

# Rules

of

**Sorrento Sailing Couta Boat Club Incorporated**

**Registration Number A0010032B**

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Under section 46 of the *Associations Incorporation Reform Act 2012*, these Rules are taken to constitute the terms of a contract between the Club and its members.

## PART 1 - PRELIMINARY

### 1. Name

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

#### Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

### 2. Purposes

- (1) 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;
  - (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.
- (2) 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. Financial year

The financial year of the Club is each period of 12 months ending on 31 March.

### 4. Definitions

In these Rules—

**absolute majority**, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

**associate member** means a member referred to in subrule 15(1);

**By-Laws** means the by-laws, regulations, sailing or racing rules and restrictions made by the Club under rule 83;

**Chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 48;

**Committee** means the Committee having management of the business of the Club;

**committee meeting** means a meeting of the Committee held in accordance with these Rules;

**committee member** means a member of the Committee elected or appointed under Division 3 of Part 5;

**Couta Boat Association** means the Couta Boat Association Incorporated (registration number A0000225);

**disciplinary appeal meeting** means a meeting of the members of the Club convened under rule 24(3);

**disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 23;

**disciplinary subcommittee** means the subcommittee appointed under rule 21;

**financial year** means the 12 month period specified in rule 3;

**general meeting** means a general meeting of the members of the Club convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**member** means a member of the Club;

**member entitled to vote** means a member who under subrule 14(2) is entitled to vote at a general meeting;

**notice board** means the official notice board that must be maintained by the Secretary at the Club's premises in a location readily accessible to members;

**relative** in relation to natural person, means a person who is:

- (a) a child or remoter lineal descendant of the person or of the partner of the person;
- (b) a parent or remoter lineal ancestor of the person or of the partner of the person;
- (c) a brother or sister of the person or of the partner of the person;
- (d) the partner of the person or a partner of any person referred to in paragraph (a), (b) or (c);
- (e) a child of a brother or sister of the person or of the partner of the person; or
- (f) a brother or sister of a parent of the person or of a parent of the partner of the person;

**Sailing Committee** means the sailing committee appointed under rule 71;

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**the Act** means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act and any amendment or replacement of that legislation;

**the Registrar** means the Registrar of Incorporated Associations.

## PART 2 - POWERS OF CLUB

### 5. Powers of Club

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Club may—
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### 6. Not for profit organisation

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Club from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

#### Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

## **PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1 - Membership**

#### **7. Minimum number of members**

The Club must have at least 5 members.

#### **8. Who is eligible to be a member**

Any person who supports the purposes of the Club is eligible for membership.

#### **9. Application for membership**

(1) To apply to become a member of the Club, a person must be nominated in accordance with subrule 9(2) and submit a written application to a committee member stating that the person—

- (a) wishes to become a member of the Club; and
- (b) supports the purposes of the Club; and
- (c) agrees to comply with these Rules.

(2) A nomination of a person for membership must be :

- (a) in writing and in the form approved or accepted by the Committee from time to time;  
  
signed by the applicant and by a proposer, a seconder and 4 referees, who have each been a member for at least 3 years and are not a relative of the applicant; and`
- (b) delivered to the Secretary.

#### **10. Consideration of application**

(1) After the Secretary receives a nomination under subrule 9(2) —

- (a) the Secretary must display on the notice board, as soon as practicable after receipt of the nomination and for at least 30 days prior to the committee meeting at which the nomination will be considered, a notice about the nomination which includes the nominee's name, suburb or residence and the name of his or her proposer, seconder & referees; and
- (b) until the committee meeting at which the nomination is considered, any member can object to the nomination by written notice to the Secretary.

(2) At the next committee meeting after the 30 day notice period referred to in subrule 10(1)(a), the Committee must decide by resolution whether to accept or reject the application.

(3) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

(4) If the Committee rejects the application, it must return any money accompanying the application to the applicant.

(5) No reason need be given for the rejection of an application.



## 11. New membership

- (1) If an application for membership is approved by the Committee—
  - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - (b) the Secretary must, as soon as practicable, request payment within 28 days of the joining fee and the first year's annual subscription; and
  - (c) the applicant will forfeit his or her nomination if he or she does not make the payments required under subrule 11(1)(b); and
  - (d) if the applicant makes the payments required under subrule 11(1)(b), the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

### Note

The joining fee is the fee (if any) determined by the Club under subrule 12(3).

- (2) A person becomes a member of the Club and, subject to subrule 14(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) the Committee approves the person's membership; or
  - (b) the person pays the joining fee.

## 12. Annual subscription and fee on joining

- (1) The Committee must determine—
  - (a) the amount of the annual subscription for the following financial year; and
  - (b) the date for payment of the annual subscription.
- (2) The Club may determine that a lower annual subscription is payable by associate members.
- (3) The Club may require that any new member pay a joining fee of an amount determined by the Committee and pay the annual subscription.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- (5) 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 financial year. A member whose annual subscription is reduced or waived is entitled to the benefits of membership, except that the member will not have a voting right in that financial year.

## 13. Levies

- (1) The Committee may levy from members special fees and charges.
- (2) At least one month before imposing a levy under subrule 13(1), the Secretary must prepare a notice that sets out the details of the proposed levy and the Committee's reasons for imposing the levy and:
  - (a) display a copy notice of the notice on the notice board; and

- (b) send all members a copy of the notice.

#### **14. General rights of members**

- (1) A member of the Club who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Club as provided under rule 79; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
  - (a) the member is a member other than an associate member or the By-Laws provide members of a particular category are not entitled to vote; and
  - (b) more than 10 business days have passed since he or she became a member of the Club; and
  - (c) the member's membership rights are not suspended for any reason.
- (3) Further rights, responsibilities and categories of membership, as determined from time-to-time by the Committee, are set out in the By-Laws.

#### **15. Associate members, life members and honorary life members**

- (1) Associate members of the Club include—
  - (a) any members under the age of 18 years; and
  - (b) any other category of member as determined by the Committee.
- (2) An associate member may not vote but may have other rights as determined by the Committee or by resolution at a general meeting.
- (3) A member who, having paid to the Club, either by one or several payments within the time period determined by the Committee in its absolute discretion (but not exceeding two years), a sum of money determined by the Committee in 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.
- (4) A life member —
  - (a) may enjoy all rights and privileges;
  - (b) must observe all the Rules of the Club from time to time in force;
  - (c) is not required to pay to the Club any further annual subscription; and
  - (d) is required to pay any levies.

- (5) The Committee may in consideration of special services rendered to the Club or the community of Victoria by a member, nominate a member as an honorary life member of the Club.
- (6) If the nomination is approved by not less than two-thirds of the members entitled to vote at a general meeting, the nominated member will be elected an honorary life member.
- (7) An honorary life member —
  - (a) may enjoy all rights and privileges;
  - (b) must observe all the Rules of the Club from time to time in force; and
  - (c) is not required to pay to the Club any further annual subscriptions or any levies.

## **16. Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

## **17. Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## **18. Resigning as a member**

- (1) A member may resign by notice in writing given to the Secretary.

### **Note**

Subrule 78(4) sets out how notice may be given to the association. It includes by post or by handing the notice to a committee member.

- (2) A member is taken to have resigned if the member does not pay the annual subscription and any other monies owed to the Club within 14 days of a final demand for payment of the arrears.
- (3) All subscriptions and other monies owing to the Club by a member, at the time of resignation or expulsion of a member, remain a debt due and owing to the Club despite the member's resignation or expulsion,

## **19. Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) if the member is an associate member, a note to that effect;
    - (v) any other information determined by the Committee; and
  - (b) for each former member, the date of ceasing to be a member.

- (2) Any member may, at a reasonable time, free of charge and upon request to the Secretary, inspect the register of members.

**Note**

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## **Division 2 - Disciplinary action**

### **20. Grounds for taking disciplinary action or eviction**

- (1) The Club may take disciplinary action against a member in accordance with this Division if the Club determines that the member—
- (a) has failed to comply with these Rules or any By-Laws; or
  - (b) refuses to support the purposes of the Club; or
  - (c) has engaged in conduct prejudicial to the Club; or
  - (d) has engaged in conduct unbecoming a member.
- (2) The Club's Manager may evict a member from the Club premises if the Club's Manager determines that the member –
- (a) has failed to comply with these Rules or any By-Laws; or
  - (b) has engaged in conduct unbecoming a member.

### **21. Disciplinary subcommittee**

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
- (a) may be Committee members, members of the Club or anyone else; but
  - (b) must not be a relative of the member; and
  - (c) must not be biased against, or in favour of, the member concerned.

### **22. Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
- (a) stating that the Club proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee will consider the disciplinary action (the disciplinary meeting); and
  - (d) advising the member that he or she may do one or both of the following—

- (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 24.
- (2) The notice must be given no earlier than 60 days, and no later than 14 days, before the disciplinary meeting is held.

### **23. Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
- (a) apply the principles of natural justice;
  - (b) give the member an opportunity to be heard; and
  - (c) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
- (a) take no further action against the member;
  - (b) reprimand the member;
  - (c) suspend the membership rights of the member for a specified period; or
  - (d) expel the member from the Club.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
- (5) The disciplinary subcommittee must give the member, within 7 days of a disciplinary meeting, a statement of reasons for their decision.

### **24. Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 23 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 14 days after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 35 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote at least 14 days before the disciplinary appeal meeting and must—
- (a) specify the date, time and place of the meeting;

- (b) state—
  - (i) the name of the person against whom the disciplinary action has been taken; and
  - (ii) the grounds for taking that action; and
  - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked, and
- (c) be accompanied by a ballot paper endorsed with the member's name and boxes for the member to tick to either uphold or revoke the decision to suspend or expel the person.

## **25. Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld, as follows:
  - (a) the Secretary must appoint 2 scrutineers to supervise and assist in the conduct of the election;
  - (b) the Secretary must:
    - (i) maintain a locked secure ballot box, to receive votes; and
    - (ii) prepare a list of members entitled to vote in the ballot;
  - (c) each of the scrutineers must, before voting commences, secure a padlock upon the ballot box and retain the key;
  - (d) a member must lodge his or her ballot paper by hand in the ballot box on the day at the disciplinary appeal meeting;
  - (e) after all members present at the disciplinary appeal meeting have been given a reasonable opportunity to cast their vote, the scrutineers must:
    - (i) declare the ballot concluded and unlock the ballot box;
    - (ii) cross out on the list of members entitled to vote the name of each member from whom a ballot paper has been received
    - (iii) declare invalid any ballot paper that does not reconcile with a name on the list of members entitled to vote; and
    - (iv) count the ballot votes.

- (f) as soon as is reasonably practicable after the counting of votes, the scrutineers must certify the result of the ballot by notice in writing signed by both scrutineers and delivered to the Committee;
  - (g) the decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision;
  - (h) the Committee must announce, as soon as possible, the result of the ballot on the Club's premises; and
  - (i) as soon as is reasonably practicable afterwards, the Secretary must, by notice in writing posted on the notice board, advise the result of the ballot to the members.
- (3) A member may not vote by proxy at the meeting.

### **Division 3 - Grievance procedure**

#### **26. Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
- (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Club.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

#### **27. Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

#### **28. Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27, the parties must within 10 days—
- (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
    - (ii) if the dispute is between a member and the Committee or the Club—a person appointed or employed by the Dispute Settlement Centre of Victoria.

- (3) A mediator appointed by the Committee may be a member or former member of the Club but in any case must not be a person who—
  - (a) is a committee member;
  - (b) has a personal interest in the dispute; or
  - (c) is biased in favour of or against any party.

## **29. Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.
- (3) Unless required by law, the parties to a dispute must keep all information disclosed in the mediation process confidential.
- (4) The parties to a dispute must evenly share any costs arising from the mediation process.

## **30. Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

# **PART 4 - GENERAL MEETINGS OF THE CLUB**

## **31. Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Committee on the activities of the Club during the preceding financial year; and
    - (ii) the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee; and
  - (d) to elect an auditor.



- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **32. Special general meetings**

- (1) Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 35 may be conducted at the meeting.

#### **Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 35 and the majority of members at the meeting agree.

### **33. Discussion Meetings**

Nothing in these Rules prevents the Club holding general discussion meetings for the purposes of discussion with and amongst members.

### **34. Special general meeting held at request of members**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 5% of the total number of members.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **35. Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under subrule 34(3), the members convening the meeting) must give to each member of the Club—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

- (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution;
    - (iii) state the proposer, the seconder and the names of four (4) supporting members; and
  - (d) comply with subrule 36(6).
- (3) A member desiring to bring any business before an annual general meeting must give notice of that business in writing to the Secretary at least 28 days before the annual general meeting, who must include that business in the notice calling the next annual general meeting after receipt of the notice.
- (4) This rule does not apply to a disciplinary appeal meeting.

**Note**

Subrule 24(4) sets out the requirements for notice of a disciplinary appeal meeting.

## **36. Proxies**

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) Subject to subrule 36(5), a member may only appoint a proxy using the form prescribed from time to time by the Secretary.
- (5) The Secretary may, in special circumstances and at his or her absolute discretion, accept the appointment of a proxy in a form other than that he or she has prescribed.
- (6) Notice of a general meeting given to a member under rule 35 must—
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Secretary no later than 48 hours before the commencement of the meeting.

### **37. Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **38. Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 37) of 50 members entitled to vote, or 10% of the members entitled to vote, whichever is less.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 33—the meeting must be dissolved;

#### **Note**

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 33.

- (b) in any other case—
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the adjourned meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **39. Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.

#### **Example**

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the adjournment of the meeting must be given in accordance with rule 35.

#### **40. Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 25.

#### **41. Special resolutions**

- (1) A special resolution is passed if 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.

##### **Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office ;
  - (b) to alter these Rules, including changing the name or any of the purposes of the Club.
- (2) The Committee may determine that any resolution to be voted at a general meeting is treated as a special resolution.

#### **42. Determining whether resolution carried**

- (1) Subject to subrule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by 25 or more members on any question—
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **43. Minutes of general meeting**

- (1) The Secretary must keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) the names of the members attending the meeting by proxy; and
  - (c) the financial statements submitted to the members in accordance with subrule 31(3)(b)(ii); and
  - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### **PART 5 - COMMITTEE**

#### **Division 1 - Powers of Committee**

#### **44. Role and powers**

- (1) The business of the Club must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.
- (3) The Committee may—
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

#### **45. Delegation**

- (1) The Committee may delegate to a committee member, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

## **Division 2 - Composition of Committee and duties of members**

### **46. Composition of Committee**

- (1) The Committee consists of—
  - (a) a Commodore;
  - (b) a Vice-Commodore;
  - (c) a Rear-Commodore;
  - (d) a Secretary;
  - (e) a Treasurer; and
  - (f) ordinary members elected under rule 55.
- (2) Not less than five (5) members of the Committee must be owners of a Couta Boat.
- (3) In this rule, "Couta Boat" has the same meaning as in the rules of the Couta Boat Association.

### **47. General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Club; and
  - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—  
so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

**Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

**48. Commodore and Vice-Commodore**

- (1) Subject to subrule (2), the Commodore or, in the Commodore's absence, the Vice-Commodore, or in the Vice-Commodore's absence, the Rear Commodore, is the Chairperson for any general meetings and for any committee meetings.
- (2) If the Commodore, the Vice-Commodore and the Rear-Commodore are all absent, or are unable to preside, the Chairperson of the meeting must be—
- (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

**49. Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

**Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
- (a) maintain the register of members in accordance with rule 19; and
  - (b) keep custody of the common seal of the Club and, except for the financial records referred to in subrule 74(3), all books, documents and securities of the Club in accordance with rules 76 and 79; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

**50. Treasurer**

- (1) The Treasurer must—
- (a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
  - (b) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and

- (c) make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds; and
  - (d) ensure cheques and other payments are made under the authorisation processes in the By-Laws.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Club are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Club.

### **Division 3 - Election of Committee members and tenure of office**

#### **51. Who is eligible to be a Committee member**

A member is eligible to be elected or appointed as a Committee member if the member—

- (a) is 18 years or over;
- (b) is financial; and
- (c) is entitled to vote at a general meeting.

#### **52. Retirement of Committee Members**

- (1) At each annual general meeting of the Club, one half of the Committee members, or if their number is not a whole multiple of two (2), then the number nearest to one half but not exceeding one half, must retire from office.
- (2) A Committee member may not retain office for more than two (2) 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.
- (3) A retiring Committee member may continue as a member of the Committee throughout a meeting at which he or she retires.
- (4) At each annual general meeting, the Committee members to retire under subrule 52(1) those who have been longest in office since their election. As between two (2) 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.

#### **53. Nominations**

- (1) Prior to the annual general meeting, the Secretary must call for nominations to fill upcoming vacant Committee positions, by:



- (a) at least 45 days prior to the annual general meeting notifying all members entitled to vote of the date of the annual general meeting.
  - (b) posting on the notice board each nomination, as soon as practicable after it is received and for at least 14 days prior to the annual general meeting;
  - (c) with the cooperation of the Committee, including in the notice of annual general meeting under rule 35 details of the members nominated and if the nominees will be elected unopposed or if an election by ballot is necessary.
- (2) A nomination of a candidate for election as a member of the Committee must be:
- (a) in writing and in the form approved or accepted by the Committee from time to time;
  - (b) signed by the applicant and by a proposer, a seconder and 4 referees, who have each been a member for at least 3 years and are not a relative of the candidate; and
  - (c) delivered to the Secretary at least 28 days prior to the annual general meeting.
- (3) A nomination of a candidate for election under this rule is invalid if that candidate has already been nominated for another position.
- (4) If a nomination is not received for a position:
- (a) the person who vacated that position is, if willing and not disqualified, deemed to be re-elected; or
  - (b) if that person is not re-elected, the Committee may nominate a sufficient number of members to fill the vacancies, in which case those members are deemed to be elected.

#### **54. Election of Commodore etc.**

- (1) Separate annual elections must be held at annual general meetings for each of the following positions—
- (a) Commodore;
  - (b) Vice-Commodore;
  - (c) Rear-Commodore;
  - (d) Secretary;
  - (e) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 56.
- (4) On his or her election, the new Commodore may take over as Chairperson of the meeting.

#### **55. Election of ordinary members of Committee**

- (1) There must be not less than 3 nor more than 5 ordinary members of the Committee.
- (2) A single election may be held to fill all of those positions.

- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held under rule 56.

## **56. Ballot at general meeting**

A ballot required under rule 54 or rule 55 must be conducted as follows:

- (1) the Secretary must appoint 2 scrutineers to supervise and assist in the conduct of the election;
- (2) the Secretary must:
  - (a) maintain a locked secure ballot box, to receive votes; and
  - (b) prepare a list of members entitled to vote in the ballot;
- (3) each of the scrutineers must, before voting commences, secure a padlock upon the ballot box and retain the key;
- (4) at least 14 days before the annual general meeting, the Secretary must send all members entitled to vote in the ballot, by post or electronic means as appropriate:
  - (a) a notice confirming that an election is to be held pursuant to subrule 53(1)(c) and stating the time and place of the election;
  - (b) a brief introduction of each of the nominees and the position for which he or she is nominated; and
  - (c) any recommendations by the Committee regarding any of the nominees; and
  - (d) the member's ballot paper,
- (5) a member may lodge his or her ballot paper:
  - (a) by hand in the ballot box at least 1 hour before the start of the annual general meeting; or
  - (b) by post to the Secretary, who must receive the ballot paper at least 2 days before the annual general meeting and then place the ballot paper in the ballot box on the member's behalf,
- (6) during the annual general meeting, the scrutineers must:
  - (a) declare the ballot concluded and unlock the ballot box;
  - (b) cross out on the list of members entitled to vote the name of each member from whom a ballot paper has been received;
  - (c) declare invalid any ballot paper that does not reconcile with a name on the list of members entitled to vote; and
  - (d) count the ballot votes for each position in respect of which a ballot has been held,
- (7) the nominee who receives the most votes for each vacant position shall be declared duly elected to that position, or, if 2 or more candidates received the same number of votes,

the scrutineers must decide by lot, in the presence of those candidates, which of them is to be elected;

- (8) as soon as is reasonably practicable after the counting of votes, the scrutineers must certify the result of the ballot by notice in writing signed by both scrutineers and delivered to the Secretary;
- (9) before the end of the annual general meeting, the Commodore must announce the result of the ballot on the Club's premises; and
- (10) as soon as is reasonably practicable afterwards, the Secretary must, by notice in writing posted on the notice board, advise the result of the election to the members.

## **57. Term of office**

- (1) A general meeting of the Club may—
  - (a) by special resolution remove a Committee member from office; and
  - (b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- (2) A member who is the subject of a proposed special resolution under subrule (1)(a) may make representations in writing to the Secretary or Commodore of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (3) The Secretary or the Commodore may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

## **58. Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
  - (a) ceases to be a member of the Club; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 69; or
  - (c) does not pay an amount due to the Club within 30 days of the due date; or
  - (d) otherwise ceases to be a committee member by operation of section 78 of the Act.

### **Note**

A Committee member may not hold the office of secretary if they do not reside in Australia.

## **59. Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Club to fill a position on the Committee that—
  - (a) has become vacant under rule 58; or
  - (b) was not filled by election at the last annual general meeting.

- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 57 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.
- (5) Prior to the next annual general meeting and under rule 53, the Secretary must nominate a person appointed under subrule 59(1) for the position on the Committee to which they have been appointed.

#### **Division 4 - Meetings of Committee**

##### **60. Meetings of Committee**

- (1) The Committee will meet for the dispatch of business and adjourn and otherwise regulate its meetings as it sees fit.
- (2) The Commodore has the power to convene committee meetings and must convene a minimum of 6 committee meetings during each financial year after the annual general meeting and endeavour to convene committee meetings monthly.
- (3) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Club at which the members of the Committee were elected.
- (4) Special committee meetings may be convened by the Commodore or by any 3 members of the Committee.

##### **61. Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 2 business days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

##### **62. Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 61 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **63. Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

### **64. Use of technology**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **65. Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 64) of 4 committee members holding office including at least 2 of the following:
  - (a) the Commodore;
  - (b) the Vice Commodore;
  - (c) the Club Captain;
  - (d) the Treasurer; or
  - (e) the Secretary.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special committee meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 61.

### **66. Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

## **67. Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

### **Note**

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Club.

## **68. Minutes of meeting**

- (1) The Secretary must keep minutes of each committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 67.

## **69. Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## **Division 5 - Club Captain and Sailing Committee**

## **70. Club Captain**

- (1) As soon as practicable after each annual general meeting, the Committee must appoint a Club Captain.
- (2) The Club Captain is the chairperson of the sailing committee and is deemed to be a committee member.

- (3) If the Club Captain is not already a committee member, for his or her period of appointment, the Club Captain has all of the rights and responsibilities of a committee member under Division 4 of Part 5 of these Rules.

## **71. Sailing Committee**

- (1) The Committee must appoint the Sailing Committee.
- (2) The Sailing Committee is responsible for the control of all sailing activities.
- (3) The members of the Committee are deemed to be members of the Sailing Committee.

## **PART 6 - FINANCIAL MATTERS**

### **72. Source of funds**

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

### **73. Management of funds**

- (1) 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.
- (2) Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- (3) 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.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members, or as the Committee determines from time to time.
- (5) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
- (6) 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.

### **74. Financial records**

- (1) The Club must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

## **75. Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Club;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7 - GENERAL MATTERS**

### **76. Common seal**

- (1) The Club may have a common seal.
- (2) If the Club has a common seal—
  - (a) the name of the Club must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
  - (c) the common seal must be kept in the custody of the Secretary.

### **77. Registered address**

The registered address of the Club is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) If the Committee has not determined an address to be the registered address—the postal address of the Secretary.

### **78. Notice requirements**

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.
- (2) Any notice required to be given to members is deemed to have been served when the Secretary displays the notice on the notice board for at least 7 days.
- (3) Subrule (1) does not apply to notice given under rule 62.



- (4) Any notice required to be given to the Club or the Committee may be given—
  - (a) by handing the notice to a committee member; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the Club or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Club.
- (5) Where a notice is sent by post, service of the notice is deemed to be effected 5 days after the notice was posted. A certificate in writing signed by a committee member that the letter containing the notice was properly prepaid and posted is conclusive evidence of service.

## 79. Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant documents of the Club, including minutes of Committee meetings.

### Note

See note following rule 19 for details of access to the register of members.

- (2) 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.
- (3) With the exception of the register of members and subject to subrule (2), 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 a copy of such a record.
- (4) For purposes of this rule—

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Club.

## 80. Winding up and cancellation

- (1) The Club may be wound up voluntarily by special resolution.

- (2) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## **81. Trading**

The Club may trade as permitted by the Act.

## **82. Indemnity**

- (1) The Club must indemnify every committee member and subcommittee member, and any persons who assist them, against any liability incurred in good faith by that person in the course of performing his or her duties.
- (2) The Committee may effect and maintain insurance to cover this indemnity.

## **83. By-Laws**

- (1) The Committee may make, repeal and amend By-Laws necessary for the good conduct of the Club.
- (2) In the event of an inconsistency between these Rules and any By-Laws, the relevant provision of these Rules prevails.
- (3) These Rules and any By-Laws bind members.
- (4) A breach of any By-Laws is a breach of these Rules.
- (5) The Secretary must:
  - (a) maintain a record of all By-Laws; and
  - (b) notify members of any alterations to By-Laws by posting a notice on the notice board outlining those alterations.

## **84. Sailing Rules**

- (1) The sailing regulations of the Club are the recognised International, National and State Sailing Organisations' regulations, subject to the By-Laws and to such alterations and modifications as are contained in the Club's sailing instructions.
- (2) All entrants and participants in Club events enter and participate in those events entirely at their own risk.

## **85. Alteration of Rules**

These Rules may only be altered by special resolution of an annual general meeting or a special general meeting of the Club.

