

CONSTITUTION OF THE WOODEN BOAT ASSOCIATION OF SOUTH AUSTRALIA

1. NAME

The name of the Association shall be "WOODEN BOAT ASSOCIATION OF SOUTH AUSTRALIA". Otherwise known as and hereafter called "The Association".

2. OBJECTS

The Association, believing in the deep and historic connections between humanity and wooden boats of all types and within all cultures, the objects of The Association shall be:-

- a) To represent, support, and encourage all people with an interest in the building, design, restoration, and use of wooden boats of all types.
- b) To gather, record and make available information regarding all aspects of wooden boats and wooden boating.
- c) To encourage the retention of and passing on of traditional boat building skills.
- d) To encourage the continued development of wooden boat technology.
- e) To encourage the preservation and maintenance of the waterways of South Australia and their surrounds.
- f) To encourage the recording of the history of wooden and vintage boats.
- g) To encourage the better utilization of our timber resources.
- h) To liaise and develop an affiliation with local and interstate bodies with similar objects and to coordinate events reflecting those similar objects.

AND to do all such other things as may be incidental to the attainment of such objects.

3. MEMBERSHIP

- a) Members shall be persons who have agreed to accept the above objects and have paid the prescribed membership fee if any, and who have applied in writing for membership.
- b) Member Organisations
 - i. Member organisation shall be organisations which have applied in writing for membership, express support for the above objects and paid the prescribed member organisation fee if any, and which are accepted as member organisations by majority vote of the committee or of the general meetings.
 - ii. A member organisation may appoint from its members a representative who may speak and vote on its behalf.
- c) Membership Suspension
 - i. Membership may be suspended by not less than a two-thirds majority of voters at a committee or general meeting.
 - ii. Any suspended member or member organisation may on not less than 2 weeks written notice require the suspension to be reconsidered at one subsequent general meeting.
 - iii. The Association shall not be required to accept the renewal of membership of a suspended member or member organisation when renewal next falls due.
- d) Membership shall cease on:-
 - i. Resignation in writing, delivered to the secretary of The Association;
 - ii. Termination of employment by The Association;

- iii. Failure to renew membership within 2 months after the date of expiry of that membership.

4. MANAGEMENT

- a) Management shall be vested in the committee of not less than 4 members nor more than 10 members who shall be elected at the Annual General Meeting.
- b) The office bearers of The Association shall be President, Secretary, Treasurer, Publications Officer and Social Secretary who shall be elected by the members at the Annual General Meeting prior to the election of the remainder of the committee members.
- c) Committee members shall upon election or nomination become members in their own right and shall not in their capacity as committee members act as representative of another organisation.
- d) The committee shall meet as often as may be required to conduct the business of The Association and not less than 10 times in each calendar year.
- e) The quorum shall be 1/2 the number of committee members.
- f) The president or 2 other members of the committee shall have power to call a meeting of the committee. Notice of the meeting shall be given at the previous committee meeting or by 7 days written notice distributed to all committee members or in an emergency by such other notice as shall be ratified by the committee.
- g) All members shall be entitled to attend at any meeting of the committee and for this purpose, a copy of the Minutes of all meetings shall be available to all members on request.
- h) The business of the committee shall be decided upon by a majority vote of those members of the committee present with the president having a casting vote.

- i) An office bearer or member of the committee shall cease to hold such office upon:-
 - i. Resignation in writing;
 - ii. Suspension as a member of The Association;
 - iii. Absence for three successive committee meetings without explanation acceptable to the committee.
- j) Vacancies unfilled or arising in the office bearers or other committee members may be filled by the committee by co-opting members for the unexpired remainder of the term.
- k) The committee may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.
- l) The committee may appoint sub-committees of members for specific purposes who shall meet as they see fit or as directed by the committee and who shall report to the committee.
- m) The committee may appoint an executive of the office bearers together with one other committee member who shall meet to carry out the day to day business of The Association together with any other business delegated by the committee and who shall report to the subsequent meeting.
- n) The committee shall set such fees as they think appropriate which fees shall be notified to the members before the 31st day March of each year and shall be for the financial year commencing on the 1st day of July thereafter save that the committee may in its discretion waive such fee where it thinks fit.

5. GENERAL MEETINGS

- a) General meetings, which shall include the annual general meeting and any special general meeting, shall be held not less than twice in each financial year to further the objects of The Association.

- b) Written notice of not less than 28 days of all general meetings shall be distributed to all members and displayed at any premises occupied by the members subject to paragraph 5(f) hereof.
- c) Members shall be each entitled to one vote at any general meeting at which they are present. Member organisations shall each be entitled to one vote which shall be cast by their representative.
- d) A quorum at any general meeting shall be 10 members or two-thirds of the members whichever is less.
- e) At any general meeting if there is no quorum within 30 minutes of the time appointed for the meeting then a majority of the members present may decide to adjourn the meeting for a period not exceeding 14 days. The quorum for such adjourned meetings shall be reduced to 5 failing which the meeting will lapse altogether.
- f) A special general meeting shall be called by the secretary within not more than 28 days of receipt of a directive of the committee or a written request of 3 committee members of 6 members or member organisations specifying the business to be conducted at the meeting.
- g) The annual general meeting shall be held at least once in each calendar year and not more than 5 months after the close of the financial year which shall be 30th June unless altered at an annual general meeting.
- h) The business of the annual general meeting shall be:
 - i. To receive the chairpersons report for the previous financial year;
 - ii. To receive the treasurer's report and the audited financial statements for the previous financial year, together with the financial budget for the current financial year;
 - iii. To elect or re-elect the committee members who must consent in person or in writing;
 - iv. To conduct any other business placed on the agenda before the commencement of the meeting.

6. VOTING

- a) Voting shall be show of hands except that a majority of these present and eligible to vote may require any vote to be conducted by a secret ballot.
- b) Resource persons with special interest or knowledge relevant to The Association may be invited to attend any meeting and to speak at the discretion of the chairperson but such persons may not vote.
- c) All persons who have any pecuniary interest in any transaction to which The Association is a party shall declare such interest and shall not be entitled to vote on any decision in which they have an interest.

7. PRESIDENT

- a) The president shall keep the Common Seal which shall be affixed only by resolution of the committee or of a general meeting and in the presence of two committee members including at least one office bearer.
- b) The chairperson at any meeting shall have a casting as well as a deliberate vote.
- c) The chairperson shall chair executive, committee and general meetings except that in the absence of the chairperson or at the request of the chairperson or of a majority of the meeting another member may be elected as meetings chairperson.
- d) The chairperson together with the secretary shall prepare the agenda for committee and general meetings.
- e) The chairperson shall act as spokesperson unless an alternative spokesperson has been appointed by the committee or a general meeting. The spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least 2 members of the committee.

8. TREASURER

- a) The treasurer shall cause monies received to be paid into an account authorised by the committee in the name of The Association. Payments shall be as petty cash or by cheque signed by 2 authorised signatories of whom there shall be no more than 5 appointed by the committee. Major or unusual expenditures shall be authorised in advance by the committee or a general meeting.
- b) The treasurer shall cause records to be kept of all receipts and payments and other financial transactions, which records shall be available for inspection by any member.
- c) The treasurer shall cause to be prepared financial budgets and statements and shall submit a report on the finances to each committee meeting.
- d) The treasurer shall present audited accounts to the annual general meeting which auditor shall be approved by the majority of the committee.

9. SECRETARY

- a) The secretary shall call meetings in accordance with the provisions of this constitution.
- b) The secretary shall cause records to be kept of the business of The Association including the constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of The Association.
- c) In the absence of the secretary another member shall be elected as minutes secretary.
- d) For the purposes of the requirements of The Association's Incorporation Act, the secretary shall be the public officer of The Association.

10. PUBLICATIONS OFFICER

The publications officer shall be responsible for and have oversight of the preparation of a newsletter for all members and such other publications as The Association may produce.

11. SOCIAL SECRETARY

The social secretary shall be responsible for and have oversight of the organisation of social events arranged on behalf of or in the name of The Association.

12. AMENDMENT OF CONSTITUTION AND RULES

- a) This constitution may be repealed, altered or amended by resolution of two-thirds of members present and voting and a general meeting of which not less than seven days written notice including notice of the proposed repeal, alteration or amendment has been distributed to all members.
- b) A general meeting may make repeal, alter or amend rules for the proper administration of meetings or business provided that not less than 7 days written notice including notice of the proposed new rule or repeal, alteration or amendment has been distributed to all members.

13. FINANCES & PROPERTY

- a) Members who by authority accept or incur any pecuniary liability on behalf of The Association shall be held indemnified against any personal loss in respect of such liability.

- b) The income property and funds of The Association shall be used and applied solely towards the promotion of the objects and shall not be paid or transferred to the members or relatives of members provided that nothing herein contained shall prevent the payment in good faith to any person in return for services actually rendered and provided that an employee of The Association shall notwithstanding that employment be entitled to be a member or office bearer of The Association and of any committee.
- c) On dissolution all property whether real or personal remaining after payment of all debts and legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by The Association provided that if The Association shall have been approved pursuant to Section 78 (1) of the Income Tax Assessment Act then such other body shall also be so approved and provided that The Association shall not be dissolved except by approval of not less than two thirds members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been given to all members.

14. GENERAL

No person or organisation shall use the name of The Association without approval of The Association.

