



**RULES**

**OF THE**

**QUEENSCLIFF**

**CRUISING YACHT CLUB INC.**

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# QUEENSCLIFF CRUISING YACHT CLUB

## RULES

1. The name of the Incorporated Association is Queenscliff Cruising Yacht Club, Inc. (in these rules called "The Association").
2. (i) In these rules, unless the contrary intention appears:-
  - "Association" means Club and vice versa
  - "Committee" means the Committee of Management of the Association.
  - "Financial Year" means the year ending on 30 June.
  - "Special General Meeting" means a general meeting of members convened in accordance with Rules.
  - "Member" means a member of the Association.
  - "Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rules.
  - "Flag Officers of the Club" shall be the Commodore, Vice Commodore and the Rear Commodore.
  - "The Act" means the Associations Incorporation Act 1981.
  - "The Regulations" means regulations under the Act.(ii) In these Rules, a reference to the Secretary of an Association is a reference:
  - (a) where a person holds office under these Rules as Secretary of the Association - to that person; and
  - (b) in any other case, to the public officer of the Association.(iii) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Act Interpretation Act 1958 and the Act as in force from time to time.

### 3. OBJECTS

The objects of the Club shall be the promotion and encouragement of the sport of yachting in general and in particular ocean and bay cruising.

### 4. BURGEE

The Club Burgee shall have a blue ground with a lighthouse depicted near the fly and Yellow flashes in the upper half. Commodores' flags shall be swallow tailed. Vice Commodore's flag white ball in lower quarter, Rear Commodore's flag white balls in lower quarter. Past Commodore's flag white cross in the lower quarters.

### 5. MEMBERSHIP

- (i) Members of the Club shall consist of -
  - (a) Foundation Members
  - (b) (i) Senior Members
  - (ii) Forty Year Members
  - (iii) Senior Concessional Members
  - (iv) Senior Emeritus Members
  - (v) Gold 10 Year Members
  - (c) Junior Members
  - (d) Honorary Members
  - (e) Honorary Life Members
  - (f) Family Members

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- (g) Honorary/Ex-Officio Members
  - (h) Absentee Members
  - (i) Affiliated Members
  - (ii) Categories of Membership -
    - (a) Foundation Members shall consist of those persons who took part in the founding of the Club and were enrolled as Members at the Meeting held on Wednesday, 14<sup>th</sup> November 1962.
    - (b)
      - (i) Senior Members shall consist of those persons who have attained the age of 18 years duly elected.
      - (ii) Forty Year Members, are Senior Members of the Club who have forty years' continuous membership.
      - (iii) Senior Concessional Members are members who are limited in the use of the Club and facilities.
      - (iv) Senior Emeritus Members are Senior Members of the Club who have thirty years' continuous membership, and on application for this class of membership will have their annual subscription limited to \$100.00 per annum
      - (v) Gold 10-Year Members are limited to fifty (50) in total. They shall be made up of Foundation Members, Senior Members, Forty Year Members, and/or Family Members of the Club who upon application to the Committee and due payment of the amount prescribed, shall be granted membership for a period of ten (10) years from the date of Application. No annual subscription will be payable in that ten (10) year period, however, Gold 10 Year Members will be required to contribute to Club Debentures, or Levies if raised in that period. Gold 10-Year Memberships will not be refundable, or transferable in any circumstances.
    - (c) Junior Members shall consist of persons between the age of 12 and 18 years duly elected.
    - (d) A member of a recognised Yacht Club, Class Association or a Member of the Australian Armed Services may be elected an Honorary Member by the Committee, such member shall not be entitled to vote at General Meeting. The duration of the appointment shall not exceed six months. The appointment may be terminated at any time by the Committee.
    - (e) Honorary Life Members shall consist of those persons who have rendered valuable service to the Club and have, upon the recommendation of the Committee constituted by a two thirds majority of votes at a properly constituted General or Special General Meeting.
    - (f) Family Membership shall consist of one or two adults and their children less than 18 years of age, or two adults of the same family unit. A Family Membership will have the equivalent responsibilities and rights, including voting, of one (1) Senior Member, in accordance with these Rules.
    - (g) Honorary Ex-Officio Members shall consist of those persons to whom the privilege of Honorary Ex-Officio is extended by the Committee. Honorary Ex-Officio Members shall consist of the following:-

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- (i) The Federal Member for the Electoral District of Corangamite, or such other electoral district as the Club may be situated from time to time.
  - (ii) The State Members for the Electoral Districts of Bellarine and Geelong, or such other electoral district as the club is situated from time to time.
  - (iii) The Mayor and Councillors of the Borough of Queenscliffe, or such other Borough or council in which the club is situated from time to time.
  - (iv) The President and Chief Executive of the relevant Port Authority.

Honorary and Ex-Officio Honorary Members shall be entitled to all of the privileges of the Club except voting at a meeting, nomination of a candidate for membership or Office, holding any Office or having a yacht registered in the Yacht Register.

- (h) Honorary Life Members shall be entitled to all the privileges of the Club, but shall not be liable to pay any subscription.
- (i) Honorary Life Members shall only be removed from the category of Honorary Life Membership upon the recommendation of the Committee confirmed by a resolution passed with a majority of votes at a properly constituted General or Special Meeting of Members.
- (j) The number of Foundation and Senior Members shall be limited to four hundred provided however that Junior Members eligible to become Senior Members shall not be precluded from Senior Membership by the limit of 500.
- (k) An Absentee Member shall be a Senior Member who, having been a Senior Member for a period of over three (3) years, becomes resident outside the State of Victoria and remains outside the State for a period of not less than (1) year.

Application for Absentee Membership shall be made in writing to the Honorary Secretary.

In addition when an Absentee Member resumes residence in the State of Victoria that member shall resume full membership and pay pro-rata subscription within one (1) month of resuming Victorian residence.

- (i) Absentee Members shall be retained on the Register for a period of five (5) years unless application is received for an extension of this period.
  - (ii) Absentee Members shall be charged a reduced subscription which will entitle them to receive copies of Newsletters but will not entitle them to voting rights.
- (l) Affiliated Members are other Clubs. Upon application and payment of the prescribed fee by the other Club, the members of that other Club may be offered reduced rates and special incentives to encourage them to visit and stay at the QCYC Clubhouse for limited periods. The other Club will be required to be financial in order for their members to take advantages of the benefits. The other Club and their members shall not be entitled to vote at any meeting, nominate a candidate for membership or Office, hold any Office, or have a yacht placed on the Yacht Register.

## 6. ELECTION OF MEMBERS

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- (i) Every candidate for Senior or Junior Membership shall be proposed by a Senior Member, a Forty-Year Member, a Senior Emeritus Member, a Family Member, a Gold 10 Year Member, a Foundation Member, or an Honorary Life Member, who shall apply to the Honorary Secretary for a Nomination form.
  - (ii) Such application in writing shall give the full name, address, age if under 18 years, occupation of the candidate, and any other information the applicant may wish to provide to the Committee. Such application shall be accompanied by a fee set by the General Meeting, and payable by the Proposer. Upon acceptance by the Committee of the application such application fee shall be nonrefundable.
  - (iii) Such application shall be seconded by a Senior Member, a Forty-Year Member, a Senior Emeritus Member, a Family Member, a Gold 10 Year Member, a Foundation Member, or an Honorary Life Member.
  - (iv) A nomination form requiring such information as the Committee may from time to time decide shall be issued to the proponent and, if not completed and returned to the Honorary Secretary within one calendar month from the date of issue, the application for nomination shall be deemed to have lapsed.
  - (v) The Committee may -
    - (a) Make such enquires as it seems fit concerning the suitability of the candidate for membership of the Association.
    - (b) In its absolute and unfettered discretion and without being accountable to the members of the Club as to its reasons for the exercise of such discretion -
      - (i) Refuse such application
      - (ii) Refuse such nomination

## **7. ENTRANCE FEE AND SUBSCRIPTION**

- (i) The entrance fees, the Boat Register fee, the annual Boat Register Fee and Subscription for all categories shall be set at general meetings.
- (ii) Persons elected to membership during the period 1st April to 30th June in any year shall not be required to pay an Annual Subscription or Boat Register Fee during the ensuing Club Financial Year.
- (iii) Members' Annual Fees and Subscriptions shall become due and payable on the first day of July from which date the Club's Financial Year shall commence.
- (iv) Any Member whose Subscription or any other monies due to the Club is or are in arrears for one month and any Member whose obligation to subscribe for or hold Club Debentures has not been fulfilled and who shall have been given not less than one month's notice in writing of his default, but has not remedied the same may at the discretion of the Committee be excluded from the privileges of the Club until the default has been remedied or may be struck off the Register of Members whereupon the person shall cease to be a member and the rights to enjoy or participate in the privileges of the Club shall be absolutely forfeit.

## **8. REGISTER OF MEMBERS**

The Hon. Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of election to membership and the register shall be available for inspection by members at the address of the Hon. Secretary.

## **9. REGISTER OF BOATS**

- (i) The Honorary Secretary shall keep and maintain a record of boats registered with the club which shall contain such information as is required by the Committee from time to time and this register shall be known as the Register of Boats.

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- (ii) Application for registration shall be made on the form prescribed by the Committee and no boat shall be entered on the Register until the Committee has given its approval to such an entry. Approval for entry on the Boat Register shall be at the absolute and unfettered discretion of the Committee.
  - (iii) No member shall be entitled to have more than one boat registered in his/her name.
  - (iv) Where a boat is jointly owned by two or more people, the boat shall not be entered on the Register unless and until all owners are members of the club and one member nominated by all joint owners shall be deemed to be the owner for the purposes of the Boat Register and the nomination shall be in writing, and in such form as the Committee shall determine from time to time.
  - (v) Where a boat listed on the Boat Register is sold or otherwise disposed of and is no longer in the possession of the member, the member shall forthwith notify the Committee of such disposal, and the Committee shall forthwith remove that boat from the Boat Register.
  - (vi) Notwithstanding anything contained in this Rule, the Committee shall in its absolute discretion be entitled to remove a boat from the Boat Register.

## **10. DEBENTURES**

- (i) Any Member requiring repayment or redemption of Debentures held by him, shall request the same in writing addressed to the Honorary Secretary. (Providing that funds exist to make repayment which shall be made in the absolute discretion of the Committee, repayment shall be made in accordance with the Debenture Holder's request or upon such terms as to the Committee may seem fair).
- (ii) The Hon. Secretary shall cause to be kept a Register of Club Debentures which shall record the name and address of each Debenture Holder and the value of the Club Debentures held. All transfers, redemption and repayment of Debentures shall be recorded in the Debenture Register.

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- (iii) The Committee may -
    - (a) With the authority of a resolution of Members raise moneys by the issue of Debentures (under hand of such of the Club's Officers and in such a way as the General Committee think appropriate) and by such other voluntary means as a General Committee within its means as to membership seem appropriate.
    - (b) With the authority of a resolution of the Members give security for any loans or advances to the Club over any of the Club's property or assets.
    - (c) Raise money by such voluntary means as the General Committee in its absolute discretion may approve.

## **11. LEVY**

The Members may in a Special General or Annual General Meeting empower the Committee to impose a Levy on Members and may direct such Levy may be paid in specified instalments.

## **12. RESIGNATION AND EXPULSION OF A MEMBER**

- (i) A Member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by first giving one month's notice in writing to the Hon. Secretary of his intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- (ii) Upon the expiration of a notice given under sub-clause (i), the Hon. Secretary shall make in the Register of Members an entry recording the date on which the member by whom the notice was given, ceased to be a Member.
- (iii) Subject to these rules, the Committee may by resolution -
  - (a) expel a Member from the Association;
  - (b) suspend a Member from membership of the Association for a specified period; or
  - (c) fine a Member in accordance with the Regulations, 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 Association.
- (iv) At a Meeting to consider a resolution made in respect of sub-clause 12(iii)(c)(ii) the Committee shall -
  - (a) give to the Member an opportunity to be heard;
  - (b) give due consideration to any written statement submitted by the Member; and
  - (c) by resolution determine whether to confirm or to revoke the resolution.
- (v) A resolution of the Committee under sub-clause (iii):-
  - (a) does not take effect unless the Committee, at a Meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under sub-clause (iii) confirm the resolution in accordance with this clause; and
  - (b) where the Member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- (vi) Where the Committee passes a resolution under sub-clause (iii) the Hon. Secretary shall, 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 may address the Committee at a Meeting to be held not earlier than 14 days and not later than 28 days after service of the notice.

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- (c) stating the date, place and time of that meeting;
  - (d) informing the Member that he may do one or more of the following:
    - (i) attend that Meeting;
    - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
    - (iii) not later than 24 hours before the date of the meeting, lodge with the Hon- Secretary a notice to the effect that he wishes to appeal to the Association in General Meeting against the resolution.
  - (vii) Where the Hon. Secretary receives a notice under sub-clause 12(vi)(d)(iii) he shall notify the Committee and the Committee shall convene a General Meeting of the Association to be held within 21 days after the date on which the Hon. Secretary received the notice.
  - (viii) At a General Meeting of the Association convened under sub-clause 12(vi)(d)(iii)
    - (a) no business other than the question of the appeal shall be transacted;
    - (b) the Committee may place before the meeting details of the grounds for the resolution and the reason for the passing of the resolution;
    - (c) the Member shall be given an opportunity to be heard; and
    - (d) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
    - (e) If at the General meeting:-
      - (i) a majority of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed, and
      - (ii) in any other case, the resolution is revoked.

## **12A. GRIEVANCE PROCEDURE**

- (i) The Grievance procedure set out in this Rule applies to disputes under these Rules between
  - (a) a member and another member; or
  - (b) a member and the club.
- (ii) The parties to the dispute must meet and discuss the matter in dispute and if possible resolve the dispute in 14 days after the dispute comes to the attention of all of the parties.
- (iii) 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.
- (iv) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) In the case of a dispute between a member and another member, a person appointed by the Committee of the Club; or
    - (ii) 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).
- (v) A member of the Club can be a mediator.
- (vi) The mediator cannot be a member who is a party to the dispute.
- (vii) The parties to the dispute must in good faith attempt to settle the dispute by mediation
- (viii) The mediator in concluding the mediation must:
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and

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- (c) ensure the natural justice is accorded to the parties to the dispute throughout the mediation process.
  - (ix) The mediator must not determine the dispute.
  - (x) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **13. ANNUAL GENERAL MEETING**

- (i) The Association shall convene an Annual General Meeting of its Members prior to the 31<sup>st</sup> October in each calendar year.
- (ii) The Annual General Meeting shall be held on such day as the Committee determines.
- (iii) The Annual General Meeting shall be specified as such in the notice convening it.
- (iv) The ordinary business of the Annual General Meeting shall be -
  - (a) to confirm the business of the last preceding Annual Meeting and of any General Meeting held since that meeting.
  - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year.
  - (c) to elect Officers of the Association and the ordinary Members of the Committee; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (v) The Annual General Meeting may transact special business of which advice is given in accordance with these rules.
- (vi) The Annual General Meeting shall be in addition to any other Special General Meetings that may held in the same year.
- (vii) Notwithstanding the above a Member may submit any matter for general discussion.

### **14. NOTICE OF MOTION**

- (i) Members desiring to bring forward Motions at any Annual General Meeting shall deliver to the Hon. Secretary notice of the same in writing at least 21 days clear before the date of such Meeting.
- (ii) The Hon. Secretary shall forthwith notify Members of the Notice of Motion at least 7 days before the date of the Meeting.

### **15. SPECIAL GENERAL MEETING**

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

- (i) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period;
- (ii) The Committee shall on the requisition in writing of Member representing not less than 5% of the total number of Members, convene a Special General Meeting of the Association.
- (iii) The requisition for a Special General Meeting shall state the objects of the Meeting and shall be signed by the Members making the requisition and shall be sent to the address of the Hon. Secretary and may consist of several documents in like form, each signed by one or more of the Members making the requisition.
- (iv) 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 address of the Hon.

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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.

- (v) A Special General Meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the Meeting shall be refunded by the Association to the persons incurring the expenses.

## **16. NOTICE OF MEETING**

- (i) The Hon. Secretary of the Association shall, at least 14 days before the date fixed for holding a General Meeting of the Association, cause to be sent to each member of the Association at his address appearing in the Register of Members, a notice by pre-paid post, or email, stating the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.
- (ii) No business other than that set out in the Notice convening the Meeting shall be transacted at the Meeting.
- (iii) A Member desiring to bring any business before a Meeting may give notice of that business in writing to the Hon. Secretary who shall include that business in the notice calling the next General meeting after the receipt of the notice.

## **17. PROCEEDINGS AT MEETINGS**

- (i) 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 specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- (ii) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item
- (iii) 10 members personally present (being members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (iv) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall be a quorum
- (v) The commodore, or in his absence, the Vice Commodore, or if both absent, the Rear Commodore shall chair the General Meeting of the Association.
- (vi) The Chair of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (vii) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting. Except as provided in sub-clauses (i) and (ii), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

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

(ix) (1) Upon any question arising at General Meeting of the Association, a member has one vote only.

(2) All votes shall be given personally or by proxy.

(3) In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.

(x) (1) If at a meeting a poll on any question is demanded by not less than one quarter of members present, it shall be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

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

**18.** A member is not entitled to vote at any General Meeting unless all moneys due and payable by him to the Association have been paid, including the amount of the Annual Subscription payable in respect of the current financial year.

**19.** (i) Each member shall be entitled to appoint another member as his proxy by notice given to the Hon. Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(ii) The notice appointing the proxy shall be in the form set out in Appendix 2.

## **20 CONSTITUTION AND RESOLUTIONS BINDING ALL MEMBERS**

Upon becoming a member of the Club a person shall be deemed to know the contents of the Club's Constitution and shall be bound thereby and by the terms of all resolutions passed at any Special General or Annual General Meetings whether the member shall have been present at such Meetings or not.

## **21. COMMITTEE OF MANAGEMENT**

(i) The affairs of the Association shall be managed by a Committee of Management constituted as provided in 23.

(ii) The Committee:

(a) shall control and manage the business and affairs of the Association;

(b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by the Association other than those powers and functions that are required by these rules to be exercised by Special General Meetings of the members of the Association; and

(c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

**22.** (i) The Officers of the Association shall be: -

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- (a) Commodore
  - (b) Vice Commodore
  - (c) Rear Commodore
  - (d) Honorary Treasurer
  - (e) and Honorary Secretary.
- (ii) The provisions of Rule 24, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the Offices mentioned in sub-clause (i)
  - (iii) Each Officer of the Association shall hold Office until the Annual General Meeting next after the date of his election but is eligible for re-election.
  - (iv) In the event of a casual vacancy in any Office referred to in sub-clause (i), the Committee may appoint one of its members to the vacant Office and the member so appointed may continue in Office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.
- 23.**
- (i) Subject to section 23 of the Act, the Committee shall consist of-
    - (a) the Officers of the Association and
    - (b) 6 ordinary Members - each of whom shall be elected at the Annual General Meeting of the Association in each year and who shall be elected by a class of members that constitutes not less than 60% of the total membership including temporary or honorary members.
  - (ii) Each ordinary member of the Committee shall, subject to these rules, hold office until the Annual General Meeting next after the date of his/her election but is eligible for re-election.
  - (iii) In the event of a casual vacancy occurring in the Office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold Office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of his appointment
  - (iv) The Retiring Commodore shall be an ex-officio Member of the Committee for a period of 12 months following his retirement. He shall be known as Immediate Past Commodore.
  - (v) The Flag Officers of the Club and at least three members of the Committee shall be owners of boats on the Club Boat Register.

**24. CONDUCTING OF ELECTION OF OFFICE BEARERS AND COMMITTEE**

Elections shall be conducted in the following manner:-

- (i) Nominations, in writing, signed by any two members entitled to vote, and by the candidate, all of whom must be financial members shall be lodged with the Hon. Secretary not less than 21 days prior to the Annual General Meeting. The Hon. Secretary shall forthwith post, or email, a list of all nominations to all members at least 14 days prior to the elections.
- (ii) The Annual General Meeting shall appoint three scrutineers.
- (iii) The ballot papers shall be obtainable from the Hon. Secretary and he shall before voting commences prepare a list of members entitled to vote.
- (iv) As each ballot paper is issued by the Hon. Secretary he shall cross off the name of the member receiving it and he shall hand the list of voters to the scrutineers who shall verify that the ballot box contains the correct number of papers and as soon as possible certify to the Chairman the result of the ballot.
- (v) Should any member be unable to be present to vote he may apply to the Hon. Secretary for a postal vote. A ballot paper with an envelope shall be posted to such

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member and after completion and sealing it shall be returned to the Hon. Secretary before the meeting opens.

- (vi) The Hon. Secretary shall cross off the member's name from the list of those entitled to vote and place the envelope in the ballot box. It shall be opened only by the Scrutineers.
- (vii) In the event of there being insufficient nominations for Office as aforesaid those nominated shall be declared elected and the vacancies shall be filled as the Committee decides.
- (viii) Provided always that any vacancy occurring in the Committee may be filled by the appointment by the remaining members of the Committee of any qualified member of the Club. Any member so appointed shall retire at the next Annual General Meeting, but shall be eligible for re-election. In the event of a vacancy occurring in Flag Office the next in seniority shall be appointed to the vacant Office.

## **25. PROCEEDINGS OF COMMITTEE**

- (i) The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
- (ii) Special meetings of the Committee may be convened by the Commodore or by any 4 of the members of the Committee.
- (iii) Notice shall 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 shall be transacted at such a meeting
- (iv) No business shall 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 shall stand Adjourned,
- (v) At Meetings of the Committee.
  - (a) The Commodore, or in his absence, the Vice Commodore shall preside, or
  - (b) if the Commodore and the Vice Commodore are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (vi) Questions arising at a Meeting of the Committee or of any sub-Committee appointed by the Committee shall be determined in a show of hands, or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (vii) Each member present at a Meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote, and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (viii) Written notice of each Committee Meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post, or email, addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
- (ix) Subject to sub-clause (iv) the Committee may act notwithstanding any vacancy on the Committee,
- (x) A resolution in writing signed by all Committee members shall be as valid and effective as if it had been passed at a committee meeting duly convened.

## **26. QUORUM**

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At all Committee Meetings five members present shall form a quorum. When a Committee Meeting lapses for want of a quorum the Hon. Secretary shall convene a second meeting within 14 days thereof whereat the business of the lapsed meeting may be transacted.

**27. SECRETARY**

The Honorary Secretary of the Association shall keep Minutes of the resolutions and proceedings of each Special General or Annual 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.

**28. TREASURER**

- (i) The Honorary Treasurer of the Association-
  - (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (ii) The accounts and books referred to in sub-clause (i) shall be available for inspection by the Committee.

**29. (i) HONORARY AUDITOR**

An Honorary Auditor shall be appointed by the members at the Annual General Meeting to remain in Office until he resigns, dies, or is removed from Office. The Honorary Auditor shall only be removed from Office by a resolution of the members at the Annual General or a Special General Meeting. No Member of Committee shall act as Honorary Auditor. The Auditor during the term of Office shall have power to carry out a special audit of the Club's account.

**(ii) HONORARY SOLICITOR**

An Honorary Solicitor shall be appointed by the members at the Annual General Meeting to remain in Office until he resigns, dies, or is removed from Office. The Honorary Solicitor shall only be removed from Office by a resolution of the members at the Annual General or a Special General Meeting. No Member of Committee shall act as Honorary Solicitor.

**30. REMOVAL OF MEMBER OF COMMITTEE**

- (i) The Association in Special General Meeting may by resolution remove any member of the Committee before the expiration of his term of Office and appoint another member in his stead to hold Office until the expiration of the term of the first-mentioned member.
- (ii) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Hon. Secretary or Commodore of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Hon. Secretary or the Commodore may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the Meeting.

**31. FINANCE**

- (i) The Committee shall open a Bank Account into which all moneys received on behalf of the Club shall be paid and from which all accounts shall be paid.

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- (ii) All cheques on behalf of the Club shall be signed by two persons each of whom shall be a Flag Officer, the Hon. Treasurer or the Hon. Secretary.
  - (iii) The Club shall be a non-profit organisation as notwithstanding anything herein contained to the contrary shall be prohibited from making any distribution to its members whether in money or specie or property or otherwise.
  - (iv) The Committee may at its discretion invest the Club's surplus moneys in any of the following:-
    - (a) any Authorised Trustee Investment in the State of Victoria
    - (b) on Fixed Deposit with my authorised Bank in Victoria
    - (c) in Shares, Debentures, Unsecured Notes or on deposit with any Company listed on the Stock Exchange of Melbourne Ltd.
  - (v) The income and property of the club whencesoever derived, shall be applied solely towards the promotion of the objects of the club, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividends, bonus or otherwise whosoever by way of profit or gain to the individual Members of the Club. Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant or to any Member of the club in return for any services actually rendered to the Club, nor prevent the payment for out of pocket expenses, interest on money lent or reasonable and proper rent for premises demised or let by any officer or servant of the Club or Member of the Club.
  - (vii)
    - (a) No visitors shall be allowed on the Club premises unless introduced and accompanied by a Senior Member who shall remain with and be responsible for such visitor until the later leaves the premises, and shall not be supplied with liquor in the Club premises unless in the company of a Member of the Club.
    - (b) A visitor being introduced to the Club is to have his/her name immediately entered in the Visitors' Book by the member introducing such visitor with the date of arrival. If staying aboard a boat overnight the date of departure shall also be entered in the visitors' book.

### **32. SEAL**

- (i) The Common Seal of the Association shall be kept in the custody of the Hon. Secretary.
- (ii) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

### **33. ALTERATION OF RULES AND STATEMENT OF PURPOSES**

These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

### **34. NOTICES**

- (i) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post, or email, to the member at his address shown in the Register of Members.
- (ii) Where a document is properly addressed pre-paid and posted, or emailed, to a person deemed to have been served to the person at the time at which the letter would have been delivered in the ordinary course of post, or email respectively.

### **35. WINDING UP OR CANCELLATION**

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If upon the winding-up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Club, but shall be given or transferred to some other institution having purposes similar to the purposes of the Club and which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as it imposed in the Club, such organisation to be determined by the Members of the Club at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Victoria as may have, or acquire jurisdiction in the matter.

**36. CUSTODY OF RECORDS**

Except as otherwise provided in these rules, the Hon- Secretary shall keep in his custody or under his control all books, documents and securities of the Association.

**37. SUB-COMMITTEES**

- (i) Sub-Committees shall be appointed by the General Committee as and when it becomes necessary or desirable to do so. At least one member of General Committee shall be appointed to each sub-committee.
- (ii) Each sub-committee shall appoint its own Chair.