

RULES

Royal Yacht Club of Victoria
Incorporated

Registered No. A0015738R

RULES

of the

Royal Yacht Club of Victoria
Incorporated

INSTITUTED MAY, 1853
Incorporated 1988

WILLIAMSTOWN
VICTORIA

(From the "Victorian Government Gazette" of 25th April, 1873)

(L.S.) By the Commissioners tor executing the Office of Lord High Admiral of the United Kingdom of Great Britain and Ireland, etc.

WHEREAS we deem it expedient that the Vessels belonging to the VICTORIA YACHT CLUB shall be permitted to wear the Blue Ensign of the Colony of Victoria, with the distinguishing marks of the Club on the Burgee only: We do hereby, by the power and authority vested in us, warrant and authorise the Blue Ensign of the Colony of Victoria, with the distinguishing marks of the Club in the Burgee, to be worn on board the respective vessels of the VICTORIA YACHT CLUB accordingly.

Given under our hands and seal of the Office of Admiralty this fourteenth day of February, 1873.

J. BEAUCHAMP SEYMOUR

CAMPERDOWN

By command of their Lordships.

ROBERT HALL

(From the "Victorian Government Gazette" of 29th October, 1887)

(L.S.) By the Commissioners for executing the Office of Lord High Admiral of the United Kingdom of Great Britain and Ireland, etc.

WHEREAS we deem it expedient that the Vessels belonging to the ROYAL YACHT CLUB OF VICTORIA shall be permitted to wear the Blue Ensign of Her Majesty's Navy, with a crown on the Burgee only: We do hereby, by the power and authority vested in us, warrant and authorise the Blue Ensign of Her Majesty's Navy, with a crown on the Burgee, to be worn on board the respective vessels of the ROYAL YACHT CLUB OF VICTORIA accordingly.

Given under our hands and seal of the Office of Admiralty this sixteenth day of August, 1886.

W. GRAHAM

CHARLES BERESFORD

By command of their Lordships.

R. D. AWDRY

BURGEE

By Admiralty Warrant of date 16th August, 1886, the privilege of wearing the Blue Ensign of Her Majesty's Navy with the Club Burgee has been extended to the Yachts of this Club, but notwithstanding this general authority, no Yacht can fly the Blue Ensign unless she has a specific warrant from the Admiralty authorising her to do so; and no warrant will be issued by the Admiralty unless the Yacht be registered under the Merchant Shipping Act.[1]

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Rules

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

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

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Royal Yacht Club of Victoria Incorporated".

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

The purposes of the Association are— to encourage and foster the sport of yachting, yacht racing and yacht sailing in every respect and by any means (including the promotion of regattas and the giving of prizes) and to provide and maintain from the joint funds of the Club facilities and accommodation for the Members of the Club and their guests (including facilities for the care, maintenance and supervision of yachts of Members) and the doing of all things incidental to or not inconsistent with the foregoing..

3 Financial year

The financial year of the Association is each period of 12 months ending on 31 May.

4 Definitions

(1) 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);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

Club and Association mean the Royal Yacht Club of Victoria Inc.;

Committee means the General Committee having management of the business of the Association. Other committees and subcommittees of the Association shall be referred to by their specific title;

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;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

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

general meeting means a general meeting of the members of the Association 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 Association;

member entitled to vote means a member who under rule 13(2) is entitled to vote generally at a general meeting (unless otherwise stated it does not include a member who is only entitled to vote in the election of office bearers);

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;

the Registrar means the Registrar of Incorporated Associations.

(2)Interpretation of Rules

(a)The meaning of words, terms, expressions and definitions contained in these rules shall be the same as meanings of words, terms, expressions and definitions contained in the Act except where the context requires otherwise.

(b)Unless the context otherwise requires words importing the masculine gender include the feminine and words in the singular include the plural and words in the plural include the singular.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

(1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting subrule (1), the Association 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 Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

(1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Subrule (1) does not prevent the Association 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

(1) The Association must have at least 5 members.

(2) The Committee may limit the number of members and the number of members of each category.

8 Who is eligible to be a member

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

9 Application for membership

(1) To apply to become a member of the Association, a person must submit a written application to the Committee in the form approved by the Committee stating that the person—

(a) wishes to become a member of the Association; and

(b) supports the purposes of the Association; and

(c) agrees to comply with these Rules.

(2) The application—

(a) must be signed by the applicant; and

(b) must be signed by a Proposer and a Seconder. The Proposer and Seconder must both be a Senior Member, Young Senior Member or Sailing Member of at least 2 years standing; and

(b) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Association under rule 12(2).

(3) Notice of the application shall be displayed on a Notice Board conspicuously placed in the Club premises for a period of not less than 14 days prior to acceptance of the application by the Committee.

10 Consideration of application

(1) As soon as practicable after an application for membership is received, the Committee must decide by resolutionwhether to accept or reject the application.

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

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

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

(5) An application for membership shall not be approved if the election of that person as a member would result in the percentage of all Members of categories entitled to vote generally at an Annual General Meeting being less than 60 per cent of the total membership of the Club excluding Honorary Members and Day Members.

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, enter the name and address of the new member, and the date of becoming a member, in the register of members.

(2) A person becomes a member of the Association and, subject to rule 13(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) Subscription

(a) The annual subscription for the various categories of membership shall be fixed by a General Meeting of the Members and shall become due and payable at such time and on such terms (including requiring payment in full or by instalments) as the Committee in its absolute discretion, directs. In the absence of such a direction by the Committee by 1 June, the annual subscription as fixed by a General Meeting of Members shall become due and payable on 1 June.

(b) Should a General Meeting of the Members fail, in respect of any financial year, to fix the annual subscriptions, then the annual subscription (inclusive of GST) for that financial year shall be, for each category of membership, the annual subscription for the respective category of membership in the preceding financial year increased by the increase in the Consumer Price Index for Melbourne All Groups in the preceding twelve-month period.

(c) In the case of a Senior Member who has been such a Member continuously for at least 25 years, the Committee may in its absolute discretion upon having satisfied itself that the Senior Member is

suffering actual financial hardship reduce the annual subscription for the Senior Member to such amount as it thinks fit for such period as the Committee deems appropriate.

(2) Entrance Fee

Unless provided to the contrary by these Rules, the Committee may from time to time determine entrance fees payable when a person is accepted as a Senior Member, Young Senior Member, Sailing Member, Family Member, Country Member or Associate Member of the Club. The Committee may if it thinks fit waive wholly or in part an entrance fee or allow it to be paid by instalments.

(3) Capital Recovery Charge

The General Committee may determine a capital recovery charge which shall be payable by a Senior Member, or Young Senior Member, upon the completion of a successful application for inclusion of a yacht on the Yacht Register and the subsequent allocation of a marina pen or hardstand storage position except that no capital recovery charge shall be payable by a Member who was the owner of a yacht on the Yacht Register before 1st June 2010.

(4) Calls

Unless provided to the contrary by these Rules, a Member shall be liable to pay a call made pursuant to a resolution carried at a General Meeting of Members called (inter alia) for that purpose.

(5) Subscription and other money overdue

(a) A Member failing to pay an annual subscription or any instalment thereof within 30 days of the due date or failing to pay any money due to the Club within 30 days of the Member being notified that the same is due and payable may without prejudice to his membership be by resolution of the Committee suspended from all of the privileges of the Club until the amount payable has been paid.

(b) If an annual subscription or any instalment thereof of a Member shall remain unpaid for more than 60 days after becoming due and payable the Member shall cease to be a Member and his name shall be struck off the List of Members.

(c) If any other money due and payable by a Member shall remain unpaid for more than 60 days after becoming due and payable, unless the non payment be explained to the satisfaction of the Committee, the Member may by resolution of the Committee be struck off the List of Members and thereupon the Member shall cease to be a Member and shall not enjoy the privileges of the Club.

(6) Posting of Member in Arrear

At the close of each financial year of the Club the name of a Member past or present who has not paid an annual subscription for the financial year of the Club then ended or any other money which shall have been overdue for a period of 3 months may be posted on the Notice Board or a Notice Board for that purpose, and shall remain so posted until the amount due from him shall be paid, or until otherwise decided by the committee.

(7) Recovery of Money

All entrance fees, subscriptions, calls, fines, slipway fees, locker fees, dinghy storage fees, race entry fees, and all moneys due to the Club for the value of goods or articles belonging to the Club supplied to a Member for his own use, or removed, broken or damaged by him, or for services rendered by or on behalf of the Club or due to the Club on any other account whatsoever shall be a debt or debts due to the Club, and shall be recoverable from a Member who shall have retired or shall have ceased for any cause to be a Member, if payable or due or accrued prior to his retiring or ceasing to be a Member, and nothing in these Rules shall relieve or be deemed to relieve him from liability for payment of the same.

13 General rights of members

(1) A member of the Association 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 Association as provided under rule 75; and

(f) to inspect the register of members.

(2) A member is entitled to vote if—

(a) the member is a member in a category which is stated to be entitled to vote in the table to rule 14; and

(b) more than 10 business days have passed since he or she became a member of the Association; and

(c) the member's membership rights are not suspended for any reason; and

(d) all annual subscriptions, including all instalments thereof, due and payable for the current financial year or in respect of any previous financial year have been paid prior to the commencement of the relevant meeting.

14 Categories of Membership

(1) The categories of membership of the Association and the respective rights of the members in each category are as follows:

Category	**Requirement**	**Voting generally**	**Nomination of candidate for office**	**Voting in election of office bearers**	**Eligible to hold office**	**Yacht on register**	**Car Parking**	**Participate in sailing activities from the Club**
Senior Member	Over age 35 years. See Appendix A 1.1	Y	Y	Y	Y	Y	Y	Y
Young Senior Member	Between age 18 and 35 years. See Appendix A1.2	Y	Y	Y	Y	Y	Y	Y
Family Member	See Appendix A1.3	Y	N	Y	N	N	Y	Y
Sailing Member	Over age 18 years. See Appendix A1.4	N	Y	Y	N	N	N	Y
Junior Member	Under age 18 years. See Appendix A1.5	N	N	N	N	N (other than cadet dinghy or training yacht approved by Committee	N	Y
Honorary Life Member	See Appendix A 1.6	Y	Y	Y	Y	Y	Y	Y
Honorary Member	See Appendix A 1.7	N	N	N	N	N	Y	N
Social Member	Over age 18 years. See Appendix A 1.8	N	N	N	N	N	N	N
Non-Active Member	See Appendix A 1.9	N	N	N	N	N	N	Y
Life Member	See	Y	Y	Y	Y	Y	Y	Y

	Appendix A1.10							
Absentee Member	See Appendix A1.11	N	N	N	N	N Absentee Register only	N	Y
Special Member	See Appendix A1.12	N	N	N	N	N	Y	Y
Day Member.	See Appendix A 1.13	N	N	N	N	N	N	Y
Country Member	See Appendix A1.14	N	Y	Y	Y	N Absentee Register Only	Y	Y

(2) A description of the respective rights of the members in each category are set out in Appendix A.

15 Rights not transferable

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

16 Ceasing and changing membership

(1) The membership of a person ceases on resignation, expulsion or death.

(2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

(3) An Honorary Life Member may be removed from the register of Honorary Life Members on the recommendation of the Committee, supported by the vote of a majority of the Members present at a General Meeting in respect of which due notice of intention to deal with the matter has been given. In such case the Honorary Life Member shall revert to the same position in relation to membership of the Club as he held prior to his election as an Honorary Life Member.

(4)Changing Membership Category

A member of a particular membership category may at any time apply in writing to the Committee to be a member of a different membership category or to suspend the member's membership. The Committee may from time to time make By-laws relating to changing of membership category or suspending membership.

17 Resigning as a member

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

Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

(2) A member is taken to have resigned if—

(a) the member's annual subscription is more than 6 months in arrears; or

(b) where no annual subscription is payable—

(i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and

(ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

18 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) the category of membership;

(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 and free of charge, 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

19 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

(a) has failed to comply with these Rules or A By-Law under these rules; or

(b) refuses to support the purposes of the Association; or

(c) has engaged in conduct prejudicial to the Association.

20 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 Association or anyone else; but

(b) must not be biased against, or in favour of, the member concerned.

21 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 Association 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 intends to 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 23.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of subcommittee

(1) At the disciplinary meeting, the disciplinary subcommittee must—

(a) give the member an opportunity to be heard; and

(b) 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; or

(b) subject to subrule (3)—

(i) reprimand the member; or

(ii) suspend the membership rights of the member for a specified period; or

(iii) expel the member from the Association; or

(iv) fine the member.

(3) The disciplinary subcommittee may not fine the member unless the fine has been approved by the Committee.

(3A) The disciplinary subcommittee shall give notice of its decision to the Secretary, who shall:

(a) give notice to the member of the decision of the disciplinary subcommittee;

(b) report the decision to the next meeting of the Committee.

(4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after notice of the decision of the disciplinary subcommittee has been given to the member.

23 Appeal rights

(1) A person whose membership rights have been suspended or who has been expelled from the Association or has been fined under rule 22 may give notice to the effect that he or she wishes to appeal against the decision of the disciplinary subcommittee.

(2) The notice must be in writing and given—

to the Secretary not later than 7 days after notice of the decision has been given to the member.

(3) If a person has given notice under subrule (2), a general meeting of the Association (the disciplinary appeal meeting) must be convened by the Committee as soon as practicable, but in any event not later than 30 days, after the notice is received.

(4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—

(a) specify the date, time and place of the meeting; and

(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 of the disciplinary subcommittee should be upheld or revoked.

24 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 the decision of the disciplinary subcommittee and the reasons for taking that action; and

(c) the person whose membership has been suspended or who has been expelled or fined 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 of the disciplinary subcommittee should be upheld or revoked.

(3) A member may not vote by proxy at the meeting.

(4) The decision is upheld if not less than one half of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 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 Association.

(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.

26 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.

27 Appointment of mediator

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, 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 Association—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 Association but in any case must not be a person who—

(a) has a personal interest in the dispute; or

(b) is biased in favour of or against any party.

28 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.

29 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 ASSOCIATION

30 Annual general meetings

(1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

(2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.

(3) The Committee may determine the date, time and place of the annual general meeting.

(4) 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 Association during the preceding financial year; and

(ii) the financial statements of the Association 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;

(d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.

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

31 Special general meetings

(1) Any general meeting of the Association, 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 33 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 33 and the majority of members at the meeting agree.

32 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:

(a) at least ten (10) members; or

(b) a Flag Officer.

(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 Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 Notice of general meetings

(1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—

(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; and

(d) comply with rule 34(5).

(3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 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) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

(5) Notice of a general meeting given to a member under rule 33 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.

(6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

(7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35 Use of technology

(1) Subject to approval by the Committee in accordance with subrule (3), a member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology as determined by the Committee 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.

(3) The Committee shall resolve whether to allow members to participate in the meeting by the use of technology and the form of that technology. If the Committee does resolve to allow members to participate in the meeting by the use of technology, notice of the general meeting given to a member under rule 33 must—

(a) state that the Committee has resolved to allow members to participate in the meeting by the use of technology; and

(b) include a description of how members may participate in the meeting by the use of technology.

36 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 35) of 25 members entitled to vote.

(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 32—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 32.

(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 meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37 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 meeting must be given in accordance with rule 33.

38 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 24.

39 Special resolutions

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 Association.

40 Determining whether resolution carried

(1) Subject to subsection (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 three 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.

41 Minutes of general meeting

(1) The Committee must ensure that minutes are taken and kept 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) proxy forms given to the Chairperson of the meeting under rule 34(6); and

(c) the financial statements submitted to the members in accordance with rule 30(4)(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 Association; 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

42 Role and powers

(1) The business of the Association must be managed by or under the direction of a Committee.

(2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

(3) The Committee may—

(a) appoint and remove staff;

(b) establish subcommittees consisting of members with terms of reference it considers appropriate;

(c) The Committee may make By-laws and Regulations as it considers appropriate for the purposes of the Club which are not inconsistent with these Rules. The Committee may impose and enforce fines and penalties for breach of the Rules, By-laws or Regulations. The By-laws and Regulations shall have the same force and effect as these Rules except to the extent of any inconsistency in which case these Rules shall prevail. Any new By-law or Regulation or any amendment thereto shall be displayed on a notice board in a conspicuous location in the Club premises for not less than 14 days before it becomes effective.

(4) The sanction of a general meeting of the members of the Association must be obtained before the Committee exercises the power to:

(a) borrow money;

(b) issue debentures;

(c) give security over any property of the Club;

(d) grant or accept leases of any land or buildings being the property of the Club for a term exceeding 3 years; or

(e) do anything else which extends the liabilities of the Club beyond the assets and estimated revenue of the Club.

43 Delegation

(1) The Committee may delegate to a member of the Committee, 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

44 Office Bearers and Composition of Committee

(a) The Office-Bearers of the Association shall be

(1)Commodore-in-Chief (who shall be of Vice Regal Rank).

(2)Commodore

(3)Vice Commodore

(4)Rear Commodore

(5)Club Captain

(6)Treasurer

(7)Secretary

(8) Six(6) Ordinary Members of Committee (of whom at least 2 shall be active yachtsmen)

(b) The Office-Bearers (except the Commodore-in-Chief) shall form the Committee of the Club.

(c) The Commodore-in-Chief, Commodore, Vice Commodore and Rear Commodore shall be designated Flag Officers.

(d) Flag Officers (except for the Commodore-in-Chief) must be the owner or part owner of a yacht registered in the Yacht Register.

(e) **Commodore-in-Chief**

The Commodore-in-Chief shall if ready and willing to act take command of the Club Squadron, and shall preside at a Meeting at which he shall be present, and at such Meeting shall have the same rights of voting as any other Chairman under these Rules.

(f) **Commodore**

The Commodore shall, in the absence of the Commodore-in-Chief take command of the Club Squadron.

(g) **Vice-Commodore**

The Vice-Commodore shall, assist the Commodore-in-Chief and the Commodore in the discharge of their duties, and should both these officers not be present, to officiate in their stead.

(h) **Rear-Commodore**

The Rear-Commodore shall assist the Commodore-in-Chief, the Commodore and the Vice-Commodore in the discharge of their duties, and should these officers not be present, to officiate in their stead.

(i) **Club Captain**

Subject to any directions of any of the Flag Officers, the Club Captain shall assist the Flag Officer in charge of a Sailing Committee in the organisation and conduct of the sailing activities of the Club and in his absence to deputise for him. The Club Captain shall also when required so to do act as a representative of the Club on or in conference with other yachting bodies but shall in all respects rank junior to a Flag Officer though in priority to other members of the Committee.

(j) **Admiral**

At a General Meeting of the Club a member of the Royal family may be appointed Admiral of the Club and shall hold the office for such period not being less than 12 months as shall be decided at the time of his or her appointment or thereafter. The Admiral appointed shall be ex-officio an Honorary Member and a Flag Officer ranking above all other Flag Officers and, notwithstanding anything in these Rules, shall (if present and willing) whilst afloat take command of the Club Squadron but shall not be a member-of the Committee or take part in the management of the business and affairs of the Club.

(k) **Retiring Commodore ex-officio**

In addition to the members of Committee, a retiring Commodore shall be ex-officio a member of the Committee during the year following his retirement, provided he shall have been elected Commodore by the Members at an Annual General Meeting.

45 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 Association 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 Association; 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 Association.

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.

46 Commodore, Vice-Commodore and Rear 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 and the Vice-Commodore and 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.

47 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 18; and

(b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; 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.

48 Treasurer

(1) The Treasurer must—

(a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

(b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and

(c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and

(d) ensure cheques are signed by at least 2 committee members.

(2) The Treasurer must—

(a) ensure that the financial records of the Association are kept in accordance with the Act; and

(b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.

(3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office

49 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; and

(b) is entitled to vote generally at a general meeting.

50 Positions to be declared vacant

(1) This rule applies to—

(a) the first annual general meeting of the Association after its incorporation; or

(b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

(2) Except as provided in rule 55, the Chairperson of the meeting must declare all positions on the Committee and of Office-Bearers vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

(1) A candidate for the position of Office-Bearer, Professional Officer or Auditor shall be nominated in writing by two members who are eligible to nominate a candidate for office. A nomination shall be delivered to the Secretary not less than 15 days immediately prior to the date of the Annual General Meeting, and the name of the candidate shall be posted on the Notice Board for at least 14 days immediately prior to the date of the Annual General Meeting. A retiring Office-Bearer, Professional Officer and Auditor shall be eligible for re-election.

(2) If there are insufficient nominations for a position, the Chairperson of the meeting must call for nominations to fill that position. An eligible member of the Association may—

(a) nominate himself or herself; or

(b) with the member's consent, be nominated by another member.

(3) A member who is nominated for a position and fails to be elected to that position may be nominated at the meeting for any other position for which an election is yet to be held.

52 Election of Office-Bearers

(1) At the annual general meeting, separate elections must be held for each of the following positions—

(a)Commodore

(b)Vice Commodore

(c)Rear Commodore

(d)Club Captain

(e)Treasurer

(f)Secretary

(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 54.

(4) On his or her election, the new Commodore may take over as Chairperson of the meeting.

53 Election of ordinary Committee members

(1) A single election may be held to fill the positions of ordinary committee members.

(2) 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.

(3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

53A Professional Officers and Auditor

(1) At the annual general meeting, the following positions shall be appointed from the members:

a. Honorary Solicitor;

b. Honorary Architect;

c. one or two Honorary Yacht Measurers.

(2) At the annual general meeting, an Auditor shall be appointed. The Auditor is not required to be a Member. An Office-Bearer is not eligible to be appointed Auditor.

54 Ballot

(1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

(2) The returning officer must not be a member nominated for the position.

(3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.

(4) The election must be by secret ballot.

(5) The returning officer must give a blank piece of paper to—

(a) each member present in person; and

(b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

(6) If the ballot is for a single position, the voter must write or mark on the ballot paper the name of the candidate for whom they wish to vote.

(7) If the ballot is for more than one position—

(a) the voter must write or mark on the ballot paper the name of each candidate for whom they wish to vote;

(b) the voter must not write or mark the names of more candidates than the number to be elected.

(8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.

(9) Each ballot paper on which the name of a candidate has been written or marked counts as one vote for that candidate.

(10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

(11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—

(a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

(12) Postal Ballot

A Member entitled to vote in the election of office bearers may on written application to the Secretary obtain a postal ballot paper (in such form as the Committee shall from time to time determine) for an election of Office-Bearers, Professional Officers or Auditors to be held on a date not more than 1 month after such application. A postal ballot paper shall not be issued unless:

(a) the applicant has paid the annual subscription for the then current financial year of the Club; and

(b) the application is received by the Secretary not less than 48 hours before the time fixed for the **commencement of the meeting at which such election is to take place.**

(13) The Member to whom the postal ballot paper is issued shall personally mark the paper and shall lodge the paper with the Secretary either by personally handing or by posting it to the Secretary. A postal ballot paper which is not lodged in accordance with this rule and received by the Secretary at least one hour before the commencement of the meeting shall be disregarded. A Member to whom a postal ballot paper has been issued shall not vote personally or by proxy at an election for which the postal ballot paper has been issued.

55 Term of office

(1) Subject to subrule (1A) and subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.

(1A) Ordinary members of the Committee shall be elected for a two year term expiring at the second Annual General Meeting following their election.

(2) A committee member may be re-elected.

(3) A general meeting of the Association may—

(a) by special resolution remove a committee member from office; and

(b)elect an eligible member of the Association to fill the vacant position in accordance with this Division.

(4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or Commodore of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

(5) The Secretary or the Commodore may give a copy of the representations to each member of the Association 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.

56 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 Association; or

(b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or

(c) 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.

57 Filling casual vacancies

(1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—

(a) has become vacant under rule 56; 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 55 applies to any committee member appointed by the Committee under subrule (1) or (2) and such Committee Member holds office until the next Annual General Meeting after appointment, but is eligible for re-election."

(4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

58 Meetings of Committee

(1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.

(2) 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 Association at which the members of the Committee were elected.

(3) Special committee meetings may be convened by the Commodore or by any 4 members of the Committee.

59 Notice of meetings

(1) Notice of each committee meeting must be given to each committee member no later than 7 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.

60 Urgent meetings

(1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 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.

61 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.

62 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.

63 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 62) of a majority of the committee members holding office.

(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 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 59.

64 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.

65 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 Association is established; or

(b) that the member has in common with all, or a substantial proportion of, the members of the Association.

66 Minutes of meeting

(1) The Committee must ensure that minutes are taken and kept 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 65.

67 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.

PART 6—FINANCIAL MATTERS

68 Source of funds

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

69 Management of funds

(1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.

(3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (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.

(5) All funds of the Association must be deposited into the financial account of the Association 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.

70 Financial records

(1) The Association 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 Association 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.

71 Financial statements

(1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association 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 Association;

(e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72 Common seal

(1) The Association may have a common seal.

(2) If the Association has a common seal—

(a) the name of the Association 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.

73 Registered address

The registered address of the Association 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.

74 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) Subrule (1) does not apply to notice given under rule 60.

(3) Any notice required to be given to the Association or the Committee may be given—

(a) by handing the notice to a member of the Committee; 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 Association or the Secretary; or

(ii) by facsimile transmission to the facsimile number of the Association.

75 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 document of the Association, including minutes of Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

(2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

(3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

(4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(5) 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 Association 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 Association.

76 Winding up and cancellation

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

(2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

(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 Association 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.

77 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

Appendix A

Membership Categories

1.1. Senior Member

A Member over the age of 35 years and not hereinafter otherwise defined shall be deemed a Senior Member. A Senior Member shall be entitled to all of the privileges of the Club.

1.2. Young Senior Member

A Member between the age of 18 and 35 years (inclusive) and not hereinafter otherwise defined shall be deemed a Young Senior Member. A Young Senior Member shall be entitled to all of the privileges of the Club.

1.3. Family Membership

A person who:

(a) is the spouse or permanent companion of a Senior member or Young Senior and is living at the same address as the Senior Member or Young Senior; and/or

(b) is a dependent of a Senior member or Young Senior Member and is under the age of 18 years; may be elected as Family Members.
Upon election as a Family Member and payment of the annual subscription provided for by these Rules, a Family Member over the age of 18 shall enjoy all the privileges of a Senior member save that a Family Member shall not be eligible to hold any office referred to in Rules 52 and 53 **,** or to nominate another member for such office. A Family member under the age of 18 years shall enjoy the same rights and privileges as the category of Junior Member.

A Family Member shall be deemed to have resigned as a Family Member immediately upon that person;

(c) ceasing to be the spouse or permanent companion of a Senior Member or Young Senior Member or ceasing to reside at the Senior Member's or Young Senior Member's address; or

(d) ceasing to be a dependent or reaching the age of 18 years.

1.4. Sailing Member

A person who is over the age of 18 years may be elected as a Sailing Member. A Sailing Member shall be entitled to all of the privileges of a Senior Member except that a Sailing Member shall not:

●have the right to vote at General Meetings or Special General Meetings of the members of the Club, other than the right to participate in the election of members of the General Committee.

●have the right to be nominated for or elected or appointed as an Office Bearer of the Club;

●have the right to have a yacht registered on the Yacht Register. or

●have the right to park a car on the club grounds.

The Committee may from time to time impose further limitations on the entitlements on the Sailing category of Membership through specific provision in the Bylaws of the Club any such limitation shall apply to all Sailing Members from the date the Bylaw comes into effect.

A Sailing Member shall not have any claim or interest in the funds or property of the Club.

1.5. Junior Member

A Member under the age of 18 years shall be a Junior Member. Subject to the requirements of the Liquor Control Commission and any restrictions from time to time imposed by the Committee, a Junior Member shall be entitled to all of the privileges of the Club except voting at a meeting, nominating a candidate for membership or office, holding any office (other than membership of a Sub-Committee) or having a yacht registered in the Yacht Register (other than a cadet dinghy or a training yacht approved by the Committee). A Junior Member shall have no claim or interest to or in the funds or property of the Club.

1.6. Honorary Life Member

A person who has given substantial services to the encouragement of yachting or in promoting the interests of the Club may, if recommended by the Committee, be elected an Honorary Life Member of the Club on the unanimous vote of Members at a General Meeting at which not less than 25 members vote. An Honorary Life Member shall be entitled to the same privileges as a Senior Member without payment of an annual subscription but in all other respects shall be subject to these Rules.

1.7. Honorary Member

a) The Governor-General of Australia, the Governor of the State of Victoria, the Lieutenant- Governor of the State (while so acting) the Officer commanding the Royal Australian Navy, the Naval Officer-in-Charge, Victoria Area, the Managing Director of the Port of Melbourne Authority and the Harbour Master for the Port of Melbourne shall be ex-officio Honorary Members of the Club. Honorary Members shall be entitled to all of the privileges of the

Club except voting at a meeting, nominating a candidate for membership or office, holding any office or having a yacht registered in the Yacht Register.

(b) The Commodore for the time being of a recognised Yacht Club or Motor Yacht Club may be elected by the Committee as an ex-officio Honorary Member of the Club for the period as such Commodore but subject to revocation of such Honorary Membership at the discretion of the Committee at any time.

(c) A Member of a recognized Yacht Club or Class Association, Commissioned Officer of the Royal Australian Navy and any visitor to Victoria may be elected an Honorary Member of the Club for a term of 1 calendar month, such election to be made by 3 Members of the Committee. The period of such Honorary Membership may be extended by the Committee for any time not exceeding 6 months in all. Subject to the requirements from time to time imposed by the Committee and without payment of an annual subscription an Honorary Member shall be entitled to all of the privileges of the Club except voting at a meeting, nominating a candidate for membership or office, holding any office (except as Commodore in Chief) or having a yacht registered in the Yacht Register. An Honorary Member shall have no claim or interest to or in the funds or property of the Club.

(d) On the approval of the Secretary (or his delegate) a person may be admitted as an Honorary Member upon that person producing proof of financial membership of an Approved Affiliates Club and signing his or her name in the Honorary Members (Approved Affiliate) Register. Such membership shall expire on the earlier of 31 May following the admission to membership (unless it is renewed in accordance with this sub rule) or the date on which the person ceases to be a financial member of an Approved Affiliate Club.

An Honorary Member appointed under this sub rule shall be entitled to all the privileges of the Club except voting at a meeting nominating a candidate for office or membership holding any office or having a yacht registered in the Yacht Register and shall have no claim or interest to or in the funds or property of the Club.

For the purposes of this Clause "Approved Affiliate Club" shall mean any Club or Association (whether incorporated or unincorporated) which the Committee by Resolution accepts as an affiliate of the Club for the purposes of this sub rule.

For the purposes of this sub rule the Secretary of the Club shall create and maintain a register to be known as the "Honorary Members (Approved Affiliate Register)".

1.8. Social Member

A person over the age of 18 years may, subject to Part 3 of the Rules, be elected as an Associate Member. Upon election as an Associate Member and payment of the annual subscription provided for by these Rules, an Associate Member shall be entitled to enjoy the privileges of a Senior Member save that an Associate Member shall **not** be entitled:

- to vote at any meetings, including general meetings of the members;
- to move or second motions to be put at meetings of the members;
- to be an Office-Bearer of the Club or to propose or second any member for such office;
- to nominate or second a person for membership of the Club;
- to park a car on the club grounds.
- to have a yacht registered on the Yacht Register;
- solely by reason of being an Associate Member, to participate in sailing activities from the Club

There shall be no entrance fee for Associate Membership.

The maximum number of members admitted shall be capped at 15% of the total membership base.

1.9. Non-Active Member

A Member over the age of 18 years whose principal place of residence is outside a radius of 200 kilometres from the Clubhouse of the Club, or who will be absent from the State of Victoria for a period of not less than 12 calendar months or who the Committee in its absolute discretion thinks fit may be declared by the Committee to be a Non-Active Member for the period that he so qualifies. A Non-Active Member shall be entitled to all of the privileges of the Club except voting at a meeting, nominating a candidate for membership or office, holding any office, or having a yacht registered in the Yacht Register. A Non-Active Member shall have no claim or interest to or in the funds or property of the Club. A Non-Active member shall be first elected to another category of membership.

1.10. Life Member

A Member of the age of 18 years or over may, if he Committee thinks fit, be elected as a Life Member. A Life Member shall be entitled to all of the privileges of the Club without payment of an annual subscription. He or she shall be liable to pay a levy or call approved by a General Meeting of Members and any other charges in respect of slipping, marinas, lockers or affiliation fees. A Life Member shall be amenable to Part 3 of the Rules and may cease to be a Member in the same manner as any other Member except for non-payment of an annual subscription.

1.11. Absentee Member

A Member who has held Senior, Young Senior or Country membership for not less than 12 months and is over the age of 18 years, whose principal residence is outside the State of Victoria for a continuous period of at least 12 months, may apply for Absentee Membership. Absentee Membership shall cease forthwith upon an Absentee Member's principal place of residence being located within Victoria. A person making application to be elected as an Absentee Member must satisfy the Committee that they are residing outside the State of Victoria. An Absentee Member shall be entitled to all the privileges of the Club, except voting at a meeting, nominating a candidate or office, holding any office or having a yacht registered in the Yacht Register. An Absentee member shall be entitled to have a yacht or yachts registered on the Absentee Yacht Register. An Absentee Member shall have no claim or interest to or in the funds or property of the Club.

1.12. Special Member

A Special Member shall be over the age of 18 years and shall be nominated by one and seconded by another member of the Committee who are otherwise qualified to nominate a candidate for membership. A Special Member shall be elected by the Committee for a period of 12 months only, but may be re-elected at the discretion of the Committee upon the expiry of 12 months, for a subsequent 12 months. A Special Member shall be elected a maximum of five periods of twelve months. A Special Member shall be entitled to all the privileges of the Club, except voting at a meeting, nominating a candidate for membership or office, holding any office or having a yacht registered in the Yacht Register. A Special Member shall have no claim or interest to or in the funds or property of the Club.

1.13. Day Membership

A Day Member shall be a member who has been registered and admitted to day membership.

Day members may be registered and admitted in such manner as decided upon by the Committee from time to time.

A Day Member appointed under this sub rule shall be entitled to all the privileges of the Club except voting at a meeting, nominating a candidate for office or membership, holding any office, or having a yacht registered in the Yacht Register, invite guests to the club, use of yard or locker or car park facilities and shall have no claim or interest to or in the funds or property of the Club. The Committee may impose other restrictions it deems fit from time to time.

The Day membership will automatically expire at the end of the day for which the membership has been granted.

1.14. Country Membership

A person who is over the age of 18 years may apply for election as a Country Member. To be eligible for election as

a Country member the person must reside outside a 200 kilometre radius from the clubhouse as the person's principal place of residence. A Country Member shall be entitled to all of the privileges of the Club except a Country member may only have a yacht on the Absentee Register as described in Rule 11.2.