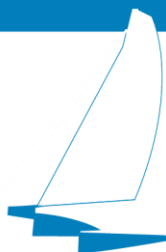


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Constitution of the Multihull Yacht Association of South Australia Inc.

(Adopted by General Meeting of Association 4th April 2013)
(Approved by Department of Consumer Affairs 2nd July 2013)

Version 2 (changed 6th July 2016)

Amendments

Dated	Clause	President
6 th July 2015	20.1 and 20.2	Mr Iain MacDougall

1. NAME

The name of the Association shall be the **MULTIHULL YACHT ASSOCIATION OF SOUTH AUSTRALIA INC** (called "the Association").

2. OBJECTS

The objects of the Association shall be:

- 2.1. to foster and promote the art and science of sailing, cruising and racing of multihull yachts;
- 2.2. to encourage, promote and conduct social activities associated with the sailing, cruising and racing of multihull yachts;
- 2.3. to foster, promote and encourage the art and science of the design, building, and development of multihull yachts;
- 2.4. to assist in the development and maintenance of safety regulations by which multihull yachts will be bound when engaged in races conducted either by the Association or by any other club with which the Association forms an association from time to time;
- 2.5. to provide a centre of information and advice on all matters pertaining to the art and science of the sailing of multihull yachts and other sailing craft;
- 2.6. to organise and conduct, or assist in organising and conducting, competitions, social activities, sporting events and trials in connection with multihull yachts and other sailing craft in such places as the Association may decide, and to provide facilities for such events;
- 2.7. to promote and hold either alone or jointly with any other club, company, or person, sailing meetings, competitions, matches, exhibitions and trials, and to accept, offer, give or contribute towards prizes, medallions and awards for such events;
- 2.8. to liaise with the multihull associations of any other State on all matters pertaining to multihull yacht racing and to assist with the formation of a National Multihull Yacht Association;
- 2.9. to liaise with Yachting Australia either at its State or National level or any other yachting authority or club on all matters relating to multihull yacht racing, cruising or sailing;
- 2.10. to represent members of the Association in negotiations with any other yachting bodies in relation to combined racing or cruising; and
- 2.11. to form an association or relationship or affiliation with any other yacht club or yachting body or association thought appropriate by the Committee of Management in order to further or improve the Association's pursuance of these objectives.

3. CLASSES OF MEMBERSHIP

3.1. The membership of the Association shall consist of Ordinary Members who shall be either Boat Owner Members or Associate Members.

3.2. Boat Owner Members

A Boat Owner Member shall be any member who owns a Multihull Yacht. In the event of joint ownership of a Multihull Yacht the owners may nominate a maximum of two (2) of the owners who shall both be eligible to be deemed Boat Owners and eligible for membership as such.

3.3. Associate Members

An Associate Member shall be any member who is not eligible for acceptance for membership as a Boat Owner Member.

3.4 Junior Members

A Junior Member shall be any member under the age of eighteen (18) years unless that person owns a Multihull Yacht in which event such member shall be a Boat Owner Member.

3.5 Membership Class Numbers

The number of members in each class shall be unlimited unless otherwise resolved by the Committee of Management.

4. MEMBERSHIP FEES

- 4.1. The membership fees for Boat Owner Members and Associate Members and Junior Members shall be such sums as the Committee of Management shall from time to time determine provided however that such fees shall not be charged more than once in each Financial Year. Membership fees for Associate Members and Junior Members shall be determined at a lower rate than those of Boat Owner Members.
- 4.2. The membership fees for each class of membership shall be payable at such time and in such manner as the Committee of Management shall from time to time determine and pro rata fees shall be payable on joining the Association.

5. ADMISSION AND REJECTION OF MEMBERS

- 5.1. At the next meeting of the Committee of Management after the receipt of any application for membership together with the pro rata fee applicable for any class of membership, such application shall be considered by the Committee of Management. The Committee of Management shall either accept or reject such application.
- 5.2. Any applicant who receives a majority of the votes of the members of the Committee of Management present at the meeting at which such application is being considered shall be accepted as a member of the Association. The Committee of Management shall determine whether such member shall be deemed a Boat Owner Member or an Associate Member or a Junior Member provided however that the Committee of Management may at any time reconsider any members categorisation as either a Boat Owner Member or Associate Member or Junior Member depending upon the changed circumstances of such member.

6. TERMINATION OF MEMBERSHIP

- 6.1. A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 6.2. If a member:
 - 6.2.1. is convicted of an indictable offence; or
 - 6.2.2. fails to comply with any of the provisions of this Constitution; or
 - 6.2.3. has membership fees in arrears for a period of four (4) months or more; or
 - 6.2.4. conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Committee of Management shall consider whether that membership should be terminated. The Committee of Management has power to suspend the membership of a member, or expel the member, upon such consideration.

- 6.3. The member concerned shall be given a full and fair opportunity of presenting his/her case and if the Committee of Management resolves to terminate his/her membership, it shall instruct the Secretary to advise the member in writing accordingly.

7. REGISTER OF MEMBERS

- 7.1. The Committee of Management shall instruct the Secretary to cause a Register to be kept in which shall be entered the names, residential addresses, email addresses, phone numbers and boat group details (if applicable) of all persons admitted to membership of the Association and the dates of their admission.
- 7.2. Particulars of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Committee Management or the members at any general meeting may require from time to time, shall also be entered into the Register.
- 7.3. The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.
- 7.4. The Register shall designate with respect to each member whether or not such member is a Boat Owner Member or an Associate Member or a Junior Member.

8. VOTING

- 8.1 Subject to the following provisions in this clause any Member is entitled to vote at any meeting of the Association with each such Member being entitled to one vote.
- 8.2 The Members of each Boat Group shall collectively be entitled to one vote only at such meetings and shall decide between themselves prior to each meeting as to which member of that Boat Group will be exercising the right of that Boat Group to vote at the meeting and the owner of that boat shall inform the Secretary who is the voting member prior to the meeting.
- 8.3 In the event that the Members of any Boat Group are unable to decide or fail to decide prior to a meeting as to which of them shall vote at the meeting then the Boat Owner Member of such Boat Group shall be entitled to vote at the meeting and no other Member being a member of the same Boat Group shall be entitled to vote at that meeting.
- 8.4 No Member who is not a member of a Boat Group shall be entitled to vote at any meeting of the Association.

9. THE COMMITTEE OF MANAGEMENT

- 9.1. The control management and conduct of the affairs of the Association shall be vested in the Committee of Management. The Committee of Management in the exercise of the authorities powers and discretions hereby vested in it shall have an absolute and uncontrolled discretion and may exercise or enforce all of any such powers authorities and discretions from time to time or at any time or may refrain from exercising all or any of such authorities powers or discretions from time to time.
- 9.2. The Committee of Management shall comprise seven (7) members including the **President, Secretary and Treasurer** and four (4) other financial members of the Association. No member of the Committee of Management shall be entitled to any salary, wage, fee, commission or other remuneration as such but shall be entitled to such reimbursement of out

of pocket expenses as may be approved by the Committee of Management.

- 9.3. The election of officers and other members of the Committee of Management shall take place in the following manner:
- 9.3.1. Subject to clause 9.4 hereof any Member of the Association shall be at liberty to nominate for a position on the Committee of Management. Such nomination may be made at any time including orally at the Annual General Meeting.
- 9.3.2. A returning officer shall be elected by the members at the meeting for election of officers.
- 9.3.3. At the Annual General Meeting of the Association at which this Constitution is adopted all seven (7) members of the Committee of Management (being the President, Secretary, Treasurer and four committee members) shall be elected. In the event that there are more nominations than vacancies to be filled a vote shall be taken and subject to the provisions of clause 9.4 hereof the nominees receiving the highest number of votes of members shall be deemed to be elected as President, Secretary, Treasurer or the four other members of the Committee of Management as the case shall be.
- 9.3.4. At every Annual General Meeting of the Association thereafter three (3) members of the Committee of Management shall retire from the Committee of Management and nominations shall be called for replacement members of the Committee of Management. Any member so retiring shall be eligible to renominate for election back onto the Committee of Management.
- 9.3.5. The three (3) members of the Committee of Management who have served longest shall retire at the Annual General Meeting provided however that where there are more than three (3) members who have served on the Committee of Management for the same period of time then in the absence of agreement between them as to which three (3) members shall retire at the Annual General Meeting the decision as to which three (3) members shall retire will be made by the drawing of straws.
- 9.4. Notwithstanding any other provisions in this Constitution at least five (5) members of the Committee of Management shall be Boat Owner Members.

10. CASUAL VACANCIES ON COMMITTEE OF MANAGEMENT

- 10.1. The Committee of Management shall have the power at any time to appoint any member of the Association to fill any casual vacancy on the Committee of Management until the next Annual General Meeting.
- 10.2. The continuing members of the Committee of Management may act notwithstanding any casual vacancy on the Committee of Management.

11. PRESIDENT OF THE COMMITTEE OF MANAGEMENT

The Members shall appoint the President of the Committee of Management in accordance with the provisions of clause 9.3.3 hereof.

12. SECRETARY OF THE COMMITTEE OF MANAGEMENT

- 12.1. The Members shall appoint the Secretary in accordance with clause 9.3.3 and the Committee of Management may delegate to the Secretary any of the Committee of Management's duties, discretions and powers upon such terms and conditions, and with such power of sub-delegation as the Committee of Management may from time to time determine including without restricting the generality of the foregoing the duties discretions and powers of the Committee of Management concerned with the day to day administration of the Association. The Secretary shall be the public officer

of the Association for the purposes of the Act. The Secretary shall hold office until such time as he/she resigns or his/her appointment is terminated by the Members in General Meeting or his/her term as a Member expires whichever is the earlier and subject to this clause any person may be appointed to be the Secretary of the Association concurrently with any other appointment held by that person.

- 12.2. Notwithstanding the provisions of Clause 12.1 the Secretary shall perform the following duties and functions:
 - 12.2.1. keep minutes of the proceedings at every meeting of the Committee of Management which shall be confirmed at the next meeting of the Committee of Management or of any subcommittee as the case may be and he/she shall issue notices convening all meetings;
 - 12.2.2. keep minutes of the proceedings at every general meeting of the Association;
 - 12.2.3. take charge of all correspondence and papers belonging to the Association and the Committee of Management; and
 - 12.2.4. keep the Register as provided for in clause 7 hereof up to date.
- 12.3. The Secretary shall at all times be subject to the direction and control of the Committee of Management with respect to his/her position as Secretary to the Committee of Management of the Association.

13. TREASURER TO THE COMMITTEE OF MANAGEMENT

- 13.1. The Members shall appoint the Treasurer in accordance with clause 9.3.3 and the Committee of Management may delegate to the Treasurer any of the Committee of Management's duties, discretions and powers, upon such terms and conditions as the Committee of Management may from time to time determine. The Treasurer shall hold office until such time as he/she resigns or his/her appointment is terminated by the Members in General Meeting or his/her term as Treasurer expires whichever is the earlier and subject to this clause any persons may be appointed to be the Treasurer of the Association concurrently with any other appointment held by that person.
- 13.2. Notwithstanding the provisions of Clause 13.1 the Treasurer shall perform the following duties and functions:
 - 13.2.1. Receive all moneys of the Association and disburse the same under the direction of the Committee of Management and report in writing on the state of the finances of the Association at such meetings of the Committee of Management as the Committee of Management shall deem necessary and at the Annual General Meeting present financial reports including a balance sheet and statement of income and expenditure for the preceding financial year;
 - 13.2.2. Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
 - 13.2.3. Liaise with the Auditor and supply to the Auditor such information as the Auditor may require from time to time.
- 13.3. The accounts and books referred to in the preceding sub clauses shall be available for inspection by Members.

14. MEETINGS OF COMMITTEE OF MANAGEMENT

- 14.1. The Committee of Management shall meet at such time as its members shall determine.
- 14.2. A special meeting of the Committee of Management shall be convened by the Secretary on the requisition in writing signed by not less than three (3) of the members of the Committee of Management which requisition shall clearly state

the reasons why such special meeting is being convened and the nature of the business to be transacted at it.

- 14.3. Four (4) members of the Committee of Management shall constitute a quorum.
- 14.4. Subject as previously provided in this Constitution the Committee of Management may meet together and regulate its proceedings as it thinks fit. Provided that questions arising at any meeting of the Committee of Management shall be decided by a majority of votes and, in the case of equality of votes the question shall be decided by the President (or in his/her absence the person chosen to chair that meeting) who shall have a casting vote as well as a deliberative vote.
- 14.5. A member of the Committee of Management shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising there from, and if he does so vote shall not be counted.
- 14.6. Not less than fourteen (14) days' notice shall be given by the Secretary to members of the Committee of Management of any special meeting of the Committee of Management. Such notice shall clearly state the nature of the business to be discussed at it.
- 14.7. The President shall preside at every meeting of the Committee of Management and if he is not present within 20 minutes after the time appointed for the holding of such meeting the members present may choose one of their number to be Chairman of that meeting.

15. POWER TO CO-OPT AND TO DELEGATE

- 15.1. The Committee of Management may co-opt members of the Association to assist the Committee of Management or any subcommittee appointed pursuant to this clause on such terms and conditions as the Committee of Management shall think fit. No such person co-opted to assist the Committee of Management or any such subcommittee shall have any entitlement to a vote on the Committee of Management.
- 15.2. The Committee of Management may delegate to one or more subcommittee's (consisting of members and such person or persons as may be co-opted pursuant to the preceding sub-clause) any function other than:
 - 15.2.1. this power of delegation; and
 - 15.2.2. a function which is an obligation imposed on the Committee of Management by the Act or this Constitution.
- 15.3. A function the exercise of which has been delegated to a subcommittee under this clause may whilst the delegation remains unrevoked be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- 15.4. A delegation under this clause may be made subject to such conditions or limitations as the Committee of Management see fit.
- 15.5. Notwithstanding any other provision contained in this Constitution no subcommittee may have delegated to it by the Committee of Management the power to make any decision on behalf of the Committee of Management and any such decision made by any such subcommittee shall not be binding on the Committee of Management.

- 15.6. Notwithstanding any delegation made under this clause the Committee of Management may continue to exercise any function delegated to any such subcommittee.
- 15.7. Any person not being a member co-opted to serve on any such subcommittee shall have a right to vote at meetings of such subcommittee.
- 15.8. The Committee of Management may revoke wholly or in part any delegation made under this clause.
- 15.9. Any such subcommittee appointed by the Committee of Management pursuant to this clause may meet at such time or times as it thinks proper.

16. POWERS OF ASSOCIATION

The Association has the authorities, powers and discretions of a natural person and the authorities, powers and discretions of a Corporation as specified in the Corporations Act 2001 of the Commonwealth of Australia.

17. ANNUAL GENERAL MEETING

- 17.1. The Annual General Meeting shall be held within six (6) months of the close of the Financial Year.
- 17.2. Members shall be given at least 4 weeks' notice of the Annual General Meeting
- 17.3. The business to be transacted at every Annual General Meeting shall be:
 - 17.3.1. the receiving of the Committee of Management's report and the audited statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - 17.3.2. the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - 17.3.3. the election of members of the Committee of Management, and officer bearers; and
- 17.4. the appointment of an auditor
- 17.5. All paid up and financial Members of the Association shall be eligible to vote at Annual General Meetings or any Extraordinary General Meeting held from time to time.

18. EXTRAORDINARY GENERAL MEETINGS

The Secretary shall convene a Extraordinary General Meeting:

- 18.1. When directed to do so by the Committee of Management; or
- 18.2. On a requisition in writing signed by not less than four (4) members presently on the Committee of Management or not less than 30% of the number of financial Members of the Association. Such requisition shall clearly state the reason for why such an Extraordinary General Meeting is being convened and the nature of the business to be transacted at it.

19. COMMON SEAL

- 19.1. The Committee of Management may if its members think necessary obtain a seal for the Association and make proper provision for the safe custody of the seal, which shall only be used by the authority of the Committee of Management and every instrument to which the seal is affixed shall be signed by two (2) members of the Committee of Management.
- 19.2. Except where the Act requires use of a Common Seal any contract or agreement in writing to be executed by the Association may be executed by on its behalf by any two (2) members of the Committee of Management acting on a formal resolution of the Committee of Management.

20. AUDITOR

- 20.1. The Committee of Management may on such terms and conditions as to fees and otherwise as it thinks fit appoint an accountant or suitable qualified person who shall hold office until such time as he/she or they resign or his/her or their appointment is terminated by the Committee of Management whichever is the earlier. This person shall not be a Member.
- 20.2. This person shall review the financial statements and records of the Association and shall have power to call for the provisions of all books, papers, accounts and documents relating to the affairs of the Association and shall furnish a report on the correctness or otherwise of those records.

21. WINDING UP OR TRANSFER OF ASSETS AND LIABILITIES

- 21.1. The Association may be dissolved voluntarily by a Special Resolution.
- 21.2. If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the Committee of Management but shall be given or transferred to some other association having similar objects to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members.

22. AMENDMENT TO THE CONSTITUTION

- 22.1. No repeal amendment or addition to this Constitution shall be made except by the Members in General Meeting.
- 22.2. Any intended change to this Constitution shall only be made at an Annual General Meeting or an Extraordinary General Meeting of Members after written notice of such intended change shall have been sent by ordinary post to all financial members.

23. LIABILITY OF MEMBERS

No member shall be personally liable for any debt or obligation incurred by the Association.

24. DEFINITIONS

- 24.1. The following words shall have the meanings given to them namely:
 - “the Act” means the Associations Incorporations Act 1985 as amended;
 - “Annual General Meeting” means the Annual General Meeting of the Association to be held in accordance with the provision of clause 17 hereof;
 - “Associate Member” means a member of the Association accepted for membership in accordance with the provisions of clause 5.2 hereof;
 - “Boat Group” means all the Members who regularly sail together on the same multihull yacht

“Boat Owner Member” means a member of the Association accepted for membership in accordance with the provisions of clause 5.2 hereof;

“Association” means the Multihull Yacht Owners Association of SA Inc;

“Committee of Management” means the Committee of Management referred to in clause 9 hereof;

“Constitution” means this Constitution.

“Extraordinary General Meeting” means an Extraordinary General Meeting of the Association held in accordance with the provisions of clause 18 hereof;

“Financial year” means the 12 month period closing on the 30th day of June in each year;

“multihull yacht” means either a catamaran or trimaran excluding those of the “off the beach” variety and in the event that there is any difficulty in determining whether or not any particular yacht qualifies as a multihull yacht the decision of the Committee of Management shall be final and binding;

“Ordinary Member” means either a Boat Owner Member or an Associate Member of the Association and “member” has a like meaning where the context so requires;

“Register” means the register of Members to be kept by the Secretary in accordance with the provisions of clause 7.1 hereof;

“Special Resolution” means a resolution passed at a duly 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 and is passed by a majority of not less than three quarters of such members entitled to vote at that meeting .

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