



CONSTITUTION

of the

AUSTRALIAN RADIO YACHTING ASSOCIATION

Incorporated in South Australia under the provisions of the Associations Incorporations Act 1985. Registered Number 6080

May 2021

CONSTITUTION

1. NAME

- 1.1 The name of the Incorporated Association is Australian Radio Yachting Association Incorporated, referred to herein as 'the ARYA'.
- 1.2 The name may be abbreviated to ARYA.

2. OBJECTS AND PURPOSE

- 2.1 To administer, promote and support the sport of radio-controlled yacht racing in Australia and when represented in internationally recognised events.
- 2.2 To achieve these objectives, the ARYA shall:
 - (i) promote Nationally Recognised Classes (NRC) of yachts for racing;
 - (ii) maintain and publish registers and ranking tables for all NRCs racing in Australia;

- (iii) obtain and maintain membership of the International Radio Sailing Association (IRSA) or such other international bodies as the ARYA shall from time to time determine appropriate and act as the National Authority on behalf of that body;
- (iv) develop and publish rules, procedures and regulations governing the fair and efficient management and conduct of competitive radio sailing in Australia, except that where such rules are issued by the International Sailing Federation and/or International Radio Sailing Association, an internationally recognised class association, or other international body of which the ARYA is a member, in which case the ARYA shall adopt and abide by such rules and regulations. ARYA shall develop and publish procedures and guidelines for the efficient management and conduct of competitive radio sailing conducted by ARYA, State Associations, appointed delegates, affiliated clubs and National Class Associations. Such procedures and guidelines may be approved by a vote of the ARYA Committee or may be brought forward for determination at an ARYA General Meeting;
- (v) organise, settle conditions, fix dates and venues for sailing national regattas for NRCs annually;
- (vi) organise and promote international and world championship regattas as may from time to time be approved to be held in Australia;
- (vii) assist and enter members to represent Australia at international regattas overseas;
- (viii) consider, as a final point of appeal, all appeals lodged under the rules of sailing or class rules against the decisions of race and protest committees. Such appeals shall be heard by the ARYA Rules Committee, which shall be convened by the ARYA Executive Committee as and when required from affiliated members of the ARYA;
- (ix) publicise and act as a source of information on the sport of radio yachting.

3. PROMOTION, INFORMATION AND COMMUNITY INFORMATION

3.1 ARYA shall undertake programs, encourage and support State Associations and National Class Associations of NRCs to:

- (i) promote and publicise the sport of radio sailing and participation therein;
- (ii) advise and inform radio sailors on aspects of and developments in the sport;
- (iii) encourage sportsmanship, fair play and camaraderie in the sport;
- (iv) develop and deliver, where possible and practical, educational/training programs for race officials and radio sailors;

4. POWERS

4.1 ARYA shall have all the powers conferred by Section 25 of the Associations Incorporation Act 1985 of South Australia and by this Constitution.

4.2 The ARYA has the powers necessary to pass By Laws for the better administration of the sport of radio yacht racing in Australia.

5. INTERPRETATION

5.1 In this Constitution:

The word 'shall' is taken to mean mandatory and the word 'may' is taken to mean discretionary;

Act means the Associations Incorporation Act 1985 of South Australia;

Club means a radio sailing club that is affiliated with or is a member of a State Association;

A financial member of a Club is a member who has paid all required fees and subscriptions to be a member of that Club for that financial year;

The **Committee** is the management committee of the ARYA and comprises the eight Executive Officers defined in Clause 7 of this Constitution;

The **Commission** is the Corporate Affairs Commission of South Australia;

A **National Class Association (NCA)** is an association of members who own a particular Nationally Recognised Class of radio yacht and which has been recognised by ARYA in accord with its By Laws.

Resolution: A motion requiring a simple majority of those present at the meeting to be adopted and are used for all motions other than those which require a Special Resolution.

Special Resolution: A motion requiring the support of a $\frac{3}{4}$ majority of all members of the ARYA to be adopted and is required for specific purposes as described by the Constitution, namely a change of the name of the Association or changes to the Constitution of the Association.

6. MEMBERSHIP

- 6.1 The members of the ARYA shall be state radio sailing associations (State Associations) incorporated with similar objects to ARYA and representing each of the states and territories and such regions as the ARYA may from time to time approve.
- 6.2 State Associations shall be established as set out in Clause 22 of this Constitution.
- 6.3 Where only one Club exists in any state or region, that Club may be authorised by the ARYA to act as a State Association for that state or region subject to such conditions, if any, imposed by the ARYA.
- 6.4 Affiliated Members of the ARYA are financial members of Clubs that are registered with a State Association that is recognised by the ARYA.
- 6.5 Temporary Affiliate Members of the ARYA are members who:
 - (i) are non-residents of Australia, and
 - (ii) are a financial member of an International Radio Sailing Association approved Delegated National Member, or National Class Association, of their country of membership, and
 - (iii) are entered for an ARYA approved event, and
 - (iv) is effective for the duration of the entered event only.

7. OFFICERS OF THE ARYA

7.1 The Executive Officers of the ARYA, and the General Committee members, are collectively called 'the Committee'.

Executive Officers of the ARYA who shall hold honorary appointment are:

- (i) President;
- (ii) Vice President;
- (iii) Secretary;
- (iv) Treasurer;
- (v) Technical Officer;
- (vi) Registrar;
- (vii) Publicity Officer;
- (viii) Public Officer.

7.2 There shall be a maximum of four General Committee members.

7.3 Executive Officers, who must be financial Affiliated Members of the ARYA, shall be elected at the Annual General Meeting and shall hold office for the ensuing year. Executive Officers are eligible for re-election.

7.4 The duties of Executive Officers are:

- (i) The President is a member of the Committee and shall preside at all meetings of the Committee and the ARYA at which he or she is present.
- (ii) The Vice President is a member of the Committee and shall deputise for the President in the President's absence.
- (iii) The Secretary is a member of the Committee and shall call all meetings, issue the required notices, keep a register of attendance and record the minutes of meetings of the Committee and the ARYA. He/she shall deal with all correspondence and keep all books and records applicable to his/her office. He/she shall assist the Treasurer in the preparation of the balance sheet for the

audit and the budget. He/she shall keep the President, Officers and State Association secretaries informed on all matters of the ARYA.

- (iv) The Treasurer is a member of the Committee and shall receive all monies that are the property of the ARYA and shall deposit the same in accordance with Clause 21.2. He/she shall be responsible for all payments. Payments in excess of \$50.00, whether by cheque, electronic transfer or any other practice approved by the Committee shall be countersigned or authorised by either the Secretary or the President. Payments in excess of \$1000.00 shall be approved by the Committee, prior to payment. He/she shall keep the accounts and prepare them for audit and production at the Annual General Meeting. He/she shall keep an inventory of and safeguard all securities of the ARYA.
 - (v) The Technical Officer is a member of the Committee and shall be responsible for advice to the ARYA, State Associations and NCAs on technical matters relating to radio yachting including measurement and rating of NRCs. He/she shall liaise with the appropriate IRSA committees and state officers and act as a coordinator between them and the ARYA.
 - (vi) The Registrar is a member of the Committee and shall maintain registers for all international and national classes of yachts recognised by the ARYA, record details of, and issue rating certificates for, all international and nationally recognised classes of yachts and produce statistics as required. Such registers as are required to be kept by the Registrar may be delegated to a National Class Association. The Registrar shall maintain a register of approved measurers. The Registrar shall maintain a Register of all current Personal Numbers issued to Affiliated Members.
 - (vii) The Publicity Officer is a member of the Committee and shall advise the ARYA on matters relating to publicity and public relations. He/she shall maintain the ARYA website. He/she shall use his/her best endeavours to promote and publicise the objectives of the sport and the ARYA in all areas.
 - (viii) The Public Officer is a member of the Committee and shall be a permanent adult resident of South Australia. His/her contact details shall be maintained with the Commission at all times and the Public Officer shall act as the primary contact with the Commission on all matters relating to this Constitution.
 - (ix) General Committee members are members of the Committee and shall contribute to the discussion and activities of the Executive Committee.
- 7.5 The Non-executive Officers of the ARYA shall be the Webmaster, the Archivist and the National Class Coordinators.

8. SUBSCRIPTIONS

- 8.1 Subscription rates to the ARYA from State Associations and NCAs shall be determined at the Annual General Meeting each year. The fee shall be a sum to be paid by all Affiliated Members of Clubs as part of the Club subscription to the State Association.
- 8.2 Subscriptions shall be due on 1 July each year and payable not later than 31 July of the same year.
- 8.3 The subscriptions of State Associations or NCAs affiliated after 1 April in any year will cover the period up to 30 June in the following year and must be paid to the Treasurer no later than 31 July in the year of affiliation.
- 8.4 The Committee shall have the power to withhold all rights and privileges of membership from State Associations and NCAs whose subscriptions are not paid by the latter date.

9. REGISTRATION

- 9.1 The ARYA shall maintain Registers for each NRC of yacht unless otherwise delegated to a recognised NCA.
- 9.2 The ARYA may charge a registration fee for each entry in a register whether the entry is a first registration of a yacht, an alteration to a current registration or a re-registration.
- 9.3 Fees for the registration of all classes of yachts shall be determined at the Annual General Meeting.

10. THE COMMITTEE

- 10.1 The affairs of the ARYA shall be managed and controlled by a management committee (the Committee) which, in addition to any powers conferred by this Constitution, may exercise all such powers and do all such things as are within the Objects and Purposes of the ARYA, and are not by the Act or by this Constitution required to be done by the ARYA at a general meeting.
- 10.2 The Committee shall have the power to appoint such officers and employees as are required to carry out the objectives of the ARYA and may delegate any of its powers to such officers and employees.

- 10.3 The Committee shall comprise the eight elected officers of the ARYA and four (4) General Committee members as defined in Clause 7 of this Constitution.
- 10.4 The Committee may appoint a natural person to fill a casual vacancy and such a committee member shall hold office until the next Annual General Meeting of the ARYA and shall be eligible for re-appointment. The Committee may also create any new office considered necessary for the ARYA to carry out its duties and function.
- 10.5 A candidate for election as an Officer of the ARYA must be nominated by a State Association.
- 10.6 Nominations for all persons seeking election to the Committee shall be received by the Secretary at least 35 days prior to the Annual General Meeting.
- 10.7 Notice of all persons seeking election to the Committee shall be given to all members of the Committee and State Associations with the notice calling the meeting at which the election is to take place.
- 10.8 In the event that no nominations for a position on the Committee have been received at least 35 days prior to the AGM, nominations may be accepted at the meeting.

11. CESSATION OF COMMITTEE MEMBERS

- 11.1 The office of a committee member shall become vacant if a committee member:
- (i) dies;
 - (ii) is disqualified by the Act;
 - (iii) is expelled under this Constitution;
 - (iv) is permanently incapacitated by ill health;
 - (v) is absent without an apology from more than three consecutive committee meetings, or more than three committee meetings in a financial year.

12. PROCEEDINGS OF THE COMMITTEE

- 12.1 The Committee shall meet regularly for the dispatch of business and in any case not less than once every three months. Where it is not practical for the Committee to meet as a group for reasons of distance, such meetings may be conducted by

email, post or by conference telephone or any other electronic means, or by a combination of such facilities.

- 12.2 Each member of the Committee shall be entitled to one vote.
- 12.3 Questions arising at any meeting shall be decided by a majority of votes and, in the event of an equality of votes, the Chairperson shall have a casting vote in addition to a deliberative vote.
- 12.4 A quorum for a meeting of the Committee shall be six members, of whom one must be the President, the Vice President or the Secretary.
- 12.5 A member of the Committee having a pecuniary interest in a contract with the ARYA must disclose that interest to the Committee as required by the Act and shall not vote with respect to that contract.

13. FINANCIAL YEAR

- 13.1 The financial year of the ARYA shall be a 12-month period ending on 30 November each year.

14. CONSTITUTION

- 14.1 Subject to approval by a special resolution at a Special General Meeting or Annual General Meeting of the members of the ARYA as set out in Clause 6, this Constitution may be altered (including an alteration to name), or be rescinded and replaced by a substitute Constitution. Such an alteration shall be registered with the Commission as required by the Act.
- 14.2 The registered Constitution shall bind the ARYA, State Associations, NCAs and Affiliated Members to the same extent as if they had respectively signed and sealed it and agreed to be bound by all the provisions thereof.
- 14.3 By-Laws, for the purpose of supporting and describing the manner in which the ARYA achieves its objects, may be amended by Special Resolution at any general meeting.
- 14.4 All amendments to the By-Laws shall be advised to the members and published on the ARYA website within one month of adoption.

15. THE SEAL

- 15.1 The ARYA shall have a common seal upon which its corporate name shall appear in legible characters.
- 15.2 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 ARYA. The affixing of the seal shall be witnessed by an officer of the ARYA.
- 15.3 The Seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time determine.

16. GENERAL MEETINGS

- 16.1 A majority of the Committee or the President may call a Special General Meeting of the ARYA at any time and shall call an Annual General Meeting in accordance with the Act. Where it is not practical for a Special General Meeting to be convened as a group for reasons of distance, such meetings may be conducted by email, post or by conference telephone or any other electronic means, or by a combination of such facilities.
- 16.2 The Annual General Meeting shall be held at the time and venue of a National Championship each year and within five months of the end of the financial year.
- 16.3 Notice of a Special General Meeting shall be issued within 28 days by the Committee upon receipt of a request signed by the secretaries of three affiliated State Associations. Such a request is to be accompanied by a fully detailed resolution passed by each State Association in general meeting and countersigned by the officiating chairperson.
- 16.4 Notice of all general meetings shall be given at least 28 days prior and no more than 42 days prior to the date of the meeting. The notice shall contain details of the agenda together with any special notices, notices of motion and/or changes in the Constitution that are to be proposed at the said meeting.
- 16.5 The agenda for the Annual General Meeting shall include:
- (i) confirmation of the minutes of the previous Annual General Meeting;
 - (ii) confirmation of action taken by the Committee;
 - (iii) Officers' reports;

- (iv) State Association reports;
- (v) National Regatta Committee reports;
- (vi) Treasurer's financial statement and balance sheet;
- (vii) election of Officers and appointment of Auditor;
- (viii) motions submitted by the Committee;
- (ix) motions submitted by State Associations and Clubs appointed to act as such;
- (x) annual budget and subscriptions for the forthcoming year;
- (xi) yacht registration fees for the forthcoming year;
- (xii) next National Championship Regatta, place(s) and dates; and
- (xiii) discussion items.

17. PROCEEDINGS AT GENERAL MEETINGS

- 17.1 The quorum required for a general meeting of the ARYA shall be three of the Executive Officers and a delegate from each of four states, either in person or represented by proxy.
- 17.2 General meetings shall be chaired by the President or the Vice President or, in their absence, by a Committee member appointed by the delegates present. Where it is not practical for a general meeting to be convened as a group for reasons of distance, such meetings may be conducted by email, post or by conference telephone or any other electronic means, or by a combination of such facilities.
- 17.3 At any general meeting a resolution put to a vote shall be decided by a simple majority 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.
- 17.4 If a poll is demanded by the Chairperson of the meeting or by three or more delegates, present in person or by proxy, it shall be taken in such manner as the Chairperson directs.
- 17.5 Notices of Motion that are received by the ARYA will be voted on at the next general meeting of the ARYA that occurs more than 28 days after the Notice of

Motion was received by the ARYA, where ever possible. Notices of motion may be modified by way of an amendment and then voted on at the meeting.

- 17.6 The votes of State Association delegates and/or proxies held shall be exercised in the determination of motions or amendments to motions. State Associations shall ensure that their delegates are appropriately briefed and authorised prior to any meeting for which they have a delegation.
- 17.7 A special resolution at a Special General Meeting or Annual General Meeting put to a vote shall be passed by a majority of not less than three-quarters of the members of the ARYA as, being entitled to do so, vote in person or by proxy at that meeting.

18. VOTING RIGHTS AT GENERAL MEETINGS

- 18.1 At any general meeting of the ARYA each of the Executive Officers, holding one or more Executive Office positions, shall be entitled to two votes for each Resolution or Special Resolution.
- 18.2 Each State Association or Club appointed to act as such in accordance with Clause 17.6 shall be entitled to cast five votes for each Resolution or Special Resolution.
- 18.3 Each General Committee member appointed in accordance with Clause 7.1 shall be entitled to cast one vote for each Resolution or Special Resolution.
- 18.4 Only delegates appointed by State Associations and Clubs appointed to act as such shall be entitled to vote.
- 18.5 In the event of a tied vote the Chairperson of the meeting may exercise a casting vote.
- 18.6 General meetings are open to all Affiliated Members and NCAs.

19. PROXIES

- 19.1 Voting by proxy shall be recognised.
- 19.2 The appointment of a proxy shall be for a specific meeting only.
- 19.3 The bearer of a proxy shall be a delegate from a State Association or an ARYA Officer and shall also be entitled to exercise his or her own vote if otherwise entitled to do so, in addition to the proxy.

- 19.4 Written notification of an appointment of a proxy must be in the hands of the Secretary or Chairman before the commencement of a meeting at which it is to be exercised.
- 19.5 The notification shall state clearly the specific purpose or items of the agenda covered by the proxy and the limitations, if any, placed on the exercise of the proxy.

20. MINUTES

- 20.1 Proper minutes of all proceedings at meetings shall be kept and within one month of the meeting forwarded to the State Associations.
- 20.2 The minutes shall be signed as a true and correct record of the meeting by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- 20.3 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.
- 20.4 Copies of the minutes shall be forwarded to State Associations and published within two months of the date of the meeting.

21. ACCOUNTS

- 21.1 The ARYA shall keep such accounting records as are necessary to correctly record and explain the financial position of the ARYA.
- 21.2 All monies raised under the authority of the ARYA, either for its general activities or for such specific purposes as the ARYA may authorise, shall be deemed to be the property of the ARYA and shall be transferred to and kept in a bank, savings bank, building society or friendly society approved at an Annual General Meeting.
- 21.3 All withdrawals shall be authorised by the Treasurer and authorised by the Secretary in accordance with Clause 7.3 (iv), or failing one of these, by the President in his/her stead.
- 21.4 The accounts of the ARYA shall be audited annually, or at any time the Committee or a general meeting of the ARYA may direct.

22. STATE ASSOCIATIONS

- 22.1 State Associations shall be established in each state or territory and such other regions as the ARYA may determine within which an affiliated Club is active. Where only one registered Club is active in a state, territory or approved region that Club shall assume the duties and responsibilities of a State Association. All registered Clubs within a state, territory or region shall be entitled to representation on the State Association.
- 22.2 A Club situated near a state, territory or regional border may elect to affiliate with the State Association of the adjacent state, territory or region.
- 22.3 Where an organisation exists or is formed within a state, territory or approved region and two-thirds of the Clubs in that state, territory or region agree that it provides an appropriate structure for the purpose, the ARYA may authorise that organisation to assume the duties and responsibilities of a State Association.

23. DUTIES AND RESPONSIBILITIES OF STATE ASSOCIATIONS

- 23.1 Any club, society, association or other body whose activities are intended to provide facilities for radio yachting may affiliate to the ARYA through a State Association. Such a body shall be a registered Club of the ARYA.
- 23.2 A registered Club shall be responsible for the payment of affiliation fees to the ARYA through its State Association on behalf of its members providing that where the registered Club is not solely dedicated to radio yachting, affiliation fees shall only be due to the ARYA for those club members who are involved in radio yachting.
- 23.3 Only one affiliation fee shall be paid on account of a person who is a member of more than one Club.
- 23.4 Unless otherwise stated in this Constitution or the By Laws, State Associations shall be responsible for the carrying out, for radio yachting classes that have not achieved national status, all the roles and tasks described in this ARYA Constitution and the By Laws regarding Nationally Recognised Classes and National Class Associations.

24. RESOLVING DISPUTES

- 24.1 Where the Committee of the ARYA exercises any power of adjudication that it may have under this Constitution in relation to a dispute between its members, Clubs and/or Affiliate Members, or a dispute between itself and members, Clubs or Affiliate Members of the ARYA, the rules of natural justice must be observed.
- 24.2 Both parties to any dispute referred to in Subclause 24.1 shall have the right to be represented by a member of their State Association or Club at any meeting at which the dispute is considered.
- 24.3 If the Committee considers that a member, Club or Affiliate Member should be expelled or suspended for a period of time from membership of or affiliation with the ARYA because of its or his/her conduct detrimental to the interests of the ARYA, the Committee shall communicate in writing, to the member, Club or Affiliate Member:
- i) notice of the proposed expulsion or suspension for a period of time and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and
 - ii) particulars of that conduct; not less than 30 days before the date of the Committee meeting referred to in paragraph (a).
- 24.4 At the Committee meeting referred to in a notice communicated under Subclause 24.3, the Committee, having afforded the member, Club or Affiliate Member concerned a reasonable opportunity to be heard by or to make representations in writing to the Committee, may expel, suspend or decline to expel or suspend that member, Club or Affiliate Member from membership of or affiliation with the ARYA and shall, forthwith after deciding whether or not to expel or suspend that member, Club or Affiliate Member, communicate that decision in writing to that member, Club or Affiliate Member.
- 24.5 Subject to Subclause 24.7, a member, Club or Affiliate Member who is expelled under Subclause 24.4 from membership of or affiliation with the ARYA ceases to be a member or Affiliate Member 14 days after the day on which the decision to expel him/her or them is communicated to it or him/her under Subclause 24.4.
- 24.6 A member, Club or Affiliate Member who is expelled or suspended under Subclause 24.4 from membership of or affiliation with the ARYA shall if it or he/she wishes to appeal against that expulsion or suspension, give notice to the Secretary of its or his/her intention to do so within the period of 14 days referred to in Subclause 24.5.

24.7 When notice is given under Subclause 25.6:

- i) the ARYA in a general meeting, after having afforded the member, Club or Affiliate Member who gave that notice a reasonable opportunity to be heard by or to make representations in writing to the ARYA in the general meeting, may confirm or set aside the decision of the Committee to expel or suspend that member, Club or Affiliate Member; and
- ii) the member, Club or Affiliate Member who gave that notice does not cease to be a member or Affiliate Member unless and until the decision of the Committee to expel him or her is confirmed under this subclause.

24.8 Should a State Association or NCA suspend or expel an Affiliate Member then, following expiry of their specified appeal period the State Association or NCA may submit the case documentation to the ARYA Committee who, having satisfied themselves that the State Association or NCA has acted in accordance with its constitution, regulations and/or by laws shall confirm that the suspension or expulsion shall apply to all memberships within ARYA.

24.9 In the event of a dispute between an affiliated Club and its State Association, the Club may refer the matter to the Secretary of the ARYA for determination by the Committee using a dispute resolution process that complies with Subclause 24.1.

25. WINDING UP

25.1 The ARYA may be voluntarily wound up by the following procedure:

- (i) A proposal for winding up of the ARYA shall be properly submitted to a general meeting of the ARYA and shall require the unanimous approval of the meeting.
- (ii) If the proposal is approved in accordance with Subclause 26.1, the proposal will be subject to an email or postal vote of all affiliated Clubs and shall require a majority of three-fourths of those clubs in favour of the proposal for winding up. The Association may be wound up in accordance with the Act.

26. APPLICATION OF SURPLUS ASSETS

26.1 If, when the ARYA is wound up, some other national body exists which, in the opinion of the ARYA, has aims and objectives that would enable it to provide appropriate service to the ARYA's members, the ARYA may donate to it, trophies

and other property and net funds after the payment of all outstanding debts subject to such conditions as the ARYA may determine.

26.2 Where no alternative successor is found, the ARYA shall proceed in the following manner: where possible, all donated trophies will be returned to the donor or, if this is not possible, to the Club of which the donor was a member:

- i) all other trophies will be presented to the person or body that has won the trophy the greatest number of times or, where a tie exists, to a body or person decided by lot;
- ii) net funds after the payment of all outstanding debts shall be donated to a charitable institution or institutions determined by the ARYA at the time.

END

As per the resolutions passed at the Special General Meeting held at May 21 2021.