

ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of

PORT RIVER SAILING CLUB INCORPORATED



As of 01 June 2025,

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1. NAME

The name of the Club shall be: -

PORT RIVER SAILING CLUB INCORPORATED

2. OBJECTIVES

The objectives of the Club shall be to: -

- 2.1** Promote and support sailing.
- 2.2** Ensure racing on equal terms by making rules for the regulation of racing by the Club.
- 2.3** Ensure that all racing takes place under the Racing Rules of the World Sailing, the Special Provisions of Australian Sailing and the Club's rules.
- 2.4** Own and/or lease land or premises for the purposes of the Club.
- 2.5** Do all other lawful things as may be incidental to or deemed to be conducive to the attainment of or execution of these objectives.

3. POWERS OF THE CLUB

- 3.1** Solely for furthering the Objects, the Club has the rights, powers and privileges conferred on it under section 25 of the Act, namely to:
 - 3.1.1** acquire, hold, deal with, and dispose of, any real or personal property.
 - 3.1.2** administer any property on trust.
 - 3.1.3** open and operate Authorised deposit-taking institution (ADI) accounts.
 - 3.1.4** invest its moneys:
 - a. in any security in which trust moneys may, by Act of Parliament, be invested; or
 - b. in any other manner authorised by the rules of the Club.

- 3.1.5 borrow money upon such terms and conditions as the Club thinks fit.
- 3.1.6 give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- 3.1.7 appoint agents to transact any business of the Club on its behalf; and
- 3.1.8 enter into any other contract it considers necessary or desirable.



4. ENSIGNS AND BURGEES

- 4.1 The Club Ensign afloat shall be the Australian Red Ensign.
- 4.2 The Club Ensign ashore shall be the Australian Flag.
- 4.3 The Club Burgee shall be a black, white and black pennant with the divisions running horizontally.
- 4.4 The Commodore's Flag shall be black, white and black with the divisions running horizontally, swallow-tailed, divided by a white vertical stripe and with a gold star in the middle.
- 4.5 The Vice-Commodore's Flag shall be black, white and black with the divisions running horizontally, swallow-tailed and divided by a white vertical stripe.
- 4.6 The Rear-Commodore's Flag shall be black, white and black with the divisions running horizontally, swallow-tailed.

5. MEMBERSHIP

- 5.1 The Club's membership year shall be from July 1 to June 30 of the following year. A person who agrees to abide by the Constitution of the Club may be invited to become a member in one of the following categories: -
 - 5.1.1 Family Member
A person and spouse and children less than 18 years of age at the commencement of the current membership year.
 - 5.1.2 Member
A person 18 or more years of age at the commencement of the current membership year.
 - 5.1.3 Student Member
A person 18 or more years of age at the commencement of the current membership year and who is undertaking a course of full-time study of not less than one year's duration at a recognized educational institution at the commencement of the current membership year.
 - 5.1.4 Junior Member
A person less than 18 years of age at the commencement of the current membership year.
 - 5.1.5. Associate Member
A person 18 or more years of age at the commencement of the current membership year who does not participate in races conducted by the Club.
 - 5.1.6. Honorary Member
 - a. A person who is a member of another recognised sailing club accorded the privileges of membership at the Commodore's discretion for not more than four weeks in any one membership year.
 - b. A person who is elected to honorary membership for the current membership year by the Committee in recognition of services rendered to the Club.
 - c. Any person not being a member of the Port River Sailing Club who participates in safety boat operations shall be accorded honorary membership for the day.
 - 5.1.7 Honorary Life Member
A person or married couple nominated by the Committee and elected to honorary life membership by a majority of not less than two-thirds of those members voting at an Annual General Meeting or Special General Meeting. There shall not be more than five honorary life members positions of the Club at any one time.

5.2 Rights of a Member

5.2.1 To Vote

Each financial member 18 or more years of age at the commencement of the current membership year including the spouse of a family member shall be entitled to vote at meetings.

5.2.2. To Hold Office

Any member who is entitled to vote may hold an office of the Club.



5.3 Election of a Member

4.3.1 An application for membership shall be made on the official form and delivered to the Secretary.

4.3.2 An applicant for membership shall be nominated by two voting members.

4.3.3 An application for membership shall be considered at the next Committee meeting following receipt.

5.4 Discipline

5.4.1 Any member flagrantly infringing this Constitution or the rules of the Club or conducting themselves in a manner derogatory to the interests of the Club may be disciplined in a manner deemed appropriate by the Committee of the Club.

5.4.2 A written complaint from a member must be delivered to the Secretary who shall promptly deliver a copy of the complaint to the alleged offender(s). The complaint shall be considered by the Committee within thirty days of its receipt by the Secretary. The members concerned are entitled to be heard. The Committee may seek such evidence as it deems appropriate.

5.5 Annual Subscription

5.5.1 The membership year shall be from July 1 to June 30 of the following year. Subscriptions shall be due on July 1.

5.5.2 To be entitled to the rights and privileges of Club membership a person shall pay the annual subscription not later than the programmed date of the first Club Championship Heat of a sailing season.

5.5.3 Subscriptions for membership shall be in the following proportions:-

a. Member	100 percent
b. Family Member	140 percent
c. Associate Member	35 percent
d. Student Member	20 percent
e. Junior Member	20 percent

Subscriptions shall be rounded up to the next whole dollar.

5.5.4 At the discretion of the Committee a person wishing to join the club after January 1st and before March 1st may do so at a reduced fee being 60% of the current subscription

5.5.5 The annual subscription of a member joining after March 1 shall include membership for the following membership year. The member shall be liable for any increases in subscription determined.

5.6 Resignation of Membership

A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving one month's notice in writing to the Secretary.

6. ADMINISTRATION

6.1 Officers

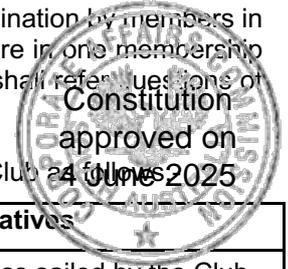
The Officers of the Club shall be the Commodore, Vice-Commodore, Rear-Commodore, Immediate Past Commodore, Secretary and Treasurer.

6.2 Patron and Vice-Patron

At the request of the Committee, the Commodore may invite persons to be Patron or Vice-Patrons.

6.3 Committee

The Committee of the Club shall consist of the Officers of the Club together with the representative of each of the standing sub-committees and a representative for each class sailed. The Committee shall be responsible for the management of the Club. The Committee shall refer for determination by members in general meeting all dealings in real property or facilities where the total expenditure in one membership year will exceed ten times the annual subscription of a member. The Committee shall refer questions of importance to a General Meeting.



6.3.1 Two Standing Sub-Committees may be formed to coordinate the activities of the Club

Activity	Chair	Representatives
Sailing Sub-Committee	Vice Commodore	Representative of each Class sailed by the Club Race Officer Handicapper Training Officer Safety Boat Starter Timekeeper
Shore Sub-Committee	Rear Commodore	House Canteen Publicity Social

- 6.3.2 The Committee may form such other sub-committees as it considers desirable to further the objectives of the Club.
- 6.3.3 The Committee shall appoint one member as Club delegates to Australian Sailing.
- 6.3.4 The Committee may co-opt any member for any purpose consistent with the objectives of the Club.
- 6.3.5 Officers and other Committee members shall be elected at each Annual General Meeting.

6.4 Finance

6.4.1 Distribution

The income and property of the Club shall be applied solely to the promotion of the objectives of the Club. No dividend, bonus or other benefit shall be distributed other than as payment in good faith for goods supplied or services rendered to the Club.

6.4.2 Responsibilities

Officers of the Club including the Commodore, Vice-Commodore, Rear-Commodore, Immediate Past Commodore, Secretary and Treasurer are responsible for the management, authorisation and control of the funds and other property of the club.

6.4.2 Investment

Funds not immediately required for the promotion of the objectives of the Club may be invested in any security authorised for the investment of trust funds.

6.4.3 Internet Banking Signatories

Each internet banking debit transaction shall be authorised by any two of the following: -
Commodore, Vice-Commodore, Secretary, Treasurer.

6.4.4 Banker

All Club monies received shall be paid into the Club Account at a bank suitable to conduct Club affairs.

6.5 Club Seal

The Common Seal of the Club shall be held by the Secretary. The Common Seal shall be used, with the prior approval of the Committee, by: -

- a. either the Commodore or the Vice-Commodore, together with
- b. either the Secretary or the Treasurer.

6.6 Honorary Auditor

An honorary auditor shall be appointed at the Annual General Meeting.

6.7 Honorary Solicitor

An honorary solicitor shall be appointed at the Annual General Meeting.

6.8 Public Officer

The Committee, at its first meeting following each Annual General Meeting, shall appoint an officer of the Club to be Public Officer until the first Committee Meeting in the following year.

6.9 Indemnity

The members of the Committee of the Club shall be indemnified and saved harmless out of the funds of the Club from and against all charges, costs, losses, damages and expenses which they or any of them shall or may incur or sustain in or about any contracts or agreements made by them for or on behalf of the Club or in furtherance of objectives of the Club except such charges or expenses as shall be incurred or sustained by or through their own willful default.

7. MEETING REQUIREMENTS

7.1 Chairman

The Chairman of a meeting shall be the most senior Officer present. In the absence of all Officers, a Chairman shall be elected from members present at the meeting.

7.2 Quorum

A quorum shall be five(5) voting members of the Club.

7.3 Voting

7.3.1. A motion shall be determined by simple majority except for a motion for the winding up of the Club.

7.3.2. Voting shall be by a show of hands unless determined otherwise by a meeting.

7.3.3. The Chairman of the meeting shall not have a casting vote.

7.4 Conduct

Meetings shall be conducted in accordance with the general rules of debate.

7.5 Interpretation

The decision of the Committee on any question of interpretation of the Constitution or Rules of the Club, or upon any matter affecting the Club and not provided for by the Constitution or Rules shall be final and binding upon members.



8. COMMITTEE MEETINGS

8.1 Frequency

Committee meetings will normally be held each month, excluding January, and as requested by the Commodore

At least seven (7) days' notice of a Committee Meeting must be given to those Committee Members entitled to receive notice, together with the agenda for the Committee Meeting.



8.2 Quorum

A quorum shall be five members of the Committee.

8.3 Observers

Members of the Club may attend Committee Meetings as observers.

9. GENERAL MEETINGS

9.1 Annual General Meeting

9.1.1 The Annual General Meeting shall be held before the expiry of the membership year on a date determined by the Committee.

9.1.2 An audited balance sheet and statements of receipts and expenditure for the year ended May 31 shall be submitted.

9.1.3 This Constitution may only be altered at an Annual General Meeting or a Special General Meeting called for that purpose. A written notice of motion to alter the Constitution signed by the proposer and another member shall be lodged with the Secretary not later than twenty-eight days prior to the date of the meeting. With the consent of the proposer and seconder, the Committee may, without changing the intent, redraft the motion to avoid conflict within the Constitution.

9.1.4 A notice calling the Annual General Meeting shall be forwarded to each member not less than seven days prior to the date of the Annual General Meeting. Failure to receive such a notice shall not invalidate the proceedings of an Annual General Meeting. The notice shall include the agenda, any motion on notice and a statement of receipts and expenditure.

9.2.1 General Meeting

9.2.1 A general meeting may be held each month during the sailing season excluding January and on the first Sunday of each month during the off season. General meetings may be combined with Committee meetings.

9.2.2 At least seven (7) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:

- a. the agenda for the General Meeting; and
- b. any notice of motion received from Members entitled to vote.

9.3 Special General Meeting

9.3.1. A Special General Meeting shall be called by the Secretary on receipt of a request from a voting member which includes the matter to be debated in the form of a motion. The request must be endorsed by not less than six voting members.

9.3.2 A Special General Meeting shall be held within thirty days of the Secretary receiving a valid request. A notice calling a Special General Meeting shall be forwarded to each member not less than twenty one (21) days prior to the date of the Special General Meeting. Failure to receive such a notice shall not invalidate the proceedings of a Special General Meeting. The business of the meeting shall be confined to the motion on notice.

9.3.3 The Club may only be wound up at a Special General Meeting duly called for that purpose in accordance with the Act. At least 75% of those members present must vote in favor to resolve that the Club be wound up.

10 DISTRIBUTION OF ASSETS AND PROPERTY ON WINDING UP

- 10.1** If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed to its Members, but instead, those assets or property must be given or transferred to another organisation(s) that has objects similar to the Objects of the Club.
- 10.2** Those organisation(s) must prohibit the distribution of income and property among its members to an extent at least as great as that imposed on the Club by this Constitution.
- 10.3** The organisation(s) is to be determined by the Members in a Meeting at or before the time of the winding up. If this does not occur, the decision will be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.



Constitutional Changes

As approved SGM 01 June 2025

Clause 2.3 amended

Clause 3 added

Clause 5.1.7 amended

Clause 6 added

Clause 6.3.1 and Table amended

Clause 6.3.3 amended

Clause 6.4.2 added

Clause 6.4.3 amended

Clause 8.1 amended

Clause 9.1.1 Amended

Clause 9.2 amended

Clause 9.3 amended

Clause 10 added