



COFFIN BAY YACHT CLUB INC.

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ABN: 90 750 067 799
INC: A 4981

CONSTITUTION A 4981

Section 1. Name:

The name of the Club shall be: **Coffin Bay Yacht Club Incorporated.**

Where appearing in this Constitution “The Club” shall mean Coffin Bay Yacht Club Inc inclusive of its “Premises” and other “Assets” inclusive of “Land” and associated “infrastructure”.

“The Current Constitution” shall mean the latest iteration as approved by the General Committee, Members at a General Meeting and endorsed by the South Australian Associations Incorporation Act 1985 Commission.

“The General Committee” shall mean the Committee of Management of the Club as elected by Members.

“Members” shall be those approved by the General Committee as Members and recorded on a database that is regularly updated to reflect currency by the Secretary or delegate.

Section 2. The Purpose of the Club:

The Coffin Bay Yacht Club Inc founded in 1975 and duly registered in that year, has a mandate to:

1. Provide for the local and broader Community, a love and respect for the sea.
2. Be a valuable resource for people of all ages to foster a sense of community.
3. Provide opportunities for members to learn and develop skills in the art of sailing.
4. Be a resource for the promotion of social activities for members and the broader Community in collaboration with other local organisations, facilities and resources.
5. Be a charity where profits made through its activities are reinvested back into agreed outcomes as defined in its Strategic Plan.
6. To manage the affairs of The Club such that it achieves its purpose while maintaining

compliance and social responsibility.

7. To engage staff and volunteers such that The Club functions effectively, efficiently and provides a positive and friendly environment for Members and guests.
8. To maintain its membership with the sailing representative body to ensure that sailing activities are congruent with the recommended guidelines for such activities and their management.
9. To review amended legislation and make necessary adjustments as necessary from time to time.
10. To subscribe and report in a timely manner to authorities and public bodies with responsibility for the oversight of the not-for-profit and charities sector in accordance with relevant legislation.
11. To let or hire facilities for other reasonable purposes.

Section 3. Compliance:

1. The Club shall at all times maintain corporate documents, accurate records, policies, procedures and practices such that all compliance and reporting requirements are met or exceeded.
2. Governing legislation associated with club compliance includes but is not limited to:
 - (a) Common Law
 - (b) Australian charities and not-for profit commission regulations (ACNC)
 - (c) Australian Taxation Office regulations (ATO)
 - (d) South Australian Associated Incorporations Act 1985 (SAAIA)
 - (e) Fair Work Act
 - (f) Liquor Licensing Act
 - (g) Workplace Health and Safety Act
 - (h) Food and Hygiene
 - (i) Risk Management
 - (j) Australian Financial and Audit Management best practice guidelines
 - (k) Clubs SA Guidelines
 - (l) Sailing Representative Bodies

The Club will function and report, based on each fiscal year commencing 1 July and concluding 30 June each year. (as recommended by the ACNC)

The latest approved iteration of The Clubs Constitution shall be published on The Club's website and made available to all members.

Whilst every effort will be made to mitigate risk, where risk cannot be mitigated internally, comprehensive insurance arrangements will be procured and maintained on an ongoing basis.

Such insurance will include but not be limited to:

- (a) Public Liability
- (b) Professional Indemnity
- (c) Members
- (d) Volunteers
- (e) All Assets

Current insurance Certificates of Currency and detailed Policies will be kept on record.

If there is ever inconsistency between this Constitution and relevant Legislation, the Legislation will prevail.

Section 4. Profits:

The profits arising from the transactions of The Club shall be applied to the furtherance of The Clubs mandate as detailed and prioritised in the Strategic Plan.

Section 5. Political Affiliation:

The Club shall at all times and for all purposes be non-sectarian and non-political.

Section 6. Membership:

In general, any person over the age of 18 years can apply for Club membership by completing and forwarding a written application form to the Secretary, who shall present all applications to the General Committee for consideration at its next meeting.

The Committee shall determine if the applicant is a proper person to be accepted as a Member.

The applicant will be advised by the Secretary if they have been accepted or rejected as a Member.

If rejected the applicant has the opportunity to appeal in writing to the Committee who will assess the appeal and then vote by secret ballot on the matter.

If accepted the applicant will pay the designated membership fee as prescribed by Members annually at the AGM.

Importantly all applicants must be familiar with the Clubs Constitution which is available on the Clubs website.

Members subscription fees fall due following each annual AGM. The Secretary will advise Members that fees are due and payable to retain membership.

Failure by a Member to renew membership and pay subscription fees may result in the Member being removed by the General Committee as a Member after 3 months. A Member in extenuating circumstances may appeal and back pay subscription fees within that financial year.

Junior applicants can apply for membership through their guardians and pay the set fee as determined at each AGM.

Life Members are considered by nomination for exceptional services to The Club prior to the next AGM.

Temporary Members are visitors to The Club who have reciprocal arrangements in place.

The appointed Auditor will be an Honorary Member of The Club for the duration of his/her appointment.

Section 7. Resignations

Any Member may resign by providing a letter in writing to the Secretary. The Secretary will advise the General Committee and remove him/her from the membership database.

Section 8. Expulsion of Members:

Any Member of The Club may in the opinion of the General Committee, (or in the case of a Committee Member, in the opinion of Members at a General Meeting) by a 75% majority vote, be expelled for misconduct. Any expelled Member has the right to appeal in writing within 14 days of a Special General Meeting (SGM) called for that purpose. The suspended Member may be reappointed or deemed not eligible for reappointment as determined.

Any Committee Member expelled for serious mal-practice is personally responsible for all breaches, fines and potential prosecution as prescribed in the Act.

Members have the power to remove Committee Members at an AGM or SGM for mal practice or misconduct.

Section 9. Liability:

Any Member, including Members of the General Committee (past or present), is personally responsible for any penalty for an intentional breach of the Constitution, State or Commonwealth Law.

An intentional breach or attempt to deceive the General Committee or Members would not be accepted by the Club or Club Insurance policies and penalties would reside with the individual(s).

Section 10. Membership database:

The Secretary or his/her delegate is responsible for maintaining an accurate up to date Membership database.

Section 11. General Committee Member Composition:

The Officers of the Club shall consist of:

(a) Flag Officers and Executive Officers.

- Commodore (Flag Officer)
- Vice Commodore (Flag Officer)
- Rear Commodore (Flag Officer)
- Secretary (Executive Officer)
- Treasurer (Executive Officer)

(b) General Committee Officers - Six General Committee Officers with the following roles to be filled at a Committee level, these roles can be combined or amended as required :

- Sailing Officer, Bar Officer, House Officer, Membership Officer, Sponsorship Officer, Jetty Officer

In circumstances where one Committee Member occupies two roles (such as Secretary and Treasurer), an additional General Committee Officer can be appointed to maintain the agreed 11 Committee Members during that period.

All such Flag Officers serve for 1 year once appointed and may be re-elected. To qualify for nomination, Flag Officers must have served a minimum of 2 years on the General Committee. .

All such Executive and General Committee Members serve for 2 years and may be re-elected.

The Executive and General Committee Officers are elected by majority vote from financial Members by secret ballot.

Independent scrutineers approved by Members, to oversee and manage the secret ballot process and vote count.

The General Committee may establish specific purpose Sub-Committees as required.

The General Committee must also appoint:

1. The Responsible Officer/ Public Officer for the Commission and the ACNC.
2. The responsible Officer for the Liquor Licensing Commission

Section 12. Duty Statements

Duty Statements will be maintained for all Executive Committee Positions and staff.

Section 13. Patron

The Committee shall appoint a person of recognised good standing to represent the Club as Patron. This person shall be an honorary member of the Club.

Section 14. Committee Management:

The General Committee is authorised to act in accordance with this Constitution and associated legislation.

Committee Members who are unable to attend in person (although this is preferred) may attend by electronic means such as teleconference or video conference. Failure to attend by any means for 3 consecutive meetings (without an apology accepted by the general committee) will result in the termination of that Officer.

The Secretary shall record attendance and coordinate electronic attendance if requested.

The Commodore shall sign the attendance record for each meeting.

The Treasurer will present financial reports as required and coordinate quarterly financial and annual final reports for/with the Auditor.

Any casual vacancy may be filled by the Committee until the next Annual General Meeting.

Section 15. Nominations for Committee Members:

1. Nominations for the election of Officers of the General Committee shall be in writing on the nomination form that is available from the Secretary and must be signed by the proposer, seconder and nominee. Such nominations must be received by the Secretary at least 28 days prior to the advertised date of the AGM.
2. Retiring Members will be eligible for re-election.
3. In the event that there is a shortfall in nominations to fill vacant positions, Officers may be

elected from the floor by Members.

4. With the exception of the Flag Officers who retire annually and may be re-elected, the Executive and General Committee will serve for 2 years.
5. Any Officer who retires or resigns from office during their term may be filled by a casual position decided by the General Committee.

Section 16. The Power of the General Committee:

The General Committee will carry out the business of the Club in accordance with the Constitution and all necessary legislation as summarized in Section 3. The General Committee has a legal obligation to report accurately to Members at General Meetings and to the necessary authorities. The following shall be in addition to particular responsibilities and powers of the committee prescribed elsewhere within this constitution.

- a) The committee shall manage and control the affairs, funds and other property of the Association other than those matters required to be discharged by the Association in a general meeting.

Section 17. Sub Committees:

The General Committee has the power to appoint tenured Sub Committees as required to serve the best interests of The Club.

Section 18. Sailing Committee:

The Sailing Officer will call Sailing Committee Meetings from time to time as necessary. Minutes will be kept and the Sailing Officer will report outcomes back to the General Committee.

The Sailing Committee will deal with all sailing matters in accordance with the Sailing SA guidelines.

Section 19. House Committee:

The House Officer will call House Committee Meetings on an as required basis. The minutes will be kept for all such meetings and the House Officer will Report outcomes back to the General Committee.

Section 20. Annual General Meetings:

1. An Annual General Meeting of The Club must take place before 30 November each year. The AGM can be called once the Audited Financials have been received, presented and agreed by the General Committee prior to the date for the AGM being set. The Treasurer must provide all necessary financial records to the Auditor as soon as possible after the end of the fiscal year. Reasonable time must be afforded to the Auditor to complete the Audit.
2. The Auditor (or his or her delegate) will attend the AGM to present the audited financials to Members.
3. The Commodore will present the Annual Report to Members and this report along with the Audited Financial Report will be forwarded by the Public Officer (or delegate) to the relevant authorities before the end of the calendar year.
4. The Auditor will be appointed at each AGM by Members.
5. Membership subscriptions will be determined by Members at the AGM.
6. Remuneration (if any) of Officers such as the Treasurer will be determined by Members at the AGM.
7. Further General Meetings can be called as required and must afford 28 days notice to

Members.

Section 21. Special General Meetings (SGM):

1. Special General Meetings may be convened by request of:
 - (a) The General Committee
 - (b) A request in writing to the Secretary of at least 15 financial Members
2. In calling a SGM the Secretary must be provided in writing with the specific objects of that meeting such that Members can be advised in advance (including proposed resolutions for consideration).
3. No resolution may be passed at a SGM unless it is notified prior.
4. 28 days notice must be given in order to call a SGM.
5. The Secretary is responsible for coordinating the SGM and notifying Members.
6. If a SGM requested by Members does not proceed within 30 days, the Members may call and convene the meeting.

Section 22. General Committee Meetings:

1. The General Committee will meet at the discretion of Flag Officers.
2. The Secretary will provide, 7 days in advance, an agenda, previous minutes, correspondence and will record accurate minutes of all such meetings.
3. At each subsequent meeting the previous minutes must be approved by the Committee and duly signed and dated by the Commodore.
4. All records including signed minutes and financial reports will be secured and locked in The Club office.
5. Members of The Club may request to view such records in The Club. (7 days notice must be given). They may not be copied or removed.

Section 23. Notice of Meetings:

1. The Secretary must provide 7 days notice for a General Committee Meeting and 28 days notice for an AGM or SGM.
2. All notices will generally be communicated by email.
3. For an AGM or SGM the Secretary will email notices to Members and to further advertise such meetings by placing a notice on the Club Website and in Members newsletters. Members without email access shall be sent such notices 14 days in advance by post. Notification as detailed above is deemed to be formal notification.
3. Financial Members, who for good reason, are unable to attend an AGM or SGM may place an absentee vote for notified resolutions. Such members must notify The Secretary in advance and lodge their completed Absentee Vote Form to the Secretary 7 days prior to the advertised Meeting date.

Section 24. Quorum:

1. The Quorum for a General Committee Meeting will be 7 Officers.
2. The Quorum for an AGM or SGM will be a minimum of 20 Financial Members (over the age of

- 18) registered on the Membership database.
3. No business can take place unless a quorum is reached.
4. The Meeting may be adjourned for up to 21 days if a quorum is not reached within 30 minutes.

Section 25. Decisions:

The decisions resolved at all meetings will be binding upon all Members of the club.

Section 26. Members to vote:

Only Life Members and current financial registered Members over the age of 18 and present can vote.

Section 27. Meeting Procedures:

1. All resolutions must be moved and seconded by registered Members.
2. For general business a resolution can be carried by a show of hands where the Secretary records a count of:
 - (a) Those in favour
 - (b) Those against
 - (c) Those who wish to abstain

The resolution is carried by a majority vote. If the voting does not produce a majority in favour of the resolution then the resolution fails. The Commodore will oversee the process and ensure transparency by engaging independent scrutineers.

3. At AGMs resolutions put will be managed by a secret ballot process and overseen by independent scrutineers. A majority is required for a resolution to be carried.
4. The Commodore has a deliberate and casting vote.
5. At SGMs resolutions put will be managed by a Secret Ballot process and overseen by independent scrutineers. A majority is required for a 'regular resolution' to be carried. A two thirds majority is required for a 'special resolution' to be carried. The Commodore has a deliberate and casting vote.
6. Any member who has any direct or indirect pecuniary interest in a contract or proposed contract must not take part in any decision made by the committee with respect to that contract. A conflict of interest must be declared.
7. Voting by proxy is not permitted.

Section 28. Club Property:

All land, infrastructure, goods, money, intellectual property and all other property of the Club both real and personal shall be hereby declared to be vested in the Coffin Bay Yacht Club in trust for the Members thereof. The Club will take any necessary action to preserve such assets.

Section 29. Remuneration:

The Members of the General Committee will determine the remuneration of staff in compliance with the relevant Award.

Section 30. Club Financial Transactions:

1. The Club Treasurer shall have responsibility for ensuring that all financial transactions are managed and fully compliant.
2. It is intended that all Officers of the General Committee have 'read only' access to the

financial records on the software database.

3. The Treasurer shall have responsibility for loading transactions for payment.
4. Selected Members of the General Committee shall be authorised signatories, with any two to sign and approve payments.
5. Such transactions will include the timely payment of creditors, staff, BAS, superannuation etc.
6. Transactions will occur by electronic funds transfer or other such means as agreed by the Committee
7. All records will be kept.

Section 31. Auditor(s):

The Auditor(s) shall be appointed each year at the AGM and will hold office until replaced by Members at any subsequent AGM. The Auditor will produce a detailed Financial Audit Report and will be supported by the Treasurer in the provision of fiscal data. The Auditor shall be given access to the financial software for the purpose of undertaking the Audit.

The Audit will occur after the close of business each financial year.

The Auditor will provide a detailed Audit to the General Committee for consideration after which the date for the AGM will be determined.

The Auditor(s) will be invited to present their Audit Report at the AGM.

The Auditor(s) will be an honorary Member of the Club for the duration of engagement.

Section 32. Change of Address/Details:

It is the responsibility of Members to notify the Secretary of any changes to individuals details so that the membership database can be updated and maintained.

Section 33. Rescission of a Decision:

No decision or resolution made at an AGM or SGM of The Club shall be rescinded, added to or amended except at the next AGM or where an SGM is called for that purpose. (Such votes must be passed by a two thirds majority)

Section 34. Sailing Rules:

The Sailing Officer will manage sailing operations in accordance with the guidelines specified in the states legislation by the governing body.

Section 35. Changes to the Clubs Constitution:

The Club Constitution (or any changes to it) can only be approved at an AGM or SGM. Any proposed changes must be approved by majority vote and where a Quorum of 20 Registered Members over the age of 18 is achieved. Any proposed changes must be fully compliant with the Legislation. Once approved by Members it must be forwarded by the Public Officer (or delegate) to the Incorporations Act governing body and ACNC for approval.

Section 36. The Common Seal:

The Common Seal of the Club shall be under the control of the General Committee and not be affixed to any document except by a resolution of the Club or General Committee.

The custodian of the Seal will be the Secretary. Any document requiring to be stamped must be authorised and signed by the Secretary and at least one other approved Officer.

Section 37. Club Visitors:

Visitors to the Club will be welcomed pursuant to Regulations, Legislation and Club Rules as appropriate.

In general Visitors will be welcomed and granted the warm hospitality of the club.

Section 38. Burgee:

The Burgee of the Coffin Bay Yacht Club Incorporated will be a white triangle with black facings.

Section 39. Rules:

The rules prescribed within this Constitution are binding so long as they apply to any amendments to Legislation.

The Constitution and associated rules must be reviewed upon any amendments to relevant Legislation.

Section 40. Jetty Rules

The Committee will manage operation of the jetty as a place of Temporary Residence in accordance with relevant clauses outlined in the jetty licence provided by the State as amended from time to time. Specifically this provides for use of jetty berths as Temporary Residence to be limited to no more than 30 days in a 60 day period with an unqualified right to revoke permission granted without the need or cause to disclose any reason.

Section 41. Public Officer and Responsible Person(s):

The Public Officer required by the provisions of the South Australian Associations Incorporation Act 1985 shall be appointed by the General Committee. The Public Officer will retain the position until the Officer resigns, retires, dies or is removed by the General Committee.

The Committee are the Responsible Person(s) accountable for Liquor Licensing and must ensure compliance with the Liquor Licensing Guidelines.

In the absence of a Committee Member as Responsible Person, the Committee may appoint a person qualified to hold the position of Responsible Person and that person must ensure compliance with the Liquor Licensing Guidelines.

Section 42. Winding up of the Association:

The Association may be wound up in accordance with the Act. (Part 5)

Section 43. Dispute Resolution

In the event of a dispute between the Association and a Member, or between Members, the Australian Sailing Complaints Disputes and Discipline Policy shall apply.

In all instances of dispute, the rules of natural justice must be observed.

This Constitution (as amended) has been adopted by Club Members at the Annual General Meeting held 17th September, 2023.

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