

**The Constitution of the
International Fireball Association
of South Australia Incorporated**

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The Constitution of the International Fireball Association of South Australian Incorporated

1. NAME

- 1.1 The name of this body shall be the International Fireball Association of South Australia Incorporated (IFASA) and it shall hereinafter be referred to as the "Association".

2. INSIGNIA AND FLAG

- 2.1 The International Fireball insignia shall be a red disc 510mm ± 13mm in diameter placed back to back on the two sides of the mainsail above the sail numbers.
- 2.2 The International Fireball Flag shall be dark blue with a red disc.

3. OBJECTS

- 3.1 To govern and control the International Fireball 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 yachting.
- 3.4 To promote the International Fireball one design class throughout South Australia in association with other International Fireball class regional, state, and national associations.
- 3.5 To promote races and regattas for International Fireball one design yachts.
- 3.6 To regulate the International Fireball class in South Australia and ensure compliance with the International Fireball 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 shall be affiliated with and subject to the rules of Yachting South Australia.
- 4.2 The Association shall be affiliated with and subject to the rules of the International Fireball Association of Australia Inc. (IFAA). An amount determined by IFAA shall be paid to IFAA per boat registration as payment for affiliation.

5. POWERS OF THE ASSOCIATION

- 5.1 The Association shall have all the powers conferred by section 25 of the Act.

6. MEMBERSHIP

- 6.1** Application for full membership shall be consistent with the following intentions:
- 6.1.1** For each International Fireball class yacht racing, a boat registration and two full memberships shall be maintained.
 - 6.1.2** An International Fireball competing in a club, state, national or international regatta must have entered a yacht which is registered with the Association and two full members both with the intention of completing the regatta. The skipper must at all times be a full member.
- 6.2** Applications for all membership categories shall be accompanied by the annual subscription. Categories will be of the following:
- 6.2.1** Boat registration
 - 6.2.2** Full membership
 - 6.2.3** Associate membership
 - 6.2.4** Non competitor membership
- 6.3** Membership is renewed by payment of the annual subscription. The subscription shall be approved by the membership at the Annual General Meeting and is due on August 31 each year or 60 days after publication of the renewal notice whichever comes later.
- 6.4** Membership paid after January 31 in any year shall count for the remainder of the current season as well as the whole next season.
- 6.5** Membership is terminated if subscriptions or other payments fall into arrears by more than three (3) months or a member makes written request for their membership to be terminated by resignation.
- 6.6** The Committee may reject any application or any renewal. Also the committee may exercise its right to take disciplinary action against a competitor or boat as provided for in ISAF rule 69.2.
- 6.7** 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:
- 6.7.1** Such Honorary Life Membership must be proposed and seconded by financial members.
 - 6.7.2** Such proposal must be notified in writing to all members at least 14 days prior to an Annual General Meeting.
 - 6.7.3** Such proposal will be put forward 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.
 - 6.7.4** A maximum of one life member may be elected each year.
- 6.8** Full members may:
- 6.8.1** Vote at meetings.
 - 6.8.2** Take any position of office.
 - 6.8.3** Enter and sail in races arranged by the Association.
- Associate members may:
- 6.8.4** Attend meetings.
 - 6.8.5** Take office except that Associate members may not take the office of President.

Non competitor members may:

- 6.8.6** Sail in up to six (6) races arranged by the Association in a season but receive no points or trophies. The fee must be paid for each day the members sails in races arranged by the Association. The fee shall contribute to a Full membership for the current season should the member decide to apply, however previous races sailed shall still not count towards points or trophies.

7. GENERAL MEETINGS

- 7.1** The President of the Association shall be the chairperson at all meetings. Should the President not be present then the Secretary shall be the chairperson, unless otherwise appointed by the Secretary and if the Secretary is not present then the members present shall elect a member to be the chairperson for that meeting.
- 7.2** At all meetings the chairperson's decision on points of order shall be final.
- 7.3** The chairperson shall have a casting vote and a deliberative vote.
- 7.4** The quorum for a general meeting shall be ten (10) full members.
- 7.5** 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.
- 7.6** All full members present shall be entitled to vote. Written proxy or postal votes may be cast.
- 7.7** Ordinary resolutions shall be made by simple majority in most cases. Special resolutions shall require 2/3rds or 3/4ths majority. These resolutions are outlined in this constitution.
- 7.8** If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll shall be the resolution of the meeting.

8. ANNUAL GENERAL MEETING

- 8.1** The Annual General Meeting of the members shall be held in the months between April and July inclusive in each year. Members shall be given at least thirty (30) days preliminary notice in writing before such meeting via a minimum of electronic postal system.
- 8.2** 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.
- 8.3** The agenda shall be provided to all full members at least ten (10) days prior to the Annual General Meeting.
- 8.4** The annual report and audited balance sheet or financial statement shall be submitted to members at the Annual General Meeting.
- 8.5** 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:
 - 8.5.1** Notice of intention to propose such repeal, addition or amendment is first given in writing, in the form of a motion and seconded by members 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.

- 8.5.2** Such repeal or addition shall be proposed at Annual General Meetings and be approved by not less than 2/3rds majority of the members of the Association present at such meeting and voting thereon.
- 8.5.3** 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.

9. SPECIAL GENERAL MEETINGS

- 9.1** A Special General Meeting of members shall be called at the request of the President, 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 meeting.

10. COMMITTEE

- 10.1** 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.
- 10.2** 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.
- 10.3** The Committee shall consist of a:
 - 10.3.1** President
 - 10.3.2** Secretary
 - 10.3.3** Treasurer
 - 10.3.4** Measurer
 - 10.3.5** State Heat Liaison Officer
 - 10.3.6** YSA Delegate
 - 10.3.7** Publicity Officer
 - 10.3.8** Auditor
- 10.4** A Public Officer of age 18 years or over must be elected in accordance with section 56 of the Act. This person shall be a Committee member and be elected by the Committee when necessary and continue until the person resigns from the Committee, relocates out of South Australia or wishes to stand down. The Office of Consumer and Business Affairs must be notified of the identity of the Public Officer and any change to the Officer or the Officers contact details must be notified within one (1) month. Should the Public Officer's position become vacant, the position must be filled within one (1) month.
- 10.5** 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.

- 10.6** A complaint about a Committee member must be made in writing to the President. The President must table the letter at the next Committee meeting for discussion and may inform the accused of the situation prior to the meeting to avoid embarrassment. Should the Committee or the complainant wish to disqualify the Committee member from their duties the Committee must call a Special General Meeting for that purpose where a 2/3rds majority must be achieved to disqualify the accused.
- 10.7** The Committee shall meet as often as may be required to conduct the business of the Association. The President, 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.
- 10.8** Except for emergencies, all notices of Committee meetings shall be in writing and posted via a minimum of electronic mail system to members of the Committee at least seven (7) days before the date of such meeting. A regular agreement on a meeting time and place shall be considered adequate notification. 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 of such meetings.
- 10.9 Committee Powers**
- 10.9.1** 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.
- 10.9.2** 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 proven that the appointment was made in fraud or bad faith.
- 10.10** The quorum for Committee meetings shall be three (3) members present in person.
- 10.11** Where prior notice of a motion has been given written proxy or postal votes may be cast.
- 11. ELECTION OF COMMITTEE**
- 11.1** Nomination for each candidate for election as Committee member shall be proposed and seconded by two (2) members at the Annual General Meeting.
- 11.2** No persons shall be eligible for any election unless they are financial members of the Association. The conditions outlined in Section 6 in Membership also apply.
- 11.3** 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.
- 11.4** Each Committee member is elected for a term of one (1) year.

12 DUTIES

12.1 The President shall:

12.1.1 Act as chairperson at all General and Committee meetings.

12.1.2 Represent the Association at any function, meeting or event at which the Association is to be represented. A representative for the President may be appointed by the President.

12.1.3 Present a report at the Annual General Meeting.

12.2 The Secretary shall:

12.2.1 Keep a true record of all minutes of all meetings.

12.2.2 Attend to correspondence, issue notices of meetings, keep records.

12.2.3 Carry out such duties as the Committee may from time to time direct.

12.2.4 Keep a register of International Fireball class yachts in South Australia and a roll of members of the Association.

12.3 The Treasurer shall:

12.3.1 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.

12.3.2 Present at least at every second Committee Meeting a balance of the finances of the Association (every meeting is recommended) and at each Annual General Meeting an audited report of the finances of the Association.

12.3.3 Keep proper books of account of all monies received and disbursed.

12.3.4 Generally perform all duties as directed by the Committee.

12.4 The Measurer shall:

12.4.1 Make themselves available to measure and approve any new equipment in a reasonable time frame and with reasonable notice.

12.4.2 Keep in contact with the National Measurer to remain informed of any rule changes directly affecting the International Fireball class.

12.4.3 Keep a register of International Fireball sails measured in accordance with Fireball Australia standard.

12.4.4 Provide information to Officers of the Day or Principal Race Officers (where necessary) of any matters relating to International Fireball class rules.

12.4.5 Present a report at the Annual General Meeting.

12.5 The State Heat Liaison Officer shall:

12.5.1 Provide liaison between the Association and the clubs at which International Fireballs sail by providing information about club activities and reporting to their respective clubs matters on behalf of the Association.

12.5.2 Arrange and manage an annual state championship including nominations, results and trophies.

12.6 The YSA Delegate shall:

12.6.1 Liaise between YSA and the Association on matters of interest to the International Fireball class.

12.6.2 Vote at YSA meetings on behalf of the International Fireball Association in the best interests of the Fireball class.

- 12.7** The Publicity Officer shall:
- 12.7.1** Act on behalf of members in providing publicity about International Fireball class yachts, International Fireball sailing and the functions of the Association.
- 12.8** The Auditor shall:
- 12.8.1** Audit the books and accounts of the Association maintained by the Treasurer annually prior the Annual General Meeting.
 - 12.8.2** Offer advice and/or recommendations to the Treasurer as required.
 - 12.8.3** Hold no other office in the Association.

13 FINANCE

- 13.1** The financial year shall be from April 1st to March 31st.
- 13.2** The committee shall make a determination annually as to the amount of membership subscription but no fee increase may be made unless ratified by a majority of members at the Annual General Meeting.
- 13.3** 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.
- 13.4** No monies shall be drawn from the Association's account except by cheques signed by two of the bank signatories authorised by the Committee, or by Electronic Funds Transfer authorised by two of the bank signatories authorised by the Committee.
- 13.5** The books and accounts of the Association shall be audited annually by an auditor appointed by the Annual General Meeting.
- 13.6** The books and accounts may be viewed at a Committee meeting by a members request received not less than one week prior to the Committee meeting.

14 AMENDMENTS TO THE CONSTITUTION

- 14.1** The Objects of the Association may only be changed 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 such purpose.
- 14.2** 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.
- 14.3** All alterations, additions to, suspension, revision or amendment to this Constitution, shall become effective from the date the motion passes.
- 14.4** Any changes resolved must not be changed for at least one (1) year except at a Special General Meeting called for that purpose.

15 COMMUNICATION WITH MEMBERS

- 15.1** All members are responsible to notify the Secretary of a change of address including electronic address or any other relevant details.
- 15.2** All notices shall be deemed to have been duly given if posted to the registered address or electronic address.

16 PERPETUAL TROPHIES

- 16.1** 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.

17 RACING RULES

- 17.1** The International Fireball is a strict one design class. Boats which do not conform to the rules of the International Fireball Class Association may be disqualified from competing in Association races.
- 17.2** All races arranged by or conducted on behalf of the Association shall be conducted under the current Racing Rules of Sailing (RRS) and Safety Regulations of Yachting Australia and Yachting S.A. 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 Subcommittee of Yachting S.A.

18 WINDING UP OF THE ASSOCIATION

- 18.1** If at any time the 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 shall be deposited with YSA, to hold secure including any interest earned, to be forwarded to a future International Fireball Association of South Australia or the like. After a period of not less than ten (10) years YSA may absorb the proceeds as an asset of their own.
- 18.2** If a member or members remain a Special General Meeting may be called for the purpose of winding up the Association. Five (5) or half ($\frac{1}{2}$) (whichever is greater) of the members from the past two (2) seasons must be present and in agreement. These members shall decide how remaining assets and funds of the Association shall be distributed. However distribution must only be made to Yachting South Australia, International Fireball Association of Australia, Sailing/Yacht Clubs affiliated with Yachting South Australia or a recognised charity.
- 18.3** At no time may any member be entitled to receive a distribution of the assets or funds of the association upon winding up of the Association.

End.