

WINDSURFING SA Inc.

Established 8th June, 1986

"South Australian Board Sailing Association Inc" until 1-Dec-1997

1. The name of the Association is "Windsurfing SA Inc." referred to herein as 'the Association'.
2. 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;
the 'Act' means the Associations Incorporation Act, 1985;
the 'Regulations' means the Regulations under the Association Incorporation Act, 1985

3. OBJECTS AND PURPOSES OF THE ASSOCIATION

- 3.1 To promote all the competitive disciplines in the sport of boardsailing through the co-operation of sailboard clubs and associations.
- 3.2 To standardise rules of competition in all disciplines and a high standard of conduct of events.
- 3.3 To represent where required the interests of the sport to Governments and Statutory bodies.
- 3.4 To co-ordinate the major boardsailing events in South Australia and with interstate circuits and bodies.
- 3.5 The purpose of the Association is not for profit or gain to its individual members. Distribution of money, property or otherwise to members is prohibited.

4. POWERS

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

5. MEMBERSHIP

- 5.1 The membership of the Association shall consist of
 - Ordinary members
 - Life members
 - Honorary members
 - A Club
 - An Association

as defined hereunder

- 5.2.1 Ordinary members shall be owners or an immediate family relation of an owner of a sailboard.

- 5.2.2 Life members shall be limited to those who have rendered extra ordinary service to the Association.

The proposal to nominate a member for life membership shall be placed before the Committee in writing prior to any notice being given of a General Meeting. Provided that the intent of considering his/her election is expressed in the notice calling for any General Meeting, such members may at that meeting be elected a Life member by a majority of at least two thirds of the members actually voting. A Life member shall be entitled to all the privileges of an ordinary member without payment by him/her of the annual subscription.

- 5.2.3 Honorary members may be members of other yachting bodies or some other approved persons visiting South Australia and are elected Honorary members without subscription for a period not exceeding one month on the authority of the Secretary and a member of the Committee.

An Honorary member may, at the expiration of his/her one month membership, apply to the Secretary for an extension of Honorary membership not exceeding five (5) months. A subscription fee of half that of Ordinary members shall be paid to the Secretary for such extension of Honorary membership.

- 5.2.4 A Club/Association means any body or organisation associated with boardsailing. Such membership shall be limited to those who have been recognised by the Association and have paid the appropriate Affiliation fees to the Association.

6. SUBSCRIPTIONS

- 6.1 The subscription fees for Ordinary and Club/Association shall be such sum as the members shall determine from time to time at a general meeting.

- 6.2.1 Ordinary member subscription fees shall be payable annually on the first anniversary of last payment.

- 6.2.2 Affiliation fees of Club/Association shall fall due on 1st July each year. A Club/Association member whose subscription has not been fully paid by October 1st, in the relevant financial year shall forthwith cease to be Affiliated.

- 6.3 Any Ordinary member whose subscription is outstanding after the first anniversary of last payment shall cease to be a member of the Association, provided always that the Committee may reinstate such a persons membership on such terms as it thinks fit.

7. THE COMMITTEE

- 7.1 The Committee shall be comprised of members of the Association and, be structured as follows;

a) Elected Officers

An executive of three (3) Officers shall be elected at an Annual General Meeting of the Association each year. They shall be elected to the following positions

President
Vice-President
Secretary/Treasurer

b) Discipline Representatives

One Representative shall be appointed by and from each Club/Association which governs a competitive boardsailing discipline. Such Club/Association must be recognised by 'the Association' as the governing body for that discipline in South Australia.

c) Sailboard Club Representatives

One Representative shall be appointed by and from each Sailboard Club that is recognised by the Association. The Club must be affiliated with the Association (see Rule 6.2.2)

A schedule of;

- i) Discipline Association/Groups
- ii) Sailboard Clubs

that are recognised by the Association shall be contained in the Association Bylaws.

- 7.1.1 The President shall preside as the Chairman at meetings wherever possible, represent the Association at functions and discussions, and generally guide the policy and operations to achieve the objects listed in this Constitution
- 7.1.2 The Vice President shall assist the President, act in his stead at meetings or functions at which the President is unable to be in attendance, and carry out any duties assigned to them by any properly called meeting.
- 7.1.3 The Treasurer shall be responsible for the collection and subsequent depositing of all monies received, in accounts authorised by the Committee. He/she shall also be responsible for the payment of all expenditure so authorised, ensure that proper accounting records are kept and attend to such other financial matters as are necessary.
- 7.2 The Committee may make by-laws not inconsistent with these rules and amend and alter such by-laws at its discretion. A record of all such by-laws shall be kept by the Secretary and shall be available for perusal by the members.
- 7.3 If any case arises which in the opinion of the Committee is not provided by these rules, it shall be determined by such Committee in such a manner as it shall see fit and its decision shall be final.
- 7.4 The Committee shall have the power to appoint from time to time any one or more of the members to be a Sub-Committee for any particular purpose and also to revoke such appointments.
- 7.5 The affairs of the Association shall be managed and controlled exclusively by the Committee which in addition to any powers and authorities conferred by these rules 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.
- 7.6 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.
- 7.7 The Committee may appoint a member of the Association 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 reappointment.
- 7.8 A retiring Committee member shall be eligible to stand for re-election without nomination but no person not being a retiring Committee member shall be eligible to stand for election unless a member of the Association has nominated him/her before the meeting by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election.
- 7.9 If only the required number of persons are nominated to fill existing vacancies, the Secretary shall report accordingly to the annual general meeting, and the chairperson shall declare such persons duly elected as Committee members.
- 7.10 If less than the required number of persons are nominated to fill existing vacancies, the Secretary shall report accordingly to the annual general meeting, and the chairperson shall call for further nominations from within the members present at the meeting. If any existing vacancies cannot be filled in this manner, rules 7.6 & 7.7 may come into effect to fill the vacancy.
- 7.11 A Committee member may resign from his/her position on the Committee by giving written notice thereof to the Secretary or public officer of the Association.

8. DISQUALIFICATION OF COMMITTEE MEMBERS

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

- a) disqualified by the Act;
- b) expelled under these rules;
- c) permanently incapacitated by ill health.

9. EXPULSION OF A MEMBER

- 9.1 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.
- 9.2 Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Committee at which the matter will be determined.
- 9.3 The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall (subject to rule 9.4) cease to be a member 14 days after the Committee has communicated its determination to him/her.
- 9.4 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.
- 9.5 In the event of an appeal under rule 9.4 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 the general meeting after the appellant has been heard, and in such event, membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

10. PROCEEDINGS OF THE COMMITTEE

- 10.1 The Committee shall meet together for the dispatch of business at least three (3) times a year.
- 10.2 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote. Ordinary members may attend Committee Meetings and may be heard, but not vote.
- 10.3 A quorum for a meeting of the Committee shall be 4 members.
- 10.4 A member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

11. FINANCIAL YEAR

The first financial year of the Association shall be the period ending on June 30th, 1987, and thereafter a period of 12 months ending on June 30th in each year.

12. BORROWING POWERS

- 12.1 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.
- 12.2 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. RULES

- 13.1 Subject to approval by a resolution of the members of the Association, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules.
- 13.2 The registered rules 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 of the provisions thereof.
- 13.3 Racing Rules: All races by or on behalf of the Association shall be conducted under the current Racing Rules and Safety Regulations of Yachting South Australia (YSA), provided always that any special Rule or Regulation made by the Association for the conduct of its own races shall first apply, and provided that such Special Rule or Regulation is made within the discretionary powers allowed by the current International Yacht Racing Union (IYRU) Rules and the Australian Yachting Federation (AYF) Prescriptions, or has been approved by the Racing Rules Committee or appropriate Safety Sub-Committee of YSA.
- Any appeal against a decision of the Race Committee shall be referred to YSA and shall be accompanied by the prescribed fee.
- Any decision of YSA on an appeal shall be final except where YSA on its own motion refers it to another Yachting Authority.
- 13.4 All events conducted by or on behalf of the Association shall be titled as follows;
"The SABSA (insert name of event)".

14. MEETINGS

- 14.1 The Committee may call a special general meeting of the Association at any time, and shall call an annual general meeting in accordance with the Act.
- 14.2 The annual general meeting shall be held within five (5) months after the end of its financial year.
- 14.3 Upon a request in writing of not less than ten (10) members of the Association, the Committee shall within two months of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 14.4 Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- 14.5 If a special general meeting is not convened within two months as required by subrule 14.3 the requisitionists 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 requisitionists 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.
- 14.6 At least fourteen day's 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. 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.
- 14.7 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 to the address appearing in the register of members.
- 14.8 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

15. PROCEEDINGS AT MEETINGS

- 15.1 Ten (10) members present personally or by proxy shall constitute a quorum at any general meeting.
- 15.2 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.
- 15.3 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.
- 15.4 If there is no such chairperson or vice-chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairperson.
- 15.5 The chairperson may with the consent of any meeting at which a quorum is present, and shall 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.
- 15.6 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.
- 15.7 At any general meeting, a resolution put to a vote shall be decided on a show of hands and a declared by the chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded by conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 15.8 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 is required.
- 15.9 A poll demanded on the election of a chairperson of a meeting or any question of an adjournment, shall be taken at the meeting and without adjournment.

16. MINUTES

- 16.1 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 the minute books kept for the purpose.
- 16.2 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.
- 16.3 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 the meeting shall be deemed to be valid.

17. VOTING RIGHTS

- 17.1 Subject to these rules each Ordinary member present in person or by proxy shall be entitled to one vote.

- 17.2 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 meeting 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.

18. PROXIES

A member shall be entitled to appoint in writing a member of the Association to be his/her proxy, and attend and vote at any meeting of the Association.

19. 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.

20. WINDING UP

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

- 20.1 In the event of winding up, the balance of the Association's accounts will be paid to affiliated Associations/Groups/Clubs as defined in Rules 7.1b and 7.1c and scheduled in the Association Bylaws. No individual member will be paid any fee or amount in the form of money, property or otherwise.