

**Constitution of the  
International Optimist Dinghy Association of South Australia Incorporated**

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**The Constitution of the International Optimist Dinghy Association of South Australia Incorporated**

**1. NAME**

- 1.1.** The name of this body shall be the International Optimist Dinghy Association of South Australia Incorporated and it shall hereinafter be referred to as the "Association".

**2. INSIGNIA**

- 2.1.** The insignia shall be:



**3. OBJECTS**

- 3.1.** To govern and control the International Optimist Dinghy one design class yachts in South Australia.
- 3.2.** To affiliate with, support and abide by the rules of the appropriate International, National and State Yachting authorities.
- 3.3.** To foster the sport of sailing
- 3.4.** To promote the International Optimist Dinghy one design class throughout South Australia in association with other International Optimist Dinghy class Regional, State, and National Associations
- 3.5.** To promote races and regattas for International Optimist Dinghy class one design Yachts.
- 3.6.** To regulate the class in South Australia and ensure compliance with the International Optimist Dinghy Class Rules and Measurements.
- 3.7.** To promote communications to members and others through regular meetings, newsletters and information circulars.
- 3.8.** To promote social events at which members and their friends may meet.
- 3.9.** To encourage participation in sailing and fellowship throughout Australia and the World.

**4. ORGANISATION**

- 4.1.** The Association will be affiliated with and subject to the rules of Yachting South Australia.

## **5. MEMBERSHIP**

**5.1.** Application for full membership shall be consistent with the following intention.

**5.1.1.** For each International Optimist Dinghy class yacht only two full memberships are available.

**5.2.** Applications for full membership shall be accompanied by the annual subscription and be made from the following categories;

**5.2.1.** Youth member.

**5.2.2.** Parent/guardian member nominated by youth member.

**5.3.** Any other person may apply for Associate membership. Such membership is approved by the Committee subject to proposal and seconding by full members and payment of an annual subscription.

**5.4.** Membership is renewed by payment of the annual subscription.

**5.5.** Membership is terminated if subscriptions or other payments fall into arrears by more than six (6) months.

**5.6.** The Committee may reject any application or any renewal.

**5.7.** Honorary Life Membership may be bestowed upon a member who has given outstanding service to the Association. A Life member will enjoy all of the privileges and rights of a full member without payment of an annual subscription. A Life member shall be elected under the following conditions:

**5.7.1.** Such Honorary Life Membership must be proposed and seconded by financial members.

**5.7.2.** Such proposal must be notified in writing to all members at least 14 days prior to an Annual General Meeting.

**5.7.3.** Such proposal will be put as a motion at an Annual General Meeting, and shall require a 3/4ths majority of members present in person or voting by postal or proxy votes.

**5.7.4.** A maximum of one life member may be elected each year.

**5.8.** Full members may:

**5.8.1.** Vote at meetings

**5.8.2.** Hold office of President and Vice President

**5.8.3.** Enter and sail in races arranged by the Association (Youth only).

**5.9.** Associate members may:

**5.9.1.** Attend meetings

**5.9.2.** Take office except that Associate members may not take the office of President or Vice-President.

**5.9.3.** Enter and sail in races arranged by the Association (Youth only).

## **6. GENERAL MEETINGS**

**6.1.** The President of the Association shall be the chairperson at all meetings. Should the President not be present then the Vice-President shall be the chairperson, and if the Vice-President is not present then the members present shall elect a member to take the chairperson for that meeting.

**6.2.** At all meetings the chairperson's decision on points of order shall be final.

**6.3.** The chairperson shall have a casting vote and a deliberative vote.

**6.4.** The quorum for a general meeting shall be 5 full members.

**6.5.** If at any general meeting there be no quorum within 30 minutes of the time appointed for the meeting then the meeting shall lapse unless a majority of the members present decide to adjourn the meeting for a period not exceeding 14

days. If there be no quorum within 30 minutes after the time appointed for such adjourned meeting then the meeting shall lapse altogether.

- 6.6. All full Members present shall be entitled to vote. Written proxy or postal votes may be cast.
- 6.7. Normally only matters of business specified in the agenda will be voted on at general meetings. Issued raised with Other Business which require a vote of the members may be listed on the agenda for a subsequent meeting.

## **7. ANNUAL GENERAL MEETING**

- 7.1. The Annual General Meeting of the members shall be held in the month of April in each Year. Members shall be given at least thirty (30) days preliminary notice in writing before such meeting.
- 7.2. Items for the agenda of the Annual General Meeting shall be in the hands of the Secretary at least twenty one (21) days prior to the Annual General Meeting.
- 7.3. The agenda shall be provided to all full members at least ten (10) days prior to the Annual General Meeting.
- 7.4. The annual report and audited balance sheet or financial statement shall be submitted to members at the Annual General Meeting.
- 7.5. The Annual General Meeting may make by-laws necessary for proper administration of the Association. Any by-laws so made shall not be repealed, added to or amended unless and until:-
  - 7.5.1. Notice of intention to propose such repeal, addition or amendment is first given in writing by a member of the Association to the secretary of the Association not later than twenty one (21) days prior to the date of the Annual General Meeting and included in the agenda for such meeting.
  - 7.5.2. Such repeal or addition shall be proposed at Annual General Meetings and be approved by not less than two-thirds of the members of the Association present at such meeting and voting thereon.
  - 7.5.3. The election of the committee for the ensuing twelve months shall take place at the Annual General Meeting together with any other business mentioned in the agenda.

## **8. SPECIAL GENERAL MEETINGS**

- 8.1. A Special General Meeting of members shall be called at the request of the President or the Secretary or any four (4) members of the committee or at the written request of ten (10) or more financial members of the Association. Such meeting shall be held within thirty (30) days of such request and all members shall be notified in writing not less than ten (10) days before such a meeting.

## **9. COMMITTEE**

- 9.1. The business and affairs of the Association shall be under the management and control of a committee, provided however, that except in the case of extreme urgency the Committee shall not take any action contrary to decisions made at a General meeting.
- 9.2. The Committee may, subject to the decisions made at General Meetings, exercise all the powers of the Association and do all such acts and things as may be done by the Association or which it considers necessary or expedient to carry out the objects of the Association.
- 9.3. The Committee shall consist of a:
  - 9.3.1. President
  - 9.3.2. Vice President

- 9.3.3. Secretary
- 9.3.4. Treasurer
- 9.3.5. 4 General Committee Members
- 9.3.6. One delegate per affiliated club
- 9.3.7. The role of club delegate may be combined with other committee roles.

9.4. The Committee shall consist of 8 members plus one delegate per affiliated club.

9.5. Should any vacancy occur, in the Committee of the Association other than in the normal course of elections, the Committee shall fill such vacancy from the financial members of the Association and such members duly elected shall hold office for the unexpired portion of the predecessors term.

9.6. The Committee shall meet as often as may be required to conduct the business of the Association. The President or the Secretary or four (4) members of the Committee shall have the power to call a meeting of the Committee. Meetings of the committee shall observe the conditions in 6.1 and 6.2.

#### 9.7. Notices

9.7.1. Except for emergencies, all notices of Committee meetings shall be in writing and posted or emailed to members of the Committee at least seven (7) days before the date of such meeting.

9.7.2. The accidental omission to give to any member, or the non-receipt by any member of any notice required by this Constitution, shall not invalidate or affect proceedings at such meetings.

#### 9.8. Committee Powers

9.8.1. The association shall have all the powers conferred by section 25 of the Act.

9.8.2. The Committee shall have the power to delegate any of its powers to a sub-committee to deal with any particular matter or matters and upon such terms as the Committee may think fit. The President and the Secretary shall be ex-officio members of all sub-committees.

9.8.3. All acts or decisions done or made by any meeting of the Committee or member thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member or all or any members of the Committee, be as valid and effective as if they had all been properly appointed, unless it is proved that the appointment was made in fraud or bad faith.

9.9 The quorum for Committee Meetings shall be five (5) committee members present in person.

#### 10. ELECTION OF COMMITTEE

10.1. Nomination for each candidate for election as Committee member shall be proposed and seconded by two (2) members at the Annual General Meeting

10.2. No persons shall be eligible for any election unless they are financial members of the Association. The conditions outlined in Section 5 in Membership also apply.

10.3. The election of the Committee shall be by ballot of members present and voting thereon, held at the Annual General Meeting. No ballot shall be required when the number of candidates nominated for each office does not exceed the number of vacancies and they shall be declared duly elected.

## **11. DUTIES**

- 11.1.** The President shall:
  - 11.1.1.** act as chairperson at all General and Committee meetings.
  - 11.1.2.** represent the Association at any function, meeting or event at which the Association is to be represented.
  - 11.1.3.** Present a report at the Annual General Meeting
- 11.2.** The Vice President shall:
  - 11.2.1.** assist the President and in the President's absence act in that role.
- 11.3.** The Secretary shall:
  - 11.3.1.** keep a true record of all minutes of all meetings.
  - 11.3.2.** attend to correspondence, issue notices of meetings, keep records.
  - 11.3.3.** carry out such duties as the Committee may from time to time direct.
  - 11.3.4.** keep a register of International Optimist Dinghy class yachts in South Australia and a roll of members of the Association.
  - 11.3.5.** report to meetings of the Association and provide recommendations regarding the conduct of racing for members of the Association and recommend any sub committees necessary for carrying out duties associated with the conduct of racing.
  - 11.3.6.** provide information to Officers of the Day or Principal Race Officers (where necessary) of any matters relating to International Optimist Dinghy class rules.
- 11.4.** The Treasurer shall:
  - 11.4.1.** receive all monies payable to the Association and give receipts for same. All monies so received shall be paid into the banking account of the Association.
  - 11.4.2.** present at each General Meeting a balance of the finances of the Association.
  - 11.4.3.** keep proper books of account of all monies received and disbursed.
  - 11.4.4.** generally perform all duties as directed by the Committee from time to time.
- 11.5** The Club Delegates shall:
  - 11.5.1** provide liaison between the Association and the clubs at which International Optimist Dinghies sail by providing information about club activities and reporting to their respective clubs matters on behalf of the Association.

## **12. FINANCE**

- 12.1.** The financial year shall be from April 1 to March 30.
- 12.2.** The committee shall make a determination annually as to the amount of membership subscription but no increase may be made unless ratified by a majority of members at the Annual General Meeting.
- 12.3.** Subscriptions shall become due and payable on July 1 each year.
- 12.4.** All monies of the Association shall be paid into the account of the Association at such bank as the Committee may from time to time direct.

- 12.5. No monies shall be drawn from the Association's account save by cheques signed by the bank signatories authorised by the Committee.
- 12.6. The books and accounts of the Association shall be audited annually by an auditor appointed by the Annual General Meeting.

### **13. AMENDMENTS TO THE CONSTITUTION**

- 13.1. The Objects of the Association may not be changed, except by a 2/3rds majority of all financial members, expressed by postal vote, proxy vote or in person, at a Special General Meeting called for the purpose.
- 13.2. Any other part of the Constitution may be altered by a 2/3rds majority of all financial members present in person or by postal vote or proxy vote at an Annual or Special General Meeting.
- 13.3. All alterations, additions to, suspension, revision or amendment to this Constitution, shall become effective from the date the motion passes.
- 13.4. Any changes resolved must not be changed for at least one (1) year.

### **14. COMMUNICATION WITH MEMBERS**

- 14.1. All members are responsible to notify the Secretary of a change of address.
- 14.2. All notices shall be deemed to have been duly given if posted or emailed to the registered address.

### **15. PERPETUAL TROPHIES**

- 15.1. All perpetual trophies presented for National or State Association events remain the property of the Association, and while they may be held for a period by the winners each time such trophies are awarded they shall never become the property of an individual member.

### **16. RACING RULES**

- 16.1. To compete in International Optimist Dinghy Class races, the helmsperson must be a financial member of the International Optimist Dinghy Association of South Australia and shall comply with ISAF Rule 46. International Optimist Dinghy Class races are defined here as those races, championships etc arranged by the Association in the discharge of its objectives.
- 16.2. The International Optimist Dinghy is a strict one-design class. Boats that do not conform to the rules of the International Optimist Dinghy Association may be disqualified from competing in Association races.
- 16.3. All races arranged by or conducted on behalf of the Association shall be conducted under the current Racing Rules and Safety Regulations of Yachting Australia and Yachting SA and the current Class Rules and Restrictions, provided always that any Special Rule or Regulation made by the Association for the conduct of its own races shall first apply and provided further that such Special Rule and Regulation is made within the discretionary powers allowed by the current ISAF. Rules and Yachting Australia prescriptions, or has been approved by the Racing Rules Committee or appropriate Safety Sub-committee of Yachting SA.

### **17. WINDING UP OF THE ASSOCIATION**

- 17.1. If at any time membership falls to nil (0) persons, the Association shall be disbanded and the assets of the Association shall be disposed of at a reasonable market value. The proceeds of the disposal shall be given to the Y.S.A. or a charity selected by the remaining members. At no time will any member be entitled to receive a distribution of the assets of the Association upon winding up or otherwise.

### **IODA-SA Constitution Revision History**

- Original Constitution adopted 2006
- Amendments adopted at AGM 5<sup>th</sup> April 2013

End.