

**THE MOSQUITO CATAMARAN ASSOCIATION OF SOUTH AUSTRALIA
INCORPORATED**

C O N S T I T U T I O N

1. NAME

The name of the Association shall be "The Mosquito Catamaran Association of South Australia Incorporated" (hereinafter called the Association). Its headquarters shall be at such a place as shall from time to time be determined by the Committee.

2. INTERPRETATION

'Class' means the Mosquito Catamaran as from time to time governed by the Mosquito Catamaran National Restrictions;
'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;
the *'Act'* means the Association Incorporated Act, 1985;
the *'Regulations'* means the Associations Regulations, 1985.

3. OBJECT

The objects of the Association are:

- (1) to promote and encourage the building, sailing and racing of Mosquito Class Catamarans;
- (2) to organise and control the Class racing of the Mosquito Catamaran within the State;
- (3) to promote and conduct an Annual State Championship for the Mosquito Catamaran;
- (4) to assist the National body to promote the Annual National Championship for the Class;
- (5) to promote and ensure adherence to the Mosquito Catamaran National Restrictions as laid down from time to time;
- (6) to promote and encourage social intercourse between Members;
- (7) to affiliate with any other similar body, for mutual benefit, having as one of its aims the promotion of the sport of yachting.

4. POWERS

The Association shall have all the powers conferred by Section 25 of the Act save and except such modifications and exclusions as are specified in this rule.

5. JURISDICTION

This constitution shall be binding on all Members who shall be responsible for ensuring that their crews or guests comply with this constitution and the rules of the Association.

6. MEMBERSHIP

- (1) The number of Members shall be unlimited. No person who has been struck off the membership register for non-payment of subscriptions, fees or dues shall be eligible for re-membership until such subscriptions, fees or dues shall have been paid in full.

(2) Membership of the Association shall be divided into the following categories:

(i) Senior Members. This category shall be open to all persons over the age of 18 years. Senior Members shall have full voting rights on all issues at Meetings of Members.

(ii) Student Members. This category shall be open to all persons eligible for Senior Membership and who are engaged in full time study. Evidence shall be provided to the Association of full time study if requested. Student Members shall have the same voting rights as full Members.

(iii) Associate Members. This category shall be open to any person interested in promoting the aims and objects of the Association. Associate Members shall be eligible to vote on social issues only. The issues classed as social issues shall be at the discretion of the chairperson. A registered boat owner shall not be eligible for Associate Membership.

(iv) Life Members.

(a) The Association may bestow Life Membership on any person who has been a Member for at least five years and, in the opinion of the Association, has given outstanding service.

(b) Only one person may be appointed a Life Member in a given year.

(c) Life Members shall be entitled to all the privileges of a Senior Member without the payment of any subscriptions or levies.

7. **NOMINATION OF MEMBERS**

(1) Senior, Student and Associate Members

(i) Every nomination for membership shall be in such form as may from time to time be prescribed by the Committee and shall be nominated by a proposer and a seconder, both of whom shall be Members of the Association.

(ii) Each nomination shall be considered by the Committee which may make such enquires as it may think fit as to the suitability of the nominee for membership and approve it as they think fit.

(iii) Pending such admission and subject to him paying the Association a fee, the intending Member shall be allowed to attend meetings of the Association and enjoy the privileges of membership other than the right to vote or hold any office.

(2) Life Members

(i) Nominations for Life Membership shall be in the hands of the Secretary 28 days before an Annual or Special General Meeting. Persons nominating and seconding shall be financial Members of at least three years standing.

(ii) The Committee may select Life Member from nominations received. The nominee for Life Membership shall receive a vote of not less than 60% of all Members of the Committee.

(iii) The nominee for Life Membership shall be endorsed by a majority of Members at Meeting.

8. 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.

9. THE COMMITTEE

(1) Committee Members

- (i) The management of the Association shall be vested in a Committee. The total committee membership shall be a minimum of five (5) filling the roles of:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) Up to 3 Committee Persons, who may be delegated to filling the roles of: Measurer, Handicapper and Information Officer.
- (ii) Associate Members are ineligible for election to the Committee.

(2) Election of Committee

The Committee shall be elected annually at the Annual General Meeting and should any office become vacant the Committee may elect a Member or call a Special General Meeting to fill such vacancy until the following Annual General Meeting. Any office-bearer ceasing to be a Member of the Association shall ipso facto cease to be a Committee Member. Any of the Committee Members can be removed from office by three quarters of the votes at a Special General Meeting.

(3) Election Procedure

The election of office-bearers and Committee Members shall be from nominations received verbally or in writing before or at the Annual General Meeting. All nominations shall be seconded and acceptance of the nominee established before voting. Voting shall be by a show of hands or by ballot as determined by the meeting.

(4) Powers of the Committee

The Committee shall:

- (i) carry out the management of the general affairs of the Association;
- (ii) have the right to elect any sub-committees it so desires;
- (iii) arbitrate on any appeals made by Members regarding measurement or any other matters concerning the Association;
- (iv) arrange a suitable Racing Calendar; co-operate with host clubs in the organisation of all International and National Meetings, and with National Racing sub-committees generally;
- (v) co-ordinate the publicity for the Class;

- (vi) determine the annual subscription and such other fees as may be decided upon from time to time;
- (vii) appoint delegates to such organisations as is required from time to time.

(5) Meetings

- (i) Written or verbal notice shall be given to all Committee Members of Committee meetings unless a regular time and place has been decided upon by the Committee.
- (ii) No business shall be transacted by the Committee unless a quorum is present. Five Committee Members constitute a quorum.
- (iii) At all Committee meetings the decisions shall be reached by a majority of votes; the Chairperson having a casting vote in addition to his deliberative vote.
- (iv) 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 adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.
- (v) 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 shall, unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- (vi) If a poll is demanded by the chairperson of the meeting or by three or more Members present personally or by proxy, it shall be taken in such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution 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 as required.
- (vii) 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.

10. DUTIES OF OFFICE-BEARERS

(1) President

The President is the senior officer of the Association. If present, he shall preside at all meetings of the Association.

(2) Vice-President

They shall assist the President in his duties as required. They shall preside at any meeting of the Association in the absence of the President. In the event of both president and Vice-President being absent, the Chairperson shall be a Member of the Committee elected to preside by the Members at the meeting.

(3) The Secretary

Shall be responsible for receiving correspondence on behalf of the Association and dealing with it according to the decision of the Association or the Committee. They shall keep properly recorded full minutes of proceedings at all meetings and Committee meetings.

They will be responsible for ensuring that all decisions reached at General Meetings and Committee meetings are acted upon in accordance with the intent of the meeting. They will keep an up-to-date Register of all known Catamarans of the Class in South Australia, a record of all Association and National Council conducted events and a Register of financial Members. The Secretary shall be the 'Public Officer' as defined by the Act.

(4) The Treasurer

Shall receive all monies that are the property of the Association and shall deposit the same in the Bank in accordance with Clause 11 'Finance'. They shall be responsible for all payments. They shall accept nominations and the required fee for all Association conducted events. They shall keep the accounts and prepare them for production at the Meeting or as otherwise required by the Committee. They shall keep an inventory of and safe-guard all securities of the Association.

The Following describes Roles and Duties that may be Delegated.

(5) Measurer

The Official Measurer shall be at the service of the Association to measure yachts when required to do so. They shall be responsible for issuing Measurement Certificates and Registration Plates to boats that comply with current restrictions and have paid the required fees.

(6) Handicapper

The Handicapper shall set handicaps for Association conducted events using such methods as determined by the Committee from time to time. They shall record and publicise the results of Association conducted events.

(7) Information Officer

The Information Officer shall be responsible for merchandise, signage, displays/exhibitions, advertising, photography, media liaison and relevant Internet Sites.

11. FINANCE

- (1) The annual subscription to the Association and such fees as may be decided upon will be set down by the Committee from time to time.
- (2) All monies raised under the authority of the Association shall be deemed to be the property of the Association and shall be deposited within 14 days of receipt in a Bank Account in the name of the Association.
- (3) All withdrawals shall be authorised by any two of the President, Vice-President, Secretary or Treasurer.

- (4) The Treasurer and/or Secretary may hold petty cash to an amount determined by the Committee.
- (5) The accounts of the Association shall be audited annually or at any time as directed by the Committee.
- (6) Subscriptions shall become due and payable on the first day of August in each year and upon payment Members shall remain financial to the 31st of July of the following year.
- (7) Any Member failing to make payment of his subscription by the first day of November may, at the discretion of the Committee, be removed from the list of Members. The Committee may reinstate such Member upon payment of such subscription.
- (8) The financial year of the Association shall end on the 31st July.

12. BORROWING POWERS

- (1) Subject to this rule the Association may borrow 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.
- (2) Subject to section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

13. MEETINGS

(1) Annual General Meeting

- (i) An AGM shall be held within the Association's financial year. The committee will determine the date, time and place of the AGM.
- (ii) The Agenda shall include:
 - (a) Confirmation of Minutes of previous A.G.M. unless confirmed at an Association meeting;
 - (b) The President's Report for the past year;
 - (c) The Treasurer's Report and Audited Account and Balance Sheet;
 - (d) Election of Scrutineer(s);
 - (e) Election of Officers;
 - (f) Appointment of Auditor;
 - (g) Notices of Motion.

A minimum of 28 days is required, in writing, to the Secretary of any motions to be included on the Agenda.

(2) Special General Meeting

(i) May be called at any time by order of the Committee or on a requisition signed by at least 20% of voting members and such requisition to state the object thereof. The Committee shall call the meeting within 35 days of receipt of such requisition.

(ii) The Agenda shall include only motions received 28 days prior to the meeting and for which purpose the meeting has been called.

(3) General Meetings

The Committee may call a General Meeting of Members at its discretion for the purpose of reporting to Members and to seek a motion or resolution from Members.

(4) Notice of Meetings

(i) Fourteen days' notice of an Annual or Special General Meeting shall be given to the Members by circular or other advertisement from time to time approved by the Committee, stating the object of such meeting.

(ii) Written or verbal notice of a General Meeting shall be given to all Members unless a regular time and place has been decided upon by the Committee and Members have been previously notified.

(5) Quorum

No business shall be transacted at any Special or Annual General Meeting unless a quorum is present. A quorum shall be 20% of financial Members.

(6) Voting- Special or Annual General Meeting.

(i) Unless specified otherwise in this Constitution, all motions will be decided by a simple majority. In the event of an equality of votes the Chairperson shall have a second or casting vote. Such duly passed motions shall be binding on the Committee.

(ii) Only financial Members will be entitled to vote at any meeting.

(iii) Constitution alteration requires a two-thirds majority of Members present.

(7) Voting, by Proxy - Special or Annual General Meeting

Voting by proxy shall be recognised and shall be for a specific purpose and for a single Meeting only. Written notification of the appointment of a proxy must be in the hands of the Honorary Secretary before the meeting starts at which it is to be used. The notification must state clearly the specific purpose or items on the Agenda covered by the proxy vote.

14. MINUTES

- (1) Proper minutes of all proceedings of 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.
- (2) 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.
- (3) 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.

15. THE SEAL

The Association shall have a common seal upon which its corporate name shall appear in legible characters.

- (1) 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 any two of the President, Vice-President or Secretary.
- (2) The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

16. POWER OF EXPULSION

- (1) The Committee shall have the power to suspend or expel any Member whose conduct in the opinion of the Committee is unbecoming or contrary to the objects of the Association.
- (2) The Committee shall have the power to suspend or cancel the Life Membership of a Life Member whose conduct in the opinion of the Committee is unbecoming or contrary to the conduct required of a Life Member.
- (3) The Committee shall not expel any Member or Life Member unless it has first given him an opportunity to state his case before it. The expulsion of a Member or Life Member may be reconsidered at a duly convened Meeting.

17. WINDING UP OF THE ASSOCIATION

The Association may wind up by decision at a Meeting or in the manner provided for by the Act. For the purpose of this vote, Members attending shall be deemed to form a quorum. In the event of the Association being wound up and there remains 'surplus assets' as defined in the Act, the surplus assets shall be donated to South Australian sailing clubs that sailed Mosquito Catamarans in the previous five (5) years to the date of wind up.