
- e. The Commodore shall be the Chairperson of the committee, or, in the event of absence, the Vice Commodore shall be Chairperson. If neither are present the committee shall appoint one of its other officers to exercise the powers of Chairperson.

8.4 *Public Officer*

The Public Officer required by the provisions of the Associations Incorporations Act shall be the Secretary of the Association as appointed from time to time.

8.5 *Secretary*

- a. It shall be the duty of the Secretary to manage and conduct all the administrative affairs of the association under the direction of the committee: to make (or have made by an appointed Minute Secretary who shall be an ex officio member of the committee) full and accurate minutes in books for that purpose of all special, general and committee meetings; to keep files of club documents including but not limited to insurance policies, bank accounts, lease agreements, policies relating to WH&S and EPA requirements; to provide notice in accordance with these rules of all such meetings and to provide all documents as are required at each such meetings. The Secretary shall carry out all proper instructions of the committee.
- b. The association shall pay the Secretary an honorarium. The amount shall be determined by the committee at its first meeting following the AGM but shall never exceed 5% of the total annual subscriptions of the association. The honorarium shall be paid proportionate to the period of time spent as Secretary.

8.6 *Treasurer*

- a. It shall be the duty of the Treasurer to keep and maintain correct and accurate accounts and ledgers showing all the financial affairs of the association in such form as shall comply with standard accounting practices.
- b. Subject to directions of the committee, the Treasurer shall make disbursements of the funds of the association by cheque countersigned by either the Commodore or Secretary and drawn upon the association's bank; or by electronic means of transfer with the appropriate printed records made available for inspection at the next committee meeting and maintained indefinitely on file.
- c. Shall on behalf of the association receive all monies and income for deposits into the association's bank account/s.
- d. Shall undertake all requirements of the association's Auditor to ensure a proper report be submitted to the AGM.
- e. The association shall pay the Treasurer an honorarium. The amount shall be determined by the committee at its first meeting following the AGM but shall never exceed 5% of the total annual subscription of the association. The honorarium shall be paid proportionate to the period of time spent as Treasurer.

8.7 *Disqualification*

The office of a committee member shall become vacant if a committee member is disqualified from being a committee member by the Act; expelled as a member under this constitution or club bylaws; permanently incapacitated by ill health; or absent without apology from more than four meetings in a financial year.

9. 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.

10. GENERAL MEETINGS

10.1 *Annual General Meetings*

- a. The committee shall call an Annual General Meeting in August each year.
- b. Notices of the AGM shall be given not less than 14 days prior to the meeting date.
- c. A quorum shall consist of thirty (30) voting members personally present.
- d. The order of the business at the meeting shall be:
 1. the confirmation of the minutes of the previous Annual General Meeting and of any special general meeting held since that meeting
 2. the consideration of the accounts and reports of the committee and their Auditor's report
 3. the election of committee members
 4. the appointment of Auditors
 5. any other business requiring consideration by the association in general meeting where due notice specifying the nature of such business shall have been made available at least seven (7) days prior to the meeting.

10.2 *Special General Meetings*

- a. The committee may call a Special General Meeting of the association at any time.
- b. Upon a petition in writing of not less than 5% of the total number of members of the association, the committee shall within one month of the receipt of the petition, convene a Special General Meeting for the purpose specified in the petition.
- c. Every petition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a Special General Meeting is not convened within one month, as required by 10.2b above, the petitioners, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the petitioners 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.

10.3 *Notice of General Meetings*

- a. Subject to 10.3b, 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 association to any member by serving the member with the notice personally, or electronically via SMS and/or email to the addresses provided, or by post to the address appearing in the register of members.

10.4 *Proceedings at General Meetings*

- a. Thirty (30) members, present personally shall constitute a quorum for the transaction of business at any General Meeting.
- b. If within 30 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 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. Subject to 8.3e, the Commodore shall preside as Chairperson at a General Meeting.
- d. If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or they are present but decline to take or retires from the chair, the members may choose a committee member or one of their own member to be the Chairperson of that meeting.

e. There shall be a General Meeting every three months to fully inform members of the progress of the association.

10.5 *Voting at General Meetings*

a. Subject to this constitution, 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 that 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.

10.6 *Poll at General Meetings*

a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

b. A poll demanded for the election of a person presiding or on question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

10.7 *Special and Ordinary Resolutions*

a. A Special Resolution is a Special Resolution as defined in the Act, namely:

1. a resolution passed at a properly convened meeting of members of the association where at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given to all members of the association; and

2. it is passed at a meeting by a majority of not less than three quarters of such members being entitled to do so at that meeting.

b. An Ordinary Resolution is a resolution passed by a simple majority at a General Meeting.

10.8 *Proxies*

Proxies are not permitted at any meeting of the association.

10.9 *Minutes*

a. Proper Minutes of all proceedings of General Meetings of the association 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 association 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.

e. All Minutes of all meetings shall be posted on the Notice Board within twenty one (21) days of the meeting.

11. **DISPUTE RESOLUTION**

11.1 *Procedure*

a. The Dispute Resolution procedure set out in this rule applies to disputes under this constitution between -

a. a member and another member

b. a member and the association

b. The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

d. In this rule "member" includes any person who was a member not more than six (6) months before the dispute occurred.

11.2 *Natural justice*

Section 40 of the Associations Incorporation Act provides that where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed.

11.3 *Court application*

Section 61 of the Associations Incorporation Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or by a former member expelled from the association (provided that the application is made within six (6) months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

12. **FINANCIAL REPORTING**

12.1 *Financial Year*

The Financial Year of the association shall be the period ending on the 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

12.2 *Accounts to be kept*

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

12.4 *Accounts and Reports to be laid before members*

The accounts, together with the Auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the Annual General Meeting.

12.5 *Appointment of Auditor*

- a. At each Annual General Meeting, the members shall appoint a qualified person to be Auditor of the association.
- b. The Auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- c. If an appointment is not made at an Annual General Meeting, the committee shall appoint an Auditor for the current financial year.

12.6 *Prohibition against securing profits for members*

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

13. **WINDING UP**

The association may be wound up in the manner provided for in the Associations Incorporation Act 1985.

- a. If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. The association may determine to distribute surplus assets to nominated charities.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

13. **RULES**

- a. These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes decision or replacement by substitute rules.

- b. The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- c. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and need to be bound by all of the provisions thereof.
- d. The Act provides that an alteration to a rule may be made by special resolution of the association unless other provision is made in the rules.

14. LIQUOR LICENSING ACT 1997

- a. If the association shall be licensed or shall be registered under the provision of the Liquor Licensing Act from time to time in force the committee of the association shall ensure the association complies with each and every requirement of the Act and Regulations under the Act.
- b. The committee shall within fourteen (14) days advise the Clerk of the Licensing Court of Adelaide of any change to either the Committee or any of the Rules of the association.
- c. The committee shall provide all reports and documentation as may be requested under the Act or Regulations.

15. MEMBER DUTIES AND RESPONSIBILITIES

- a. To involve themselves in achieving the Objects and purposes of the Association.
- b. To comply with this constitution and the club bylaws.
- c. To pay promptly all fees and charges imposed from time to time.
- d. To comply promptly and fully with any instruction by club's WHS officer.
- e. To obey any formal instruction of the association arising from the committee or in General Meeting.
- f. To abide by the requirements of the Liquor Licensing Act.
- g. To use the associations facilities and equipment with proper care.