

# **SOUTH AUSTRALIAN RADIO YACHTING ASSOCIATION Inc.**

## **CONSTITUTION**

### **1. NAME.**

The name of the Association is the SOUTH AUSTRALIAN RADIO YACHTING ASSOCIATION INCORPORATED referred to herein as "STATE COUNCIL" or "THE ASSOCIATION" or "SARYA Inc."

The AUSTRALIAN RADIO YACHTING ASSOCIATION Inc.

### **2. OBJECTS and PURPOSES.**

The SARYA (State Council) shall -

- (a) Act as a forum for Radio Yachting interests within South Australia;
- (b) Encourage all Clubs and other appropriate organisations within South Australia to affiliate through it with the Australian Radio Yachting Association Inc. (ARYA Inc.);
- (c) Obtain and maintain membership of the Australian Radio Yachting Association Incorporated (ARYA Inc.) and act as the State authority on behalf of that body;
- (d) Promote and recognise those classes of radio yachts recognised by the ARYA Inc. and act as the individual class association contact for South Australia;
- (e) Publicise and act as a source of information on the sport of Radio Yachting within South Australia;
- (f) Determine procedures, fix dates and venues for all State Class Championship Regattas and other major events held within South Australia;
- (g) On behalf of the ARYA Inc. coordinate yacht measurement and registration procedures and services within South Australia;
- (h) Provide input into the ARYA Inc. on matters of concern to clubs and members;
- (i) Except where provided in the AYRA Inc. Rules be responsible for the conduct of its own affairs;
- (j) As nominated delegates to an incorporated Association and representatives from Incorporated Affiliated Clubs, be bound by the rules of the Associations Incorporation Act of South Australia.

### **3 POWERS.**

The SARYA Inc. (State Council) shall have all the powers conferred by Section 25 of the Associations Incorporation Act 1985.

### **4 MEMBERSHIP.**

- (a) Any Club, Society, Association or other body whose activities are intended to provide facilities for radio yachting may affiliate to the AUSTRALIAN RADIO YACHTING ASSOCIATION Inc. through membership of the SOUTH AUSTRALIAN

RADIO YACHTING ASSOCIATION Inc. (State Council). Such a body shall be an affiliated club of the ARYA Inc.;

- (b) Such clubs shall be comprised of a minimum of two associated clubs, each consisting of not less than six (6) members and carrying out a regular programme of racing;
- (c) Where only one club exists in the State that club may be authorised by the ARYA Inc. to act as a State Council for that State subject to such conditions, if any, as imposed by the ARYA Inc.;
- (d) Notwithstanding Rule 3 (b), the ARYA Inc. may, at its discretion, admit or maintain membership of any club whose membership falls below this level, as a non voting member;
- (e) An affiliated club shall be responsible for the payment of affiliation fees to the ARYA Inc., through the State Council, on behalf of its members providing that, where the affiliated club is not wholly dedicated to radio yachting, affiliation fees shall only be due to the ARYA Inc. for those club members who are involved with radio yachting;
- (f) Only one affiliation fee shall be paid on account of a person who is a member of more than one club.

#### 4 AFFILIATION APPLICATIONS.

Requests to the SOUTH AUSTRALIAN RADIO YACHTING ASSOCIATION Inc. for Club affiliation to the ARYA Inc. are to be accompanied with the following;

- (a) Affiliation joining fee as may be set from time to time;
- (b) Copy of Clubs formally constituted and accepted Constitution;
- (c) List of Clubs current Office Bearers;
- (d) Copy of Clubs Certificate of Incorporation of an Association;
- (e) Copy of Clubs last audited Financial Statement;
- (f) Copy of the Clubs Public Liability Insurance certificate.

#### 5 SUBSCRIPTIONS.

- (a) Subscription rates paid to the SARYA Inc. from State affiliated clubs shall comprise;
  - (i) Joining Fee (once only) as shall be determined at the SARYA Inc. Annual General Meeting;
  - (ii) ARYA Inc. Subscriptions as shall be determined at the ARYA Inc. Annual General Meeting;
  - (iii) SARYA Inc. subscriptions as shall be determined at the SARYA Inc. Annual General Meeting.

- (b) Subscriptions shall be due on the first day of June each year and payable not later than the first day of July of that year.
- (c) The SARYA Inc. shall have the power to with-hold all rights and privileges of membership from Affiliated clubs whose subscriptions are not paid by the latter date.

#### 6. RESIGNATION.

A club may resign from membership of the SARYA Inc. by giving written notice thereof to the State secretary of the SARYA Inc.. Any club so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt to the SARYA Inc.

#### 7. EXPULSION OF AN AFFILIATED CLUB.

- (a) Subject to a Club being given an opportunity to be heard or to make a written submission the SARYA Inc. may resolve to expel a Club upon a charge of misconduct detrimental to the interests of the ARYA Inc. or the SARYA Inc.;
- (b) Particulars of the charge shall be communicated to the Club at least one (1) calendar month before the meeting of the SARYA Inc. at which the matter will be determined;
- (c) The determination of the SARYA Inc. shall be communicated to the Club and in the event of an adverse determination the Club shall, subject to sub-rule (d) cease to be a member 14 days after the SARYA Inc. has communicated its determination to it;
- (d) It shall be open for the Club to appeal to the SARYA Inc. in a General Meeting against the expulsion. The intention to appeal shall be communicated to the secretary of the SARYA Inc. within 14 days after the determination of the SARYA Inc. has been communicated to the Club;
- (e) In the event of an appeal under sub-rule (d) the Club's membership shall not be terminated unless the determination of the SARYA Inc. to expel the Club is upheld by the members of the SARYA Inc in general Meeting after Club has been heard and, in such event, membership will be terminated at the date of the General Meeting at which the determination of the SARY A Inc. is upheld.

#### 8. THE COMMITTEE.

- (a) The affairs of the SARYA Inc. shall be managed and controlled exclusively by three (3) delegates from each of the South Australian Yacht Club Inc. and the Riverland Model Yacht Club together with three (3) delegates from any additional clubs admitted to the ARYA Inc.;
- (b) The first Committee shall comprise of such persons as hold office prior to implementation of this Constitution and shall hold office until the first Annual General Meeting following implementation, at which time the Secretary and Treasurer and delegates shall retire but be eligible for reappointment. Three delegates from each member club shall be advised to the Annual General Meeting to serve until the next Annual General Meeting.
- (c) The officers of the Committee, who must be financial members of a financial affiliated Club and who shall all hold honorary positions are;
  - (i) Honorary Secretary

## (ii) Honorary Treasurer

- (d) Such Committee in addition to any powers and authorities conferred by these rules may exercise such powers and do all such things as are within the objects of the SARYA Inc. and affiliated clubs and are not by these rules required to be done by the Association in a General Meeting;
- (e) The Committee shall have the power to appoint a State Council Secretary, Treasurer and other officers as may be necessary to carry out the objects of the Association;
- (f) The duties of the officers are -
- (i) The Honorary Secretary shall call all meetings, issue the required notices, keep a register of attendance and record the minutes of the Association. He shall deal with correspondence and keep all books and records applicable to his office. He shall assist the Honorary Treasurer in the preparation of the Balance Sheet for the annual audit and budget. He shall keep the ARYA Inc. and all affiliated clubs Secretaries informed of all matters of the SARYA Inc. and occupy the position of Public Officer as required by the Association Incorporation Act 1985
  - (ii) The honorary Secretary shall receive all monies the property of the SARYA Inc. and shall deposit same in accordance with rule 16 (b). He shall be responsible for all payments on behalf of the SARYA Inc. He shall keep the accounts and prepare them for audit and production at the ARYA Inc, annual general meeting and for presentation to affiliated club secretaries.
- (g) The SARYA Inc. may appoint a natural person to fill a casual officer vacancy and such a member shall hold office until the next annual general meeting.

## 9. DISQUALIFICATION OF COMMITTEE MEMBERS

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

- (a) disqualified by the Association Incorporation Act;
- (b) expelled under these rules;
- (c) permanently incapacitated by ill health;
- (d) absent subject to rule 10(a) without apology from more than three consecutive meetings or more than three committee meetings in a financial year.

## 10. PROCEEDINGS AT COMMITTEE MEETINGS

- (a) The committee shall meet regularly for the dispatch of business and in any case not less than once every three months. Where it is not practical for the committee to meet as a group for reasons of distance such meetings may be conducted by post or telephone or other electronic means or by a combinations of such facilities;
- (b) Except as provided in rule 10 (c) each member of the committee shall have one vote;
- (c) Questions arising at any meetings shall be decided by a majority of votes and in the event of an equality of votes the chairman, as provided under Rule 10 (f) shall have a casting vote in addition to a deliberative vote;
- (d) A quorum for a meeting of the committee shall be a member from each of the affiliated clubs either in person or represented by proxy;

- (e) A member of the Committee having a pecuniary interest in a contract with the ARYA Inc. or Affiliated Clubs must disclose that interest to the SARYA Inc. as required by the Associations Incorporation Act under which both the ARYA Inc. and affiliated Clubs are Incorporated;
- (f) Meetings shall be chaired by the State Secretary or in his/her absence by a Committee member appointed by the members present.

#### 11. PROXIES.

- (a) Voting by proxy shall be recognised;
- (b) The appointment for a specific proxy shall be for a specific meeting only;
- (c) The bearer of a proxy shall be a delegate from the affiliated club and shall also be entitled to exercise his/her own vote if otherwise entitled to do so in addition to the proxy;
- (d) Written notification of an appointment of a proxy must be in the hands of the Honorary Secretary before the commencement of a meeting at which it is exercised;
- (e) The notification shall state clearly the specific purpose or items of the Agenda covered by the proxy and the limitations, if any, placed on the exercise of the proxy.

#### 12. FINANCIAL YEAR.

The Financial Year of the SARYA Inc. shall be the period ending 30<sup>th</sup> June of each calendar year.

#### 13. RULES.

- (a) Subject to approval by a resolution of the members of the SARYA Inc. these rules may be altered (including an alteration to name) or be rescinded and replaced by substitute rules. Such an alteration shall be advised to the ARYA Inc. and Affiliated Clubs;
- (b) These rules shall bind the SARYA Inc. 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.

#### 14. MEETINGS.

- (a) The State Secretary may call a special general meeting of the Committee at any time, and shall call an Annual General Meeting as defined under the Associations Incorporation Act;
- (b) A special general meeting by the Committee shall be convened within one month upon receipt of a requisition signed by the secretaries of two Affiliated Clubs or a requisition by the Secretary of the ARYA Inc. Such requisition is to be accompanied by a fully detailed resolution passed by each Affiliated Club in general meeting and countersigned by the officiating chairperson;
- (c) The annual General Meeting shall be held within five (5) months of the end of the financial year;

Notice of all annual general meetings shall be given at least twenty eight days prior to the meeting. The notice shall contain details of the agenda, special notices, notices of motion and changes in Rules;

- (d) The Agenda shall include;
  - (i) Confirmation of the minutes of the previous meeting;
  - (ii) Confirmation of action taken by the committee;
  - (iii) Affiliated Clubs Operating Reports and Financial Statements;
  - (iv) SARYA Inc. Financial Statements and balance sheet;
  - (v) Election of officers and appointment of auditors;
  - (vi) Motions submitted by Affiliated Clubs;
  - (vii) Annual budgets and subscriptions for the following year;
  - (viii) Yacht measuring fees for the following year;
  - (ix) Affiliation joining fee for the following year;
  - (x) Next State Championship Regattas, places and dates;
  - (xi) Discussion items;
  - (xii) General business.

#### 15 MINUTES.

- (a) Proper minutes of all meetings shall be kept and within one month of the meeting be entered into a register kept for that purpose;
- (b) The minutes 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) Copies of the minutes shall be forwarded to all Affiliated Clubs within one month of the meeting;

#### 16 ACCOUNTS.

- (a) The committee shall keep such accounting records as are necessary to correctly record and explain the financial position of the SARYA Inc.;
- (b) All monies raised under the authority of the SARYA Inc. either for its general activities or for such specific purposes as the SARYA Inc. may authorise, shall be deemed to be the property of the Associated Clubs and shall be kept in a Bank, savings bank, building or friendly society as authorised by an Annual General Meeting;
- (c) The accounts of the SARYA Inc. shall be audited annually or at a time the committee may agree;
- (d) The committee shall prepare an annual report and balance sheet to be presented at the SARYA Inc. annual general meeting, the SARYA Inc. annual general meeting and for the Affiliated Clubs

## 17. ANNUAL GENERAL MEETING (AUSTRALIAN RADIO YACHT ASSOCIATION Inc.).

The Committee will prepare a SARYA Inc. Report and Financial Statement and present these, together with copies of affiliated clubs Reports and Financial Statements to the ARYA Inc. annual general meeting.

## 18. DISPUTE.

- (a) In the event of a dispute between an Affiliated Club and the SARYA Inc. the club may refer the matter to the Honorary Secretary of the Association for determination by the Association Committee;
- (b) Both parties shall have the right to be represented in person at any meeting at which the dispute is considered.

## 19. NATIONAL CHAMPIONSHIP REGATTAS.

- (a) The SARYA Inc. is responsible for the organisation of National Regattas within its State and may delegate all or part of its responsibilities to any Club or group of Clubs affiliated to it.

## 20. WINDING UP.

The SARYA Inc. may be voluntarily wound up by the following procedure;

- (b) A proposal for winding up of the SARYA Inc. shall be properly submitted to a General meeting of the SARYA Inc. and shall require the unanimous approval of the meeting;
- (c) If the proposal is approved in accordance with sub-rule (a) the proposal will be subject to a Postal Ballot of all Affiliated Club's members and shall require a majority of two thirds of those club members in favour of winding up.

## 21. APPLICATION OF SURPLUS ASSETS

- (a) If, when the SARYA Inc. is wound up, any surplus assets are available they shall be distributed to the affiliated clubs on the share basis of current membership records or as the Committee may determine;
- (b) All donated trophies shall be returned to the donor;
- (c) All other trophies shall be presented to the person or body that has won the trophy the greatest number of times or where a tie exists, to a person or body selected by lot.

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*Constitution of the "South Australian Radio Yachting Association Inc. " as adopted August 1998 and registered as an Association.*

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