



# **CHELSEA YACHT CLUB Inc.**

**INCORPORATED  
A 10157  
A.B.N. 78 756 638 846**

## **CONSTITUTION RULES & BY-LAWS**

**ADOPTED  
5<sup>TH</sup> OCTOBER 1985**

**AND AS AMENDED TO 18<sup>th</sup> September 2015**

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## **1. NAME, BURGEE AND COMMON SEAL**

### **1.1 NAME**

"Chelsea Yacht Club Incorporated" (Hereafter referred to as "the Club").

### **1.2 BURGEE**

The Burgee of the Club shall be black with a red St. George's Cross. Except by permission of the Club, members shall only fly the Burgee on yachts on the Club register.

### **1.3 FLAG OFFICER'S PENNANTS**

The Commodore's Flag shall be the Burgee with swallow-tail and a red disc in both upper and lower cantons. The Vice Commodore's Flag shall be as above, but with a red disc in the lower canton only.

### **1.4 COMMON SEAL**

The Club Common Seal consists of:

1.4.1 The words "Common Seal of" enclosed in a circle with an annular surround.

1.4.2 Within the annular surround the words "Chelsea Yacht Club Inc."

1.4.3 The Common Seal shall be in the custody of the club Secretary.

1.4.4 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Club.

## **2. OBJECTS**

The objects of the Club shall be to provide and maintain an organisational structure which:

2.1 promotes, controls and develops class and handicap yacht racing.

2.2 encourages the visits of other Clubs.

2.3 provides, manages and maintains facilities necessary for the promotion of sailing and the benefit of the members.

2.4 provides for the doing of all such acts, matters and things which may be considered necessary, incidental or expedient in the aforesaid objects.

## **3. DEFINITIONS**

In this Constitution and Rules and in the By—Laws and Sailing Instructions made pursuant thereto and unless the context otherwise requires -

- 3.1 the singular shall include the plural,
- 3.2 the masculine shall include the feminine,
- 3.3 the following words shall have the following meanings:

“Amateur” shall have the meaning ascribed to it from time to time in the Yacht Racing Rules of the International Yacht Racing Union. “By-Law” means a By-Law made by the Committee pursuant to Rule 7.5.

“Committee” means the Committee of Management of the Club.

“Constitution and Rules” means the Constitution and Rules of the Chelsea Yacht Club Incorporated.

“Deputy” means a member of the Committee or any other Voting Member appointed by the Secretary from time to time as his Deputy for the purposes of Rule 4.3.

“Entrance Fee” means the sum, if any, payable by a Member pursuant to Rules 7.6 and 7.8 at the time of joining the Club.

“Flag Officers” means the Commodore and Vice Commodore.

“Financial Member” means a Member in respect of whom the Subscription, Levy and Service Fee, if any has been paid, or in respect of which the Grace Period has not yet expired.

“Financial Year” means the period of one year commencing on 1st April.

“Grace Period” means a period of one calendar month or such longer period as has been determined by the Committee and advised to the Member in respect of any payment due to the Club.

“Levy” means the sum if any payable by the Member pursuant to Rules 7.7 and 7.8.

“Meeting” means Annual General Meeting and General Meeting of the Club, convened in accordance with the rules.

“Member” means a person who has been accepted for membership pursuant to Rule 4.5 and whose membership has not expired or been terminated.

“Member’s Age” means his age in complete years at May 1 of the current financial year.

“Membership Class” means the Class of Membership to which a Member has been allocated pursuant to Rule 4.3.

“Nominee” means that member of each Family Membership or Veteran Family Membership appointed from time to time by the family to vote on its behalf at

Meetings. The Nominee must have attained the age of 16 years. Unless the Secretary has been otherwise advised in writing, the member of the family who signed the application for membership on behalf of the family shall be the Nominee.

“Officers” means the President, Vice President, Secretary and Treasurer.

“Provisional Member” means a Member in his first year of membership.

“Sailing Instructions” means the instructions made pursuant to Rule 22.

“Service Fee” means the sum, if any, payable by the Member pursuant to Rules 7.7 and 7.8.

“Subscription” means the sum due and payable without demand by the Member on May 1 each year and determined pursuant to Rules 7.6 and 7.8.

“The Act” means the Associations Incorporation Reform Act 2012.

“The Regulations” means regulations under the Act.

“Visitor” means a person introduced into the Club pursuant to the By—Laws.

“Voting Member” means a Financial Member entitled to vote at a Meeting pursuant to Rule 13.5.1.

“In Writing” means written, typed, printed or delivered by electronic transferral.

3.4 Reference to the Secretary of the Club is a reference:

- (a) where a person holds office under these Rules as Secretary of the Club - to that person
- (b) and in any other case, to the Public Officer of the Club.

3.5 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts interpretation Act 1958 and the Act as in force from time to time.

#### **4. MEMBERSHIP**

4.1 A natural person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Club.

4.2 A person who is not a member of the Club at the time of the incorporation of the Club (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership unless he is nominated as provided in Rule 4.4.

- 4.3 Each Member shall from time to time be allocated by the Committee to one of the following Classes of Membership - which shall comprise
- 4.3.1 FAMILY: A Member and spouse, or a parent or parents, their children aged 5 to 20 years inclusive and their dependant children aged 21 to 25 inclusive who are full time students.
  - 4.3.2 SENIOR: Members aged 26 years and over.
  - 4.3.3 INTERMEDIATE: Members aged 18 to 25 years inclusive.
  - 4.3.4 JUNIOR: Members aged 5 to 17 years inclusive.
  - 4.3.5 LIFE: A Member elected as a Life Member pursuant to the provisions of Rule 4.8, the spouse of a member or a deceased member so elected and their children aged 5 to 20 years inclusive and their dependant children aged 21 to 25 inclusive who are full time students.
  - 4.3.6 HONORARY: Persons appointed by the Secretary or his Deputy for a particular day, occasion or period not exceeding one calendar month.
  - 4.3.7 ABSENTEE: Members transferred to the Absentee Class pursuant to the provisions of Rule 4.9.
  - 4.3.8 SENIOR VETERAN AND FAMILY VETERAN: Members who have made application to be transferred to the class and in case of Family Members the spouse of the Nominee and their children aged 5 to 20 years inclusive and their dependant children aged 21 to 25 inclusive who are full time students, who in the opinion of the Committee qualify for allocation to the class pursuant to the provisions of the First Schedule to these rules.
  - 4.3.9 GENERAL SOCIAL: Members who have made application to be admitted to the class and who in the opinion of the Committee qualify for allocation to the class pursuant to the provisions of the Second Schedule to these rules.
  - 4.3.10 COMMITTEE SOCIAL: Members who have made application to be admitted to the class and who have been elected by members to the Committee pursuant to the provisions of the Second Schedule to these rules.
  - 4.3.11 EXTRAORDINARY: A member past or present whom the Club desires to honour for outstanding achievement.
  - 4.3.12 VOLUNTEER: Members who agree to assist in the day to day running functions of the club on a minimum number of occasions, as determined by the Committee, each year pursuant to the provisions of the Second Schedule to these rules.

- 4.4 An application for Membership shall be in writing and in the form determined by the Committee. On receipt of the application the Secretary shall -
- (a) appoint the applicant an Honorary Member,
  - (b) arrange for the application to be displayed on the Club notice board,
  - (c) if he has received the Subscription and Entrance Fee applicable to the nominated Class of Membership, refer the application to the Committee for consideration after the application has been displayed on the Club notice board for at least 14 days.
- 4.5 In respect of each application for membership the Committee may accept, decline, or where they consider additional information is necessary, defer consideration of that application until such additional information is provided to them. If an application is declined the Entrance Fee and Subscription paid by the applicant shall be returned.
- 4.6 An applicant accepted for membership shall be advised the date on which membership became effective and shall thereafter be bound by this Constitution and Rules and by the By-Laws and Sailing Instructions of the Club and shall further be entitled to receive a copy of this Constitution and Rules, the By-Laws and the Sailing Instructions. The Secretary shall upon acceptance, enter the applicant's name in the Register of Members kept by him.
- 4.7 Membership shall be Provisional until the first annual anniversary of the date on which membership became effective as determined by the Committee.
- 4.8 LIFE MEMBERSHIP Members who have rendered outstandingly valuable service to the Club may, upon the unanimous recommendation of the Committee, confirmed by the unanimous vote of the Voting Members at a General Meeting, be elected to the class of Life Member.
- 4.9 ABSENTEE MEMBERSHIP The Committee may upon written application transfer a Financial Member to the class of Absentee if it appears likely that the normal place of residence of the Member will for a temporary period of more than one year be situated at a distance from the Club such that attendance at the Club is in the opinion of the Committee not practical.
- An Absentee Member shall not be allowed to exercise any of the privileges of membership until his name is removed from the class of Absentee by the Committee unless appointed an Honorary Member.
- 4.10 ARREARS OF SUBSCRIPTION A Member who has not paid the Subscription, Levy and Service Fee applicable to his Class of Membership before the expiration of the Grace Period applicable to each payment shall not be permitted to attend Meetings and shall forfeit the rights and privileges of membership of the Club until such time as the said Subscription, Levy and Service Fee is paid.

If the Subscription and/or Levy and/or Service Fee remains unpaid for a further period of one month a notice of default shall be sent to the Member by the Secretary. If the subscription and/or Levy and/or Service Fee remains unpaid for a further two weeks from the date of sending such notice of default his/her name may be suspended by the Committee from the list of Members, but may be replaced thereon by the Committee on payment of all arrears.

- 4.11 RESIGNATION OF MEMBERSHIP Any Member wishing to resign from the Club shall give notice in writing to the Secretary to the effect and shall pay all arrears due to the date of his notice.

## **5. GENERAL RIGHTS OF MEMBERS**

A member of the Association who is entitled to vote has the right:

- 5.1 To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- 5.2 To submit items of business for consideration at a general meeting; and
- 5.3 To attend and be heard at general meetings; and
- 5.4 To vote at a general meeting; and
- 5.5 To have access to the minutes of general meetings and other documents of the Association as provided for in these rules; and
- 5.6 To inspect the register of members.

## **6. SUSPENSION, TERMINATION, EXPULSION, DISPUTES AND MEDIATION**

- 6.1 Any two Members of the Committee may at any time terminate the membership of an Honorary Member.
- 6.2 The Committee shall have the power
  - 6.2.1 to suspend for a period of not more than 3 months any Member who, in the opinion of the Committee, is guilty of (i) wilfully infringing the Rules, By-Laws or Sailing Instructions of the Club, or
    - (ii) unbecoming, dishonourable or improper conduct in or about the Club premises, or
    - (iii) any general misconduct, or
    - (iv) acting in a manner prejudicial to the interests of the Club.
  - 6.2.2 to expel a Provisional Member.
  - 6.2.3 to recommend to a Meeting the expulsion of a Member, who in the opinion of at least two—thirds of the members of the Committee, has been guilty of
    - (i) unbecoming, dishonourable or improper conduct in or about the Club premises, or



- (ii) any general misconduct, or
- (iii) acting in a manner prejudicial to the interests of the Club.

6.2.4 to recommend to a Meeting the removal of a Member from the class of Life Member.

6.3 Provided that any Member suspended pursuant to Rule 6.2.1 or expelled Pursuant to Rule 5.2.2 may, by notice in writing to the Secretary given within 14 days appeal the resolution to a meeting.

6.4 At a Meeting convened under Rule 6.2.3, Rule 6.2.4 or Rule 6.3-

6.4.1 no business other than the question of the resolution may be conducted; and

6.4.2 the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and

6.4.3 the member, or his or her representative, must be given an opportunity to be heard; and

6.4.5 the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

6.4.5 a resolution is confirmed if, at the meeting not less than two-thirds of the members present vote in favour of the resolution. In any other case, the resolution is revoked.

6.5 DISPUTES AND MEDIATION

6.5.1 The grievance procedure set out in this rule applies to disputes under these rules between-

- (i) a member and another member; or
- (ii) a member and the Club

6.5.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

6.5.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

6.5.4 The mediator must be-

- (i) a person chosen by agreement between the parties; or
- (ii) in the absence of agreement-
  - (a) in the case of a dispute between a member and another member, a person appointed by the committee of the Club; or
  - (b) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

- 6.5.5 A Member of the Club can be a mediator.
- 6.5.6 The mediator cannot be a member who is party to the dispute.
- 6.5.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 6.5.8 The mediator, in conducting the mediation, must-
  - (i) give the parties to the mediation process every opportunity to be heard; and
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 6.5.9 The mediator must not determine the dispute.
- 6.5.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **7. COMMITTEE OF MANAGEMENT**

- 7.1 The affairs of the Club shall be managed by a Committee of Management and subject to the Act, the Committee shall consist of the Officers, Flag Officers of the Club and immediate Past President during the year following his term and 6 other Members or which at least 4 Members shall be Voting Members and 2 Members may be Committee Social Members.
- 7.2 The Committee may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members of the Club; and subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.
- 7.3 The Committee, subject to Rules 9.1 and 10.1, shall define and determine the duties of the Officers, Flag Officers and other members of the Committee.
- 7.4 The Committee may from time to time appoint from among the Members such sub-committees as it may deem necessary for the functioning of the Club. The terms of reference, powers and duties of each sub-committee shall be determined by the Committee who shall appoint the Chairman of each sub-committee.
- 7.5 The committee shall make such By-Laws from time to time as it considers necessary for the control of the club premises, property and services, and of all the Members, Honorary Members and visitors using those premises, property and services.

- 7.6 Before the end of each Financial Year the Committee may recommend to a General Meeting the Subscription and Entrance Fee which is to apply to each Class of Membership in the next following Financial Year. If no recommendation is made the Subscription and Entrance Fee for the next following Financial Year shall be those applicable for the current Financial Year.
- 7.7 The Committee may during the Financial Year in which it deems it necessary
- 7.7.1 recoup from each Member the levies payable by the Club to the State and/or Federal Body in respect of the Member,
- 7.7.2 impose a Levy upon any Class of Member or sub-class of Member provided that the Levy imposed on any Member shall not exceed the Subscription applicable to that Member,
- 7.7.3 require Senior Members and Family Members who are not Provisional Members to pay a Service Fee determined by the Committee. Vouchers issued in consequence may be exchanged at face value during that Financial Year for refreshments, entertainment and such other services determined by the Committee and provided by the Club in or around the premises of the Club.
- 7.8 The Committee may in special or exceptional circumstances reduce, waive or defer any one or more of the Entrance Fee, Subscription, Levy or Service Fee otherwise applicable to a Member to such extent as in the opinion of the Committee is warranted in compassion, equity, or in the interest of the Club.
- 7.9 The Committee shall meet at such times as the members thereof deem necessary. Any Member of the Committee, who shall absent himself from two consecutive meetings, may forfeit his office unless a satisfactory explanation be given to the Committee. Such explanation to be in writing and approved or otherwise at the next Committee Meeting.
- 7.10 Notice of not less than seven clear days shall be given prior to the holding of meetings of the Committee unless all the members of the Committee agree to waive that notice, and at all meetings of the Committee, 6 members shall form a quorum.
- 7.11 Any decision or ruling of the Committee shall be reversed if the Voting Members present at a Meeting vote in favour of such reversal by a 3/5ths majority.
- 7.12 HONORARIUMS The Committee may recommend to a Meeting that an Honorarium be paid to a Member or Members in return for services rendered to the Club. Such recommendation shall state the amount of Honorarium to be paid. Any Honorarium so paid shall be for the period ending at the next Annual General Meeting of the Club.
- 7.13 PLEDGING CREDIT. Neither the Committee, nor any Officer or Flag Officer, nor any other Member, shall be empowered to incur any overdraft, or to pledge the credit of the Club or other Members, or to incur any debt or liability whatsoever

on behalf of or on account of the Club or the Members, excepting for the ordinary necessary expenses of maintenance and management. Any extraordinary expenditure shall be placed before the Members at a Meeting.

## **8. ELECTION OF COMMITTEE**

- 8.1 The Officers, Flag Officers, other members of the Committee shall be elected annually at the Annual General Meeting.
- 8.2 Nominations shall be in writing and shall
  - 8.2.1 be signed by the proposer and the nominee both of whom shall be Voting Members.
  - 8.2.2 indicate the position or positions on the Committee for which the nominee seeks election.
  - 8.2.3 be delivered to the Secretary at least 14 days prior to the Annual General Meeting.
- 8.3 Nominations shall be posted on the Club notice board at least 7 days prior to the Annual General Meeting.
- 8.4 Members of the retiring Committee shall be eligible for re-election and shall be deemed to have nominated for election to their current position unless that member shall have notified the Secretary in writing at least 30 days prior to the Annual General Meeting that he does not desire re-election.
- 8.5 From the candidates so nominated the Officers, Flag Officers and other members of the Committee shall be elected by secret ballot. If there is only one nominee for any one of the positions of Officer or Flag Officer that nominee shall be declared elected. If there are less than 7 nominees for the positions on the Committee not filled by Officers and Flag Officers those nominees shall be declared elected.
- 8.6 If any position will remain vacant after completion of the elections the Chairman of the Meeting shall call for nominations for that position and shall accept the nomination of any Voting Member
  - 8.6.1 who is present at the meeting and signifies his acceptance of the nomination, or
  - 8.6.2 who is not present at the meeting and who has advised the Secretary in writing of his willingness to accept nomination.
  - 8.6.3 Such nominations shall be deemed to be nominations complying with the provisions of Rules 8.2 and 8.3.
- 8.7 Any position remaining vacant after the completion of the elections or any positions thereafter becoming vacant may be filled by the Committee.

8.8 Upon completion of the elections the Committee shall retire and their successors shall take office.

8.9 VACANCY OF COMMITTEE MEMBERSHIP For the purposes of these rules, the office of an officer of the Club or of an ordinary member of the Committee becomes vacant if the officer or member:

8.9.1 ceases to be a member of the Club;

8.9.2 becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or resigns his office by notice in writing given to the Secretary.

8.10 REMOVAL OF COMMITTEE MEMBERS

8.10.1 The Club in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.

8.10.2 Where the member to whom a proposed resolution referred to in Rule 8.10.1 makes representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and requests that they be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club, or, if they are not so sent, the member may require that they be read out at the meeting.

## **9. SECRETARY'S DUTIES AND POWERS**

The Secretary shall -

9.1 ensure the keeping of correct minutes of the proceedings of all Meetings of the Association and all meetings of the Committee in books provided for the purpose.

9.2 have charge of all books, documents, papers and records connected with the affairs of the Club, except books and papers of accounts, and ensure that they are kept or conducted in a proper and efficient manner.

9.3 arrange for the presentation of all necessary books and papers at all Meetings and Committee Meetings and shall not absent himself from attendance thereat without acceptable excuse.

9.4 arrange for the correspondence of the Club to be conducted in a proper and efficient manner.

9.5 act generally on behalf of the Club subject to the guidelines set out by the Committee.

- 9.6 keep, and provide to any Member on request, a copy of the Constitution and Rules, By-Laws and Sailing Instructions as they may be amended from time to time.
- 9.7 receive any money due to the Club and issue receipts, but shall hand all money to the Treasurer at the earliest opportunity.
- 9.8 have access to all books and papers of accounts at all times.
- 9.9 keep a register of all Members of the Club in which shall be entered the full name, address and date of entry of the name of each member.

## **10. TREASURER'S DUTIES**

The Treasurer shall -

- 10.1 have custody of all funds of the Club and books and papers of accounts.
- 10.2 collect and receive all money due to the Club.
- 10.3 pay all money, within a reasonable time after receipt, to the credit of the Club at one of the banks at which the Club transacts its business.
- 10.4 pay by order of the Committee all debts due by the Club.
- 10.5 keep correct accounts of all receipts and payments.
- 10.6 furnish to the Committee, when requested, his vouchers and accounts properly made up.
- 10.7 submit a list of Members in arrears to the Committee of the Club.
- 10.8 produce at the Annual General Meeting, and before the election of the Committee, an audited balance sheet of the receipts and disbursements of the Club during the past year.

## **11. CLUB BANK**

- 11.1 The Bank or Banks at which the Club may keep its accounts shall from time to time be selected by the Committee. All moneys of the Club shall be paid into one of such Banks. No payments shall be made except by electronic transfer or by cheques drawn on one of the Club's accounts.
- 11.2 Electronic transfers, cheques or withdrawal forms on the Club's bank are to be signed/authorised by two of the following five officers: President, Vice President, Secretary, Treasurer and Commodore.

11.3 Subject to approval of the Committee, club provided credit cards may be issued to any the officers listed in 11.2 or to any other committee or general members who are required to purchase items for the Club's use.

11.3.1 The Committee will approve an appropriate credit limit for each club provided credit card.

11.3.2 Invoices for all expenditure items made using club provided credit cards are to be provided at the next available Committee meeting with expenditure items to be confirmed by the Committee.

## **12. COMMON SEAL**

The Common Seal of the Club shall be kept in the custody of the Secretary.

## **13. MEETINGS OF MEMBERS**

13.1 The Annual General Meeting of the Club shall be held within three calendar months from the close of the Club's Financial Year each year. Not less than twenty-one days' notice in writing shall or by electronic means shall be given to each Member of the time and place of the Annual General Meeting which shall be determined by the Committee.

The business to be transacted thereat shall be:

13.1.1 Confirmation of Minutes of previous Annual General Meeting.

13.1.2 To receive the report of the President.

13.1.3 To receive the report of the Commodore.

13.1.4 To receive the report of the Honorary Treasurer.

13.1.5 Election of the Members of the Committee.

13.1.6 Election of an Auditor.

13.1.7 General Business.

13.2 The Committee may from time to time call a General Meeting of Members at such time and at such place as the Committee shall determine provided that at least 7 days written notice of any such General Meeting shall be given and provided further that any such notice shall state the business to be conducted at that General Meeting.

13.3 The Secretary shall upon the written requisition of at least 14 Voting Members direct the Committee at its next meeting to call a General Meeting of Members

pursuant to Rule 13.2 and notice of such General Meeting shall be given within one calendar month of the said direction.

#### 13.4 PROCEEDINGS AT GENERAL MEETINGS

13.4.1 All business that is transacted at a general meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

13.4.2 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

13.4.3 Twenty members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

13.4.4 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

13.4.5 The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

13.4.6 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

13.4.7 Except as provided in sub-clauses 13.4.1 and 13.4.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

13.4.8 A question arising at a general meeting of the Club shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.



## 13.5 VOTING AT MEETINGS

13.5.1 Provisional Members, General Social Members, Family Members and Veteran Family Members who have not been appointed the Nominee for the Family Membership, the spouse and children of a Life Member, Extraordinary Member, Junior Members, Honorary Members and Absentee Members may attend and speak at a Meeting but shall not be entitled to vote. Other Financial Members personally present at the Meeting shall each be entitled to one vote

13.5.2 In the case of an equality of voting on a question, the Chairman of the Meeting is entitled to exercise a second or casting vote.

13.5.3 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

13.5.4 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

13.5.5 Proxy votes will not be accepted.

## 13.6 CHAIRMAN OF MEETINGS

At all Meetings and meetings of the Committee the chair shall be taken by the President or in his absence the Vice President or in his absence the Commodore or in his absence the Vice Commodore. In their absence the meeting shall elect a Chairman.

## 14. CONDUCT OF MEETINGS

14.1 Discussion shall not take place except on a motion or amendment, moved and seconded, and put in writing if so demanded by the Chairman.

14.2 Only one amendment shall be entertained at one time. If the amendment be carried, it shall become the substantive motion, the original motion lapsing, and there will be no necessity to put the original motion to the meeting. It will be competent, whether the amendment is carried or not, to receive other amendments, one at a time, to be decided in like manner until the subject is finally disposed of.

14.3 Members shall not propose more than one amendment upon a motion, and Members shall not speak more than once upon either motion or amendment, except the mover of the motion, who shall be entitled to reply; and thereupon all discussion shall cease and the question shall be put. Any Member seconding a motion or amendment without remarks shall not be held to have spoken thereon. In the case of amendments being lost, the Chairman shall put the motion to the vote.

- 14.4 Any Member, with the consent of the Chairman, may offer an explanation of any particular expression used by him, but must confine himself strictly thereto.
- 14.5 Any subject that is settled by vote cannot be again entertained at the same meeting.
- 14.6 An amendment, 'that the Motion be now put', shall take precedence over all matters before the meeting, and no discussion shall be allowed thereon.
- 14.7 Members shall stand to speak and shall address the meeting through the Chairman.
- 14.8 In all cases where a point of order is raised, the Member raising the same shall state the point of order clearly and distinctly; and if a Member be speaking, such Member shall take his seat until the point of order is decided. The Chairman shall decide the matter promptly, and not allow a discussion.
- 14.9 That where a motion is to disagree with the Chairman's ruling, the Chairman shall forthwith leave the chair, and his successor shall be appointed by the Meeting. The discussion may then proceed and the question settled forthwith.
- 14.10 Any one or more of these Rules for procedure may be suspended in case of emergency, provided that a majority of the Members present shall deem such suspension necessary.

## **15. ALTERATION OF RULES**

- 15.1 These rules and the statement of purposes of the Club shall not be altered except in accordance with the Act.
- 15.2 These rules shall not be altered by repeal, addition or otherwise, except by a Three-Fourths majority of Voting Members present at a Meeting. Any Member wishing to propose an alteration to the Rules shall give to the Secretary one calendar month's notice in writing of his intention or propose the same at a General Meeting stating the nature of the proposed alteration. A copy of the proposed alteration shall be given to each Member at least 7 days before such General Meeting.

## **16. NOTICES**

A Notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to the Member at his address shown in the Register of Members.

Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

## **17. EXPENDITURE OR INVESTMENT OF FUNDS**

The funds of the Club shall, after payment of expenses, be expended or invested in the interests of the Club as the Committee shall think fit, except that any expenditure or investment in excess of \$15,000 (fifteen thousand dollars) shall first be approved by a Meeting.

## **18. DISPOSAL OF ASSETS**

18.1 The income and property of the Club shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to any such members in respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration to any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Club or reasonable and proper rent for premises demised or let to the Club or the provision of services to a member to which he would be entitled in accordance with the purpose if he were not a member.

18.2 If the Club shall be wound up in accordance with the provisions of the Associations Incorporation Reform Act 2012, and there remains, after satisfaction of all its debts and liabilities, any property, whatsoever, the same shall be given or transferred to some other institution or institutions have purposes similar to the purpose of the Club, and which prohibits the distribution of its other income and property amongst its or their members to an extent at least as great as is imposed on the Club under or by virtue of this rule such institution or institutions to be determined in accordance with a special resolution of the members of the Club or in the absence of a special resolution of the members by the Registrar.

## **19. ADOPTION OF CLASSES**

19.1 Should the number of any one recognised class of yacht entered upon the Yacht Registrar rise to 5 boats, the Boat owners may, if they so desire, apply in writing to the Committee to have such class formally adopted by the Club.

19.2 If adopted, the Club shall be obliged to sponsor regular competitive racing for the class, but the Committee shall reserve the right not to provide racing for such class should the number of starters for any race fall below 3.

19.3 When the number of yachts in any adopted class on the Yacht Register falls below 5 boats, then any Voting Member desirous of discontinuing this class may apply in writing to the Committee for the adoption of this class to be discontinued

19.4 The Committee may provide a start for recognised mixed classes of yachts registered on the Club Register.

## **20. YACHT REGISTER**

20.1 A "Yacht Register" shall be kept by the Commodore or by such other person nominated by the Commodore and approved by the Committee.

20.2 The Committee shall have the power to refuse to enter upon the Yacht Register any yacht which in its opinion should not be so registered and may remove any yacht from the register for any reason it may consider sufficient PROVIDED THAT any such refusal or removal may be the subject of appeal to a Meeting.

## **21. BOAT STORAGE**

The Club has the right to charge a fee for boat sites of an amount fixed by the Committee.

## **22. SAILING INSTRUCTIONS**

All sailing activities at the Club shall be governed by the Sailing Instructions and class regulations except in so far as they may be varied by the Committee.

## **23. JUNIOR CAPTAIN**

A Junior Captain, who shall be at least 14 years of age, shall be appointed by the Committee at or about the time of the commencement of the sailing season.

## **24. PERSONAL BUOYANCY**

All Members and Visitors whilst sailing, off the beach vessels, shall wear a life jacket or personal buoyancy vest, as defined by the Standards Association of Australia. Infringement of this Rule, proved to the satisfaction of the Committee, will result in the suspension of the person concerned as well as the skipper of the vessel.

## **25. DISCLAIMER OF LIABILITY**

All those taking part in the Club races do so at their own risk and responsibility. The Club or its Members are not responsible for the seaworthiness of a yacht or the sufficiency or adequacy of its equipment. The Club, its Members or those persons crewing the Club rescue craft or craft assisting the Club with rescue duties will not be responsible for damage to yachts caused in any circumstance or manner whatsoever including competing in any event conducted by the Club.

## **26. PATRONS**

The Club may appoint up to three patrons who shall have full rights and privileges as Life Members with the exception of voting rights. The appointment of such patrons shall be by unanimous vote at a General Meeting and shall remain in force during the pleasure of the Club.

## **27. AUDITOR**

An Auditor, who shall not be a member of the Committee of Management, will be elected at the Annual General Meeting and the Appointee shall audit the books of account of the Club together with the relevant Profit and Loss accounts and Balance Sheet.

## **28. CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

28.1 Except as otherwise provided in these rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.

28.2 All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any Member upon request.

28.3 A Member may make a copy of any accounts, books, securities and any other relevant documents of the Club.

## **29. MEMBER'S ACCESS TO MINUTES**

29.1 Members of the Club may on request inspect and make copies of the minutes of any meetings of the Club free of charge.

29.2 Members of the Club may request to access the minutes of Committee meetings. Upon receiving such a request, the Committee may, at its absolute discretion, decide to permit or refuse the request.

## **30. SOURCES OF FUNDS**

30.1 The funds of the Club may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest, other sources listed in these rules and any other sources approved by the Committee.

## FIRST SCHEDULE

1. In order to qualify for allocation to the Veteran and Veteran Family Membership Class the Member of the Nominee must at the beginning of the relevant Financial Year
  - (a) have attained the age of 50 years, and
  - (b) at some time have completed at least 10 years' continuous membership as a Senior or Family Class Member, and
2. For the purpose of paragraph (b) a period of membership of either the Family or Senior Class separated by a period as a Member of the Absentee Class shall be deemed continuous membership of the Family or Senior Class but the period or periods of Absentee Membership shall not be included as membership.
3. The annual subscription applicable to a Veteran Member or a Veteran Family membership shall be the percentage shown in the following table of the Senior or Family annual subscription respectively.

TABLE

LONGEST PERIOD OF CONTINUOUS MEMBERSHIP	PERCENTAGE OF SUBSCRIPTION
10 years to 14 years	70%
15 years to 19 years	60%
20 years to 24 years	50%
25 years and over	40%

4. A Veteran Family membership shall comprise the Nominee and the spouse of the Nominee and their children aged 5 to 20 years inclusive and their dependant children aged 21 to 25 inclusive who are full time students.

## **SECOND SCHEDULE**

1. In order to qualify for allocation to Social membership or Volunteer membership, the member must be a non-sailing member and not regularly engage in sailing from the Club.
2. The annual subscription applicable to a Social Member or Volunteer Member shall be as set by the Committee.