

**ASSOCIATIONS INCORPORATION
REFORM ACT 2012 (Vic)**

**RULES
OF
SORRENTO SAILING COUTA BOAT CLUB INC.**

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ASSOCIATIONS INCORPORATION REFORM ACT 2012 (Vic)

RULES

OF

SORRENTO SAILING COUTA BOAT CLUB INC. (A0010032B)

1 NAME

The name of the incorporated association is Sorrento Sailing Couta Boat Club Inc. (registration number A0010032B) ("Club").

2 PURPOSES

The purposes of the Club are:

- (a) to organise and encourage competitive and recreational sailing (including the racing and sailing of traditional Queenscliff type Couta Boats) through regattas and the giving of prizes and by any other means which may from time to time be determined by the Club;
- (b) to support, to the extent reasonable and practicable, by financial or other means, the development of the Couta Boat Association Incorporated (registration number A0000225) ("**Couta Boat Association**");
- (c) to promote and encourage an interest in sailing and good seamanship, especially amongst junior sailors;
- (d) to foster a friendly and hospitable culture among members, through sailing and social activities, to support the achievement of the Club's purposes;
- (e) to participate in community activities centred around the Club's purposes;
- (f) to purchase, lease or otherwise acquire land with all accessories necessary for the purposes of the Club;
- (g) to construct, establish, provide, furnish and maintain such buildings, sporting, entertainment or recreational facilities as the Club may determine from time to time; and
- (h) to generally do or take part in any matters appropriate, conducive, ancillary or incidental to the attainment of the Club's purposes or any of them.

In the event of doubt, uncertainty or dispute concerning this statement of purposes or any matter relevant to them, the purposes of the Club will be given a wide and liberal interpretation.

3 LOCATION

The location of the headquarters of the Club will be the foreshore Sorrento or such other place as the Club may determine and its mailing address will be as determined by the Committee from time to time.

4 INTERPRETATION

4.1 Definitions

In these Rules, unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Reform Act 2012* (Vic) and includes any regulations made under that Act;

“**Annual General Meeting**” means the annual general meeting of Members convened under **Rule 13**;

“**Club Year**” means the year commencing on 1 April or such other date as the Committee may determine;

“**Committee**” means the committee of management of the Club (by whatever name called);

“**Commodore**” means the commodore of the Club for the time being appointed under these Rules;

“**Financial Year**” means the year ending on 31 March or such other date as the Committee may determine;

“**General Meeting**” means a general meeting of Members convened under these Rules and includes an Annual General Meeting and a Special General Meeting;

“**Member**” when used without qualification, means a person admitted to any of the categories of membership of the Club and “**Membership**” means membership of the Club;

“**Officer**” refers to the following:

- (a) the Commodore;
- (b) the Vice-Commodore;
- (c) the Rear-Commodore;
- (d) the Treasurer; and
- (e) the Secretary.

“**Ordinary Member**” means a person admitted to Membership as an Ordinary Member, a Life Member or an Honorary Life Member;

“**Ordinary Member of the Committee**” means a member of the Committee who is not an Officer;

“**Rear-Commodore**” means the rear-commodore of the Club for the time being appointed under these Rules;

“**Registrar**” means the Registrar of Incorporated Associations and includes any Deputy or Assistant Registrar of Incorporated Associations;

“**Relevant Document**” includes records and other documents, however compiled, record or stored, about the incorporation and management of the Club and the following:

(a) its financial documents;

(b) its financial records; and

(c) records and documents about transactions, dealings, business or property of the Club;

"**Secretary**" means the secretary of the Club for the time being appointed under these Rules;

"**Special General Meeting**" means a Special General Meeting of Members convened under **Rule 15**;

"**Special Resolution**" means a resolution where not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution;

"**Treasurer**" means the treasurer of the Club for the time being appointed under these Rules;

"**Vice-Commodore**" means the vice-commodore of the Club for the time being appointed under these Rules; and

"**Writing**" includes any mode of representing or reproducing words in tangible and permanently visible form, and includes facsimile and electronic transmission.

4.2 Construction

Words or expressions contained in these Rules must be interpreted under the Interpretation of Legislation Act 1984 (Vic) and the Act as in force from time to time.

5 MEMBERS

Persons who, as at the date of adoption of these Rules, meet the requirements for Membership as set out in these Rules are Members of the Club.

6 APPLICATION FOR MEMBERSHIP

6.1 Eligibility

A natural person who is nominated and approved for Membership as provided in these Rules and who supports the purposes of the Club is eligible to be a Member on payment of the entrance fee and annual subscription payable under these Rules.

6.2 New Members

A person who is not a Member immediately after the adoption of these Rules will not be admitted to Membership unless:

(a) nominated as provided in **Rule 6.3** and the admission as a Member is approved by the Committee; or

(b) the person satisfies the requirements for Honorary Membership specified in **Rule 6.7(f)(i),(ii),(iii)** or (iv) or the person is elected as an Honorary Member by the Committee under **Rule 6.7(f)(v)**.

6.3 Nomination

A nomination of a person for Membership:

(a) must be in writing in the form approved or accepted by the Committee from time to time;

(b) must be signed by the nominee and by the proposer and seconder, both of whom must be Members entitled to vote under **Rule 23** and have been Members for 24 months prior to the date of the nomination, or other longer period of time as determined by the Committee; and

(c) must be lodged with the Secretary.

6.4 Referral of Nomination to Committee

(a) The Secretary must display upon the Club notice board, as soon as practicable after receipt of the nomination, a notice about the nomination which includes the nominee's name, suburb of residence and the name of his or her proposer and seconder, for not less than 14 days prior to the Committee meeting at which the nomination is to be considered.

(b) While the notice is displayed on the notice board, any Member may object to the Committee in writing to the nomination.

(c) The Committee must consider the nomination, taking into account the relevant and appropriate class of Membership and any objection made under **Rule 6.4(b)**, and decide whether or not to approve the nomination.

6.5 Approval of Nomination

(a) Upon a nomination being approved by the Committee, the Secretary must, with as little delay as possible, notify the nominee in writing of the approval for Membership and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.

(b) The nominee will forfeit his or her nomination if he or she does not pay the entrance fee and the first year's annual subscription as required by this **Rule 6.5**.

(c) If the Committee rejects a nomination, the Committee must, as soon as practicable, notify the nominee in writing that the nomination has been rejected.

6.6 Entry in Register

If the nominee is approved, the Secretary must, upon payment of the amounts referred to in **Rule 6.5** within the period referred to in that Rule, enter the nominee's name in the register of Members and, upon the name being so entered, the nominee becomes a Member.

6.7 Membership Categories

The Club has the following categories of Membership:

(a) Ordinary Members

An Ordinary Member is a single, duly elected and financial Member of or over the age of 18 years.

(b) Life Members

Any Ordinary Member who, having paid to the Club, either by one or several payments within the period of one Financial Year, a sum of money decided by the Committee at its absolute discretion (and any applicable goods and services tax) may, subject to the approval of the Committee, be elected a Life Member of the Club. Any Life Member is not required to pay to the Club any further annual subscriptions but must pay any levies and may enjoy all rights and privileges and is bound by all the Rules and regulations of the Club from time to time in force.

(c) Honorary Life Members

The Committee may in consideration of special services rendered to the Club or the community of the State of Victoria by a Member nominate the Member as an Honorary Life Member of the Club. If the nomination is approved by a majority of not less than two-thirds of the Members at a General Meeting entitled to vote at the meeting, the nominated Member will be elected an Honorary Life Member. An Honorary Life Member enjoys all the rights and privileges and is bound by all the Rules and regulations of the Club from time to time in force.

(d) Couple Members

A Couple Member is a duly elected and financial Member and his or her partner, who is also a duly elected and financial Member, both of whom are of or over the age of 18 years, have the status of Ordinary Members and reside at the same address.

(e) Family Group Members

A Family Group Member is a duly elected and financial Member being one of a couple or guardians, both of whom are Ordinary Members, plus two or more children between the age of six years and 18 years who reside at the same address. These children have the status of Junior Members.

(f) Honorary Members

Persons possessing the following qualifications are, or are eligible for election as, an Honorary Member, under this Rule and in that capacity eligible for entry to the licensed premises of the Club:

- (i) Members of any sailing club which is competing against the Club on a particular day;

- (ii) Members of a YA, YV or ISAF affiliated class association attending the Club for the purposes of a regatta and/or seminar;
- (iii) Officials of the regional, state or national body with which the Club is affiliated;
- (iv) Persons attending the Club for a particular function or occasion approved by the Committee provided the function or occasion does not exceed 24 hours in duration.

Any two Members of the Committee or their nominees constitute an election Committee for the purposes of this **Rule 6.7(f)**.

The number of Honorary Members may be determined by the Committee from time to time. Honorary Members will be entitled to the rights or entitlements determined by the Committee from time to time. An Honorary Member will be eligible to attend but not to vote at any meeting of the Club.

A person will not be an Honorary Member of the Club, or be relieved of the requirement to pay regular subscription, unless they possess the qualifications defined in these Rules and subject to the conditions and regulations prescribed in these Rules.

(g) Interstate/overseas Members

An Interstate/overseas Member is a Member who departs his or her usual place of residence and resides outside Victoria for a year or more. Upon notification of his or her relocation interstate or overseas, the Secretary will grant leave of absence to the Member at a reduced subscription, and if applicable, fee rate. An Interstate/overseas Member will continue to be a Member until his or her return.

(h) Country Members

A Country Member is a Member residing outside a 200 kilometre radius from the headquarters of the Club. A Country Member is entitled to full participation in the sailing activities of the Club and full use of the Club facilities.

(i) Student Members

A Student Member is a full-time dependent student under the age of 25 years.

(j) Junior Members

A Junior Member is a person under the age of 18 years who is duly elected as such for the purposes of using the sporting facilities of the Club, and who has paid an entrance fee (if any) plus an annual subscription and any fees or levies payable.

A Junior Member is not entitled to enter the licensed area of the Club except where permitted to do so under section 123 of the Liquor Control Reform Act 1998 (Vic). A Junior Member is not entitled to enter any restricted area of the Club within the meaning of the Gaming Regulation Act 2003 (Vic).

A Junior Member is entitled to attend but not to vote at any meeting of the Club. The Committee may grant to Junior Members of the Club the rights and privileges including voting rights on matters relating to the sport of yachting as the Committee from time to time determines, but the rights and privileges must not extend in any way to the licensed premises of the Club.

(k) Concession Members

A Concession Member is an Ordinary Member of or over the age of 65 years who has been a Member of the Club for not less than 20 years.

The subscription for a Concession Member may be determined by the Committee who may set any number of age based or means tests concession rates.

(l) Restricted/sailing

A Restricted/sailing Member will pay 1/3 of an Ordinary Member's entrance fee annually for 3 years. At the end of the 3 years, the Restricted/sailing Member must become an Ordinary Member or resign membership of the Club.

On race days, a Restricted/sailing Member may use the bar and other facilities of the Club as expressly permitted by the Committee from time to time. A Restricted/sailing Member has no voting rights, may not book at the Club restaurant and may not sign in guests. Apart from these exclusions, a Restricted/sailing Member has access to the Club's facilities.

(m) Young Adult

A Young Adult Member is a duly elected and financial Member aged between 18 and 29 years and who is not currently studying a tertiary or TAFE level course full time.

(n) Other Members

The Committee may from time to time determine other categories of membership with the rights and conditions the Committee determines.

6.8 Grant of Reciprocal Rights

The Committee may grant reciprocal rights to the members of another club or clubs upon the terms and conditions the Committee thinks fit.

6.9 Priority of Certain Members

Subject to any direction of the Committee to the contrary, Life, Honorary Life and Ordinary Members at all times have priority in the use of the facilities of the licensed premises of the Club.

6.10 Membership Responsibilities

All Members are expected to share in the duties essential to the satisfactory running of the Club and all Members, other than Concession Members, may be rostered to assist in these duties.

6.11 Limit on Non Voting Members

The number of non voting Members must not at any time equal or exceed 40% of all the Members on the Club register at that time.

6.12 Membership Not Transferable

A right, privilege or obligation of a person by reason of Membership:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of Membership whether by death, resignation or otherwise.

7 ENTRANCE FEE AND ANNUAL SUBSCRIPTION

7.1 Entrance Fee

The entrance fee for each category of Member is the amount fixed from time to time by the Committee.

7.2 Annual Subscription

The annual subscription for each category of Member is the amount fixed from time to time by the Committee and is payable in advance on or before the commencement of the Club Year, or other date the Committee determines.

7.3 Committee may Pro Rata Fees

The Committee may in its absolute discretion pro rata the entrance fee, annual subscription and any other fees or levies payable by a Member who joins the Club during a Club Year.

7.4 Unfinancial Members

A Member who has not paid his or her annual subscription, or any other fees or levies payable by the Member, within the time required by these Rules, will be deemed unfinancial and will cease to be a Member if payment of the amount(s) in arrears is not made within 14 days of a final demand for payment of the arrears.

7.5 Fees are Debt Due

All subscriptions, fees and other moneys owing to the Club by a Member at the time of the resignation or expulsion of the Member remain a debt due and owing to the Club despite the Member's resignation or expulsion.

7.6 Officers, Committee Members and sub-Committee Members must be financial

Officers, members of the Committee and members of any sub-Committee of the Club who are unfinancial will not be entitled to continue as a member of that Committee and/or sub-Committee.

Officers, members of the Committee and members of any sub-Committee of the Club who are unfinancial for a period longer than thirty days will be deemed to have resigned from that Committee and/or sub-Committee.

7.7 Illness or hardship

The Committee may in its absolute discretion reduce or waive the annual subscription payable by a Member suffering from significant illness or genuine hardship. The decision to reduce or waive the annual subscription in this manner is only effective for the then current Club Year. A Member whose annual subscription is reduced or waived is entitled to the benefits of the relevant class of Membership but that Member will not have a voting right in that Club Year.

8 LEVIES

8.1 Committee may Impose

The Committee may from time to time impose levies on Members, other than Honorary Members.

8.2 Notice to be Given

Notice of any proposed levy must be:

- (a) posted on the Club notice board; and
- (b) sent to all Members, with an explanation of the Committee's reasons for proposing the levy,

at least one month before the Committee imposes the levy.

9 OVERDUE MONEYS

Any Member who has not paid his or her annual subscription or other moneys due by the Member to the Club, and is therefore deemed unfinancial, is not entitled to attend or take part in any proceedings at any meetings of the Club or to exercise any of the rights and privileges of a Member until all outstanding moneys, together with any penalty for late payment which the Committee may from time to time impose, have been paid, whether payment has been further requested or not.

10 REGISTER OF MEMBERS

10.1 Maintenance of register of members

The Secretary must keep and maintain a register of Members that includes:

- (a) for each Member:
 - (i) the Member's name;
 - (ii) the address for notice last given by the Member;
 - (iii) the date of becoming a Member;
 - (iv) the class of Membership; and
- (b) for each former Member, the date of ceasing to be a Member.

10.2 Inspection of register of members

A Member may, at a reasonable time and free of charge, inspect the register of Members upon request to the Secretary.

10.3 Improper use of information

It is an offence under the Act to make improper use of information recorded on the register of Members.

11 RESIGNATION OF MEMBER

11.1 Resignation

A Member may resign from the Club by giving notice in writing to the Secretary of his or her resignation.

11.2 Entry in Register

Upon receipt of a notice of resignation, the Secretary must remove the former Member's name from the register of Members.

12 EXPULSION OF MEMBER

12.1 Expulsion

Subject to these Rules, the Committee may by resolution:

- (a) expel a Member from the Club;
- (b) suspend a Member from Membership for a specified period;
- (c) fine a Member; or
- (d) caution and/or reprimand a Member,

if the Committee is of the opinion that the Member:

- (i) has refused or neglected to comply with these Rules; or
- (ii) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Club.

12.2 Committee Resolution

A resolution of the Committee under **Rule 12.2** does not take effect unless:

- (a) the Committee, at a meeting held not earlier than 14 days and not later than 28 days after the service on the Member of a notice under **Rule 12.3**, confirms the resolution under **Rule 12.4**; and
- (b) if the Member exercises a right of appeal to the Club under **Rule 12.5(a)**, the Club confirms the resolution under **Rule 12.6**.

12.3 Service of Notice of Resolution

If the Committee passes a resolution under **Rule 12.1**, the Secretary will, as soon as practicable, cause to be served on the Member a notice in writing:

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that the Member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the Member that he or she may do one or both of the following:
 - (i) attend that meeting; and
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
- (e) informing the Member that if, at that meeting, the Committee confirms the resolution, the Member may, not later than 48 hours after the meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club at a Special General Meeting against the resolution.

12.4 Committee Meeting

At a meeting of the Committee held under **Rule 12.2(a)**, the Committee:

- (a) must give to the Member, or his or her representative, an opportunity to be heard;
- (b) must not be biased against, or in favour of, the Member;
- (c) must give due consideration to any written statement submitted by the Member; and
- (d) must determine by resolution whether to confirm or revoke the resolution.

12.5 Convening a Special General Meeting

- (a) If, at the meeting of the Committee, the Committee confirms the resolution under **Rule 12.4**, the Member may, not later than 48 hours after the meeting, give to the Secretary a notice to the effect that the Member wishes to appeal to the Club at a Special General Meeting against the resolution.
- (b) If the Secretary receives a notice under **Rule 12.5(a)**, the Secretary must notify the Committee and the Committee must convene a Special General Meeting to be held within 21 days after the date on which the Secretary received the notice.

12.6 Conduct of Special General Meeting

At a Special General Meeting convened under **Rule 12.5**:

- (a) no business other than the question of the appeal must be transacted;
- (b) the Committee may place before the Special General Meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the Member, or his or her representative, must be given an opportunity to be heard; and
- (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

12.7 Determination of Special General Meeting

If at the Special General Meeting:

- (a) not less than two-thirds of the Members voting in person or by proxy vote in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

13 ANNUAL GENERAL MEETING

13.1 Each Calendar Year

The Club must in each calendar year convene an Annual General Meeting.

13.2 Committee to Determine

The Annual General Meeting must be held on the day at the time and place the Committee determines.

13.3 Notice of Annual General Meeting

The notice convening the meeting must specify that the meeting is an Annual General Meeting.

13.4 Ordinary Business

The ordinary business of the Annual General Meeting will be:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- (b) to receive from the Committee reports upon the transactions of the Club during the last preceding Financial Year;
- (c) to elect Officers and Ordinary Members of the Committee;
- (d) to receive and consider the financial statement submitted by the Club under the Act; and
- (e) to elect an auditor.

13.5 Special Business

The Annual General Meeting may transact any special business of which notice is given under these Rules.

13.6 Additional General Meetings

The Annual General Meeting must be in addition to any other General Meetings that may be held in the same year.

14 SPECIAL GENERAL MEETINGS

All General Meetings other than the Annual General Meeting must be called Special General Meetings.

15 CONVENING SPECIAL GENERAL MEETINGS

15.1 Committee

The Committee may, whenever it thinks fit, convene a Special General Meeting and, where, but for this **Rule 15.1**, more than 15 months would elapse between Annual General Meetings, the Committee must convene a Special General Meeting before the expiration of that period.

15.2 Requisition of Members

The Committee must, on the requisition in writing of Members representing not less than 5% of the total number of Members entitled under these Rules to vote at a General Meeting, convene a Special General Meeting.

15.3 Objects of Meeting

The requisition for a Special General Meeting under **Rule 15.2** must state the objects of the meeting and must be signed by the Members making the requisition and be sent to the Secretary. A requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

15.4 Members may Convene Special General Meeting

If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

15.5 Procedure in Convening Special General Meeting

A Special General Meeting convened by Members in pursuance of these Rules must be convened in the same manner as nearly as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the meeting must be refunded by the Club to the persons incurring the expenses.

16 NOTICE OF MEETING

16.1 Notice to Members

The Secretary must, at least 14 days, and if a special resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting, cause to be given to each Member notice stating the place, date and time of the General Meeting and the nature of the business to be transacted at the General Meeting.

16.2 Business of General Meeting

No business other than that set out in the notice convening the General Meeting may be transacted at the General Meeting.

16.3 Other Business

A Member desiring to bring any business before a General Meeting may give notice of that business in writing to the Secretary, who must include that business in the notice calling the next General Meeting after the receipt of the notice.

17 PROCEEDINGS AT MEETINGS

17.1 Special Business

All business that is transacted at a Special General Meeting, and all business that is transacted at the Annual General Meeting with the exception of that specifically referred to in these Rules as being the ordinary business of the Annual General Meeting, will be deemed to be special business.

17.2 No Business Without a Quorum

No item of business may be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the meeting.

17.3 Quorum

15 Members or 10 per cent of the total number of Members (whichever is less) present, being in each case Members entitled under these Rules to vote at a General Meeting, constitute a quorum for the transaction of the business of a General Meeting.

17.4 No Quorum

If within half an hour after the appointed time for the commencement of a General Meeting (or the other period the Chairperson determines), a quorum is not present, the General Meeting, if convened upon the requisition of Members, must be dissolved and in any other case will stand adjourned to the same day in the next week at the same time and place (unless another date, time and place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the General Meeting is adjourned).

If, at the adjourned General Meeting, the quorum is not present within half an hour after the time appointed for the commencement of the General Meeting, the Members present (provided at least five Members entitled under these Rules to vote at the meeting are present) will be a quorum. If there are less than five Members present, the meeting must be dissolved.

18 CHAIRPERSON OF GENERAL MEETINGS

18.1 Chairperson

The Commodore, or in his or her absence the Vice-Commodore, or in their absence the Rear-Commodore, will preside as Chairperson at each General Meeting.

18.2 Election of Another Chairperson

If the Commodore, the Vice-Commodore and the Rear-Commodore are absent from a General Meeting or are present, but unable or unwilling to act as Chairperson, the Members present must elect one of their number to preside as Chairperson at the General Meeting.

19 ADJOURNED GENERAL MEETINGS

19.1 Chairperson may Adjourn a General Meeting

The Chairperson of a General Meeting at which a quorum is present may, with the consent of the General Meeting, adjourn the General Meeting from time to time and place to place, but no business will be transacted at an adjourned General Meeting other than the business left unfinished at the General Meeting at which the adjournment took place.

19.2 Notice of Adjourned General Meeting

Where a General Meeting is adjourned for 14 days or more, notice of the adjourned General Meeting must be given under **Rule 16.1**.

19.3 No Notice

Except as provided in **Rule 19.2**, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

20 DETERMINATION OF QUESTIONS

20.1 Requisite Majorities

Subject to **Rule 12.7**, questions put to General Meetings will be decided by a simple majority of votes cast at the meeting by Members voting in person or by proxy unless the question is one requiring a special resolution.

20.2 Procedure

A question arising at a General Meeting will 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 Chairperson 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 the need to show proof of the number or proportion of the votes recorded in favour of or against that resolution.

21 VOTING

21.1 Each Member has One Vote

Upon any question arising at a General Meeting, a Member has on a show of hands one vote only.

21.2 Vote Personally or By Proxy

All votes must be given personally or by proxy.

21.3 Casting Vote

In the case of an equality of votes on a question, the Chairperson of the General Meeting is entitled to exercise a second or casting vote.

22 POLL

22.1 Demand for Poll

If at a General Meeting a poll on any question is demanded by not less than 10 Members entitled under these Rules to vote at the meeting, it will be taken at that General Meeting in the manner the Chairperson directs and the resolution of the poll will be deemed to be a resolution of the General Meeting on that question.

22.2 Time for Taking Poll

A poll that is demanded on the election of the Chairperson or on a question of an adjournment will be taken forthwith and a poll that is demanded on any question will be taken at the time before the close of the General Meeting the Chairperson directs.

23 ENTITLEMENT TO VOTE

23.1 Only Financial Members to Vote

A Member is not entitled to vote at any General Meeting unless all moneys due and payable by the Member to the Club have been paid.

23.2 Non-Voting Members

The following classes of Members are not entitled to vote:

- (a) Honorary Members;
- (b) Interstate/overseas Members;
- (c) Junior Members;
- (d) Student Members under the age of 18;
- (e) Restricted/sailing Members; and
- (f) Other Members (unless otherwise determined by the Committee).

24 VOTES ON POLL

On a poll Members have the following votes:

- (a) Ordinary Members have one vote;
- (b) Life Members have one vote;
- (c) Honorary Life Members have one vote;
- (d) Couple Members have one vote for each person over eighteen years;
- (e) Family Group Members have one vote for each person over eighteen years;
- (f) Country Members have one vote;
- (g) Concession Members have one vote;
- (h) Student Members over the age of 18 have one vote; and
- (i) Young Adult Members have one vote.

25 NO POSTAL VOTING

Votes may not be cast by post, unless the Committee determines that voting on a particular question be conducted by a postal ballot.

26 DISCUSSION MEETINGS

Nothing in these rules prevents the Club holding general discussion meetings for the purposes of full ranging discussion with and amongst Members.

27 PROXIES

27.1 Another Member

Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than 24 hours before the time of the General Meeting in respect of which the proxy is appointed.

27.2 Form of Proxy

The instrument appointing a proxy must be in the form for the time being approved by the Committee and available on application to the Secretary, or in any other form the Committee may from time to time accept.

28 COMMITTEE OF MANAGEMENT

28.1 Management of Affairs of Club

The affairs of the Club will be managed by a Committee constituted as provided in **Rule 29**.

28.2 Powers and Responsibilities of the Committee

The Committee:

- (a) must control and manage the business and affairs of the Club;
- (b) may, subject to these Rules and the Act, exercise all powers and functions that may be exercised by the Club, other than those powers and functions that are required by these Rules or the Act to be exercised by the Club in General Meeting;
- (c) may appoint sub-Committees as deemed expedient and may delegate any of its duties to sub-Committees; and
- (d) subject to these Rules and the Act, has the power to perform all acts and things as appear to the Committee to be essential or desirable for the proper management of the business and affairs of the Club.

29 COMMITTEE

29.1 Composition of Committee

The Committee consists of:

- (a) the Officers; and
- (b) at least 3 but not more than 5 Ordinary Members of the Committee.

Not less than 5 members of the Committee must be owners of a Couta Boat as defined in the Rules of the Couta Boat Association.

29.2 Casual Vacancy of Officer

In the event of a casual vacancy in any office referred to in **Rule 29.1**, the Committee may appoint one of the Ordinary Members of the Committee to the vacant office and the person so appointed may continue in that office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

29.3 Casual Vacancy of Ordinary Member

In the event of a casual vacancy occurring in the office of an Ordinary Member of the Committee, the Committee may appoint a Member to fill the vacancy and the Member appointed will hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

30 ELECTION OF COMMITTEE MEMBERS

30.1 Committee Members to be Elected

Subject to **Rule 30.2**, an election of Officers and Ordinary Members of the Committee must take place each year.

30.2 Members to Retire by Rotation

At every Annual General Meeting, one half of the Committee Members or if their number is not a whole multiple of two then the number nearest to but not exceeding one half must retire from office. No Committee Member may retain office for more than two years or until the second Annual General Meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. A retiring Committee Member acts as a Member of the Committee throughout the meeting at which he or she retires.

30.3 Retiring Members

Each year the, Committee Members to retire are one half or other nearest number who have been longest in office since their last election. As between two or more who have been in office an equal length of time, the Committee Member or Members to retire will, in the absence of agreement between them, be determined by lot. A retiring Committee Member is eligible for re-election.

30.4 Automatic Reappointment

If at any Annual General Meeting the vacated office of a retiring Committee Member is not filled the retiring Committee Member is, if willing and not disqualified, deemed to be re-elected.

30.5 Committee to Call for Nominations

The Committee must prior to each Annual General Meeting give notice to Members calling for nominations of candidates for election as Officers or as Ordinary Members of the Committee to fill vacancies on the Committee by the date and time specified in the notice.

30.6 Existing Committee Members need not Renominate

Committee Members retiring under **Rule 30.3** who wish to stand for re-election do need not to be nominated under **Rule 30.5**.

30.7 Nomination of Candidates

Nominations of candidates for election as Officers or as Ordinary Members of the Committee:

- (a) must be made in writing, signed by two Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) must be delivered to the Secretary by the date and time fixed by the Committee for the lodgment of nominations, or by a later date that the Committee in its absolute discretion accepts.

30.8 Notice of Candidates

The Committee must:

- (a) include in each notice of General Meeting the names of candidates eligible for re-election under **Rule 30.3**, or who have been nominated under **Rule 30.5** by the time and date fixed by the Committee; and

(b) give notice of any late nomination accepted by the Committee under **Rule 30.7(b)** by posting the name of the candidate on the Club's notice board in the manner permitted under these Rules as the Committee in its absolute discretion determines.

30.9 Insufficient Nominations

If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are be deemed to be elected and further nominations will be received at the Annual General Meeting.

30.10 Equal number of Nominations and Vacancies

If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are be deemed to be elected.

30.11 Ballot

If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

30.12 Manner of Conducting Ballot

The ballot for the election of Officers and Ordinary Members of the Committee must be conducted at the Annual General Meeting in the usual and proper manner that the Committee directs.

30.13 Invalid Nomination

A nomination of a candidate for election under this Rule is not valid if that candidate has been nominated for election to another office at the same election.

31 VACANCY

For the purposes of these Rules, the office of an Officer or of an Ordinary Member of the Committee becomes vacant if the Officer or Ordinary Member of the Committee:

- (a) ceases to be a Member of the Club;
- (b) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
- (c) resigns his or her office by notice in writing given to the Secretary.

32 PROCEDURE OF COMMITTEE

32.1 Number of Meetings

The Committee will meet together for the dispatch of business and adjourn and otherwise regulate its meetings as the Committee sees fit.

32.2 Special Committee Meetings

Special meetings of the Committee may be convened by the Commodore or by any three Members of the Committee.

32.3 Notice of Special Meetings

Notice must be given to Members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business will be transacted at such a meeting.

32.4 Quorum

Any four Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

32.5 No Quorum

No business may be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting must stand adjourned to the same place and at the same time of the same day in the following week (or other time, date and place as specified by the Chairperson at the time of the adjournment) unless the meeting was a special meeting in which case it lapses. If at the adjourned meeting of the Committee the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is be dissolved.

32.6 Chairperson of Meetings

At meetings of the Committee:

- (a) the Commodore, or in the Commodore's absence the Vice-Commodore, or in their absence the Rear-Commodore, will preside as Chairperson; or
- (b) if the Commodore, the Vice-Commodore and the Rear-Commodore are absent or unwilling or unable to act, such one of the remaining Members of the Committee as may be chosen by the Members of the Committee present will preside as Chairperson.

32.7 Determination of Questions

Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee will be determined by majority vote.

32.8 Voting

Each Member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the Chairperson of the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.

32.9 Notice of Committee Meetings

Written notice of each Committee meeting must be served on each Member of the Committee by delivering it to the Member at a reasonable time before the meeting or by sending it by pre-paid post addressed to him or her at his or her usual or last known place of abode at least two business days before the date of the meeting.

32.10 Vacancy on Committee

The Committee may act notwithstanding any vacancy on the Committee.

32.11 Use of Technology

A meeting of the Committee may be called or held using any technology consented to by all the Members of the Committee. The consent may be a standing one. A Member of the Committee may only withdraw his or her consent within a reasonable period before the meeting.

32.12 Written Resolutions

A resolution in writing signed by all the Members of the Committee is valid and effective as if it had been passed at a duly convened and held meeting of the Committee. A resolution in writing may consist of several documents in like form each signed by one or more Members of the Committee, and is effective from the date that the last of the Members of the Committee signed the resolution.

33 MINUTES

The Secretary must keep minutes of the resolutions and proceedings of each General Meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at Committee meetings.

34 TREASURER

34.1 Duties of Treasurer

The Treasurer:

- (a) must collect and receive all moneys due to the Club and make all payments authorised by the Club; and
- (b) must keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.

34.2 Inspection of Accounts

- (a) Members may on request inspect free of charge:
 - (i) the register of members;
 - (ii) the minutes of general meetings; and
 - (iii) subject to subrule (b), the financial records, books, securities and any other Relevant Document of the Club, including minutes of Committee meetings.
- (b) The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (c) The Committee must on request make copies of these rules available to Members and applicants for membership free of charge.

(d) Subject to subrule (b), a Member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of such a record.

35 REMOVAL OF MEMBER OF COMMITTEE

35.1 Removal

The Club in a General Meeting may by special resolution remove any Member of the Committee before the expiration of the Member's term of office and appoint another Member in his or her place to hold office until the expiration of the term of the first-mentioned Member.

35.2 Written Representations

Where the Member to whom a proposed resolution referred to in **Rule 35.1** makes representations in writing to the Secretary (not exceeding a reasonable length) and requests that they be notified to the Members, the Secretary may send a copy of the representations to each Member or, if they are not so sent, the Member may require that they be read out at the General Meeting.

36 CLUB CAPTAIN

- (a) A Club Captain must be appointed by the Committee.
- (b) The Club Captain is designated an Officer of the Club, is the Club Safety Officer and is the Chairperson of the Club Sailing Committee.
- (c) In the event that the person appointed as Club Captain is not an elected Member of the Committee, the Club Captain will for the time of such appointment be a member ex-officio and will have a vote.

37 SAILING COMMITTEE

- (a) A Sailing Committee will be appointed by the Committee and will be responsible to it for the control of all sailing activity.
- (b) All Members of the Committee are ex-officio members of the Sailing Committee.

38 SAILING RULES

- (a) The sailing regulations of the Club are the then current racing rules of the ISAF, prescriptions of the YA, safety regulations for the YA, and prescriptions of Yachting Victoria, subject to any regulations, sailing or racing rules or restrictions and any by-laws made by the Committee under **Rule 40** subject to such alterations and modifications as are contained in the sailing instructions.
- (b) All entrants and participants in Club events enter and participate in those events entirely at their own risk.

39 CLUB FLAGS

The Club burgee and flags will be determined by the Committee from time to time. Members may fly the Club burgee on a registered boat, provided that the vessel is not used as a working boat or let for hire whilst flying the burgee.

40 BY-LAWS, RULES AND RESTRICTIONS

(a) These Rules and any regulations, sailing or racing rules or restrictions and any by-laws made or determined by the Committee are binding on all Members of the Club.

(b) The Committee may from time to time make or determine any regulations, sailing or racing rules or restrictions and any by-laws in respect of the good conduct of the affairs of the Club and its Members provided that such regulations, rules, restrictions or by-laws are not inconsistent with the Rules. In the event of any inconsistency the Rules prevail.

41 SEAL

41.1 Custody of Common Seal

The common seal of the Club must be kept in the custody of the Secretary.

41.2 Use of Common Seal

The common seal may not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two Members of the Committee or of one Member of the Committee and the Public Officer.

42 DISPUTES AND RESOLUTIONS

(a) 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.

(b) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure under **Rule 12** until the disciplinary procedure has been completed.

(c) A Member who feels he or she has a grievance with another Member or with the Club must give a written notice to the Club specifying the grievance.

(d) The Secretary must arrange a meeting of the parties to the dispute to 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.

(e) 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.

(f) 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; 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).

(g) A Member of the Club can be a mediator.

(h) The mediator cannot be a Member who is a party to the dispute.

(i) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(j) The mediator, in conducting the mediation, must:

(i) give the parties to the mediation process every opportunity to be heard;

(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.

(k) The mediator must not determine the dispute.

(l) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute under the Act or otherwise at law.

43 ALTERATION OF RULES

The Rules of the Club must not be altered except as under the Act.

44 NOTICES

44.1 Notices may be Displayed

Subject to the Act, and to any contrary intention in these Rules, notice of any General Meeting and any other notice required to be given to Members is deemed to be given to all Members when the Secretary causes the notice to be displayed on a notice board on the Club's premises for the required period.

44.2 Service

A notice may also be served by or on behalf of the Club upon any Member either personally or by sending it by post to the Member at the address shown in the register of Members, or by electronic

means to any Member who has given an address which enables notice to be given to that Member electronically.

44.3 Service by Post

Where a document is properly addressed, pre-paid and posted to a person as a letter, the document will, 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.

45 WINDING UP OR CANCELLATION

45.1 Distribution of Income and Property

(a) The income and property of the Club must be used and applied solely in promotion of its purposes and the exercise of its powers as set out in the Rules.

(b) Subject to **Rule 45.1(c)** no income or property of the Club is to be distributed, paid or transferred directly or indirectly as a dividend, bonus or profit to any Member.

(c) Nothing in these Rules prevents the payment in good faith to Members, Officers or servants of the Club in respect of:

(i) monies advanced by them to the Club;

(ii) monies owing to them by the Club; or

(iii) subject to **Rule 49**, remuneration in return for services rendered to the Club.

45.2 Disposition of Surplus Assets

If the Club is wound up or cancelled under the Act, any property remaining, after payment of all debts and liabilities, must not be paid to or distributed amongst the Members. The remaining property must be given or transferred to a fund, authority or institution having purposes similar to the purposes of the Club and which prohibits the distribution of its income and property to its members. The fund, authority or institution is to be determined under a special resolution of the Members or, in the absence of a special resolution, by the Registrar or by a Judge of the Supreme Court as may have or acquire jurisdiction in the matter.

46 CUSTODY OF RECORDS

Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all records, securities and Relevant Documents of the Club.

47 FUNDS

47.1 Source of funds

The funds of the Club will be derived from entrance fees, annual subscriptions, levies, donations, fund-raising activities, grants, interest and such other sources as the Committee determines.

47.2 Management of funds

- (a) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (b) Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- (c) The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee members, or as the Committee may determine from time to time.
- (e) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
- (f) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

48 TRADING

- (a) The Club may trade under the Act.
- (b) This Rule and **Rule 45.2** will not be altered without the consent of the Attorney-General.

49 NO COMMISSION PAYMENT FROM LIQUOR RECEIPTS

No amount may be paid to an Officer or servant of the Club by way of commission or allowance from the receipts of the Club for the supply of liquor.

50 VISITORS AND GUESTS

50.1 Supply of Liquor

A visitor to the Club must not be supplied with liquor in the Club premises unless the visitor is a guest in the company of a Member.

50.2 Record of Guests

The Club must keep a record of each guest to the Club.

50.3 Responsibility for Guests

A visitor's behaviour on the Club's premises is the responsibility of the introducing Member who may be disciplined by the Committee for the behaviour of the visitor.

50.4 Right of Exclusion

The Committee, the Club Manager or his or her representative has the right to exclude or evict any visitor or Member whose behaviour on the Club premises is or has at any time been considered by the Committee, the Club Manager or his or her representative as objectionable or prejudicial to the interests of the Club.

51 INDEMNITY TO OFFICERS AND COMMITTEES

(a) Each Member of the Committee and of any sub-Committee and each person or persons assisting them and acting bona fide in the discharge of his or her respective duties is indemnified out of the funds of the Club against all actions, legal proceedings, losses, costs, damages and expenses incurred by him or her in consequence of anything done said or written by them or any of them in the bona fide discharge of such duties.

(b) The Committee may effect and maintain such insurances for Members of the Committee and others against their potential liability for acting in such capacity as the Committee may from time to time determine.