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ALBERT SAILING CLUB INC (“THE CLUB”)**Statement of Purposes**

The purposes of the Club are:

- A) To foster sailing and good-fellowship.
- B) To promote, control and develop class and handicap racing between off the beach sailing boats.

Solely for the purpose of furthering the purposes set out above the Club shall have power:

- a) To take over the funds and other assets and their liabilities of the former unincorporated association known as the Albert Sailing Club.
- b) To indemnify any person for any loss or damage incurred as a result of having on behalf of the incorporated Club become liable to pay any amount by way of damages or otherwise.
- c) To subscribe to, become a member of and co-operate with any other association, club or organisation whether Incorporated or not whose objects are all together or in part similar to those of the Club provided that the Club shall not subscribe to or support any club, association or organisation which does not prohibit the distribution of its income and property among its members to any extent at least as great as that imposed on the Club under or by virtue of its Rules unless approved by a resolution of Members.
- d) To buy, sell and deal in all kinds of articles, commodities and provisions for the members of the Club.
- e) To purchase, take on lease or in exchange, hire and otherwise acquire any lands buildings, easements or property real and personal or any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club:

Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- f) To enter into any arrangements with any government or statutory authority which are incidental or conducive to the attainment of the objects and exercise of the powers of the Club.
- g) To employ servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- h) To construct maintain and develop any buildings grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests.
- i) To invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought fit.
- j) To acquire debentures or other securities in any body corporate.

- k) To lend and advance money to give credit to any person or body corporate.
- l) To borrow or raise money either alone or jointly with any other legal entity as may be thought proper and to secure such moneys as may be thought fit.
- m) To sell or otherwise deal with any part of the property and rights of the Club.
- n) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Club but subject always to the proviso in paragraph (e).
- o) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club.
- p) To print and publish any periodicals books or leaflets that the Club may think desirable for the promotion of its objects.
- q) To amalgamate with any one or more corporations or incorporated associations having objects all together or in part similar to those of the Club.
- r) To purchase or otherwise acquire all or any part of the property assets liabilities of any one or more of the incorporated bodies with which the Club is authorised to amalgamate.
- s) To transfer all or any part of the property assets and liabilities of the Club to any one or more of the incorporated bodies with which the Club is authorised to amalgamate.
- t) To make donations for charitable or community purposes.
- (u) To carry on such business activities as permitted by the Act.
- v) To do all such other things as are incidental or conducive to the attainment of the objects and exercise of the powers in the Club.

RULES

Name

1. The name of the incorporated association is the ALBERT SAILING CLUB INC.

Terminology

2. (a) In these Rules, unless the contrary intention appears:
 - (i) "Act" means the Associations Incorporation Reform Act 2012 and any legislation replacing the same and any regulations made thereunder;
 - (ii) "Assistant Secretary" means the Ordinary Member of the Committee who may be appointed by the Committee and who assists the Secretary;
 - (iii) "Associate" means Winter Season Associate in Rule 15 and Temporary Sailing Associate in Rule 16;
 - (iv) "By-Laws" means the by-laws made pursuant to Rule 37;
 - (v) "Club" means the Albert Sailing Club Inc;
 - (vi) "Club Captain" means the person appointed to that position in accordance with the Rules;
 - (vii) "Committee" means the general committee of the Club;
 - (viii) "Financial Year" means the year ending on 31st March;
 - (ix) "Financial Delegation" means the policy in writing approved by the Committee from time to time authorising expenditure without prior approval of the Committee;
 - (x) "Flag Officer" means the Officers with club flags as provided in Rule 79;
 - (xi) "General Meeting" means a general meeting of members convened in accordance with the Rules 65 or 66;
 - (xii) "Member" means a member of the Club;
 - (xiii) "Notice" means notice given in compliance with Rule 82;
 - (xiv) "Officer" means the persons in Rule 20;
 - (xv) "Ordinary Member of the Committee" means a member of the Committee who is not an Officer of the Club under Rule 20;
 - (xvi) "Purposes" means the matters set out in the statement of purposes;
 - (xvii) "Register of Members" means the record kept and maintained which records, amongst other things, the person's name and address, class of membership, the date on which the person became a Member and ceased to be a Member.
 - (xviii) "Rules" means these Rules as amended from time to time;
 - (xix) "Secretary" means the person appointed to that position in accordance with the Rules;

- (xx) "Special Business" means all business conducted at a Special General Meeting and all business that is conducted at an annual general meeting, except for business conducted under the Rules as ordinary business of the annual general meeting;
 - (xxi) "Special General Meeting" means a meeting convened in accordance with Rule 66;
 - (xxii) "Temporary Sailing Associate" has the meaning in accordance with Rule 16.
 - (xxiii) "Treasurer" means the person appointed to that position in accordance with the Rules;
 - (xxiv) "Winter Season Associate" has the meaning in accordance with Rule 15.
- (b) In these Rules, a reference to the Secretary of the Club is a reference:
- (i) where a person holds office under these Rules as Secretary of the Club – to that person who must be over 18 years of age and lives in Australia.
- (c) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and Associations Incorporation Act 1981 as in force from time to time.
- (d) In these Rules, any reference to one gender shall be deemed to include all genders.
- (e) In these Rules, words which are defined in Rule 2(a) may be capitalised to assist in identification.
- (f) A reference to a Member as a singular person shall also import a family member and corporate member.

Membership

3. Members shall be defined as follows:
- (a) Senior membership – aged 18 years and over as at 1st April.
 - (b) Junior membership – aged under 18 years as at 1st April.
 - (c) Student membership – full-time students aged 18 years and less than 25 years as at 1st April.
 - (d) Family membership – an adult member, spouse or de facto and juniors and / or students of the one family unit to a maximum of six persons, or as approved by the Committee.
 - (e) Pensioner membership – holders of a recognised pension card.
 - (f) Social membership – non-sailing, social members of the club.
 - (g) Honorary membership.
 - (h) Life membership.
 - (i) Corporate membership – a registered corporation or organisation.

Admission of New Members

4. Any person, corporation or organisation supporting the Purposes of the Club desiring membership of the Club shall be interviewed by an Officer or such other person or persons authorised by the Committee from time to time to interview prospective new members, and shall make application on the appropriate membership application form, and shall be available to be interviewed by, or on behalf of, the Committee.
5. The Committee shall set or change joining fees, membership fees, boat storage fees, boat hire fees, hall hire fees, visitors' fees and training fees and any other fees for or incidental to the Purposes of the Club
6. On being approved by a majority of the Committee, and payment of membership fee and any application fee, the membership shall be entered in the Register of Members.
7. Any application rejected shall not be eligible to be again proposed for membership until the expiration of twelve calendar months from the date of such rejection.
8. Renewal of membership may be refused if in the opinion of the Committee a Member is in breach of these Rules or has breached these Rules and not remedied the breach despite having received Notice to do so or does not support the purposes as stated in the Statement of Purposes.

Junior, Associate and Corporate Members

9. Junior, Associate, Social and Corporate Members shall not be eligible for election to any office.

Honorary Members

10. The Committee, or a Flag Officer on behalf of the Committee, may appoint honorary Members for a term of not exceeding one calendar month. The Committee may extend the period of such honorary membership for any period deemed desirable or may at any time terminate such membership.
11. Honorary Members shall be entitled to all the privileges of the Club excepting the right to vote at meetings or to hold office. They shall have no claim or interest in or to the funds or property of the Club.

Life Members

12. In consideration of special services rendered to the Club by a Member, the Committee may nominate such Member as a Life Member.
13. Such nominations shall be submitted to an Annual General Meeting of the Club, and, if approved by a majority of the Members voting, the nominee shall be declared a Life Member and be entitled to all the privileges of the Club without payment of any further membership fees.
14. Life Members shall be amenable to all the Rules of the Club.

Winter Season Associates

15. (a) A person who is a member of another club registered with Australian Sailing may apply on the appropriate form to the Secretary to participate in club racing and events during the period 1 May and 30 September or such part of the year

as the Secretary shall designate from time to time as winter season.

- (b) Upon completion of the required form and payment of the fee for winter season, a person shall be a Winter Season Associate.
- (c) A Winter Season Associate is not a Member and is not entitled to any privileges of the Club save to participate in club racing, social events and storage of boat during the winter season, upon payment of the fee for storage, in accordance with By-Law 6. A Winter Season Associate shall not be treated as a visitor for the purposes of By-Law 4.
- (d) For the purposes of Rule 83, the expression Member shall include a Winter Season Associate.
- (e) A Winter Season Associate will observe these Rules and By-Laws.

Temporary Sailing Associate

- 16. (a) A person may apply on the appropriate form to the Secretary to participate in club racing and events for a period of between one month but no longer than 6 months.
- (b) Upon completion of the required form and payment of the fee, a person shall be a Temporary Sailing Associate.
- (c) A Temporary Sailing Associate is not a Member and is not entitled to any privileges of the Club save to participate in club racing and social events. A Temporary Sailing Associate shall not be treated as a visitor for the purposes of By-Law 4.
- (d) A Temporary Sailing Associate may not store a boat at the Club.
- (e) For the purposes of Rule 83, the expression Member shall include a Temporary Sailing Associate.
- (f) A Temporary Sailing Associate shall observe these Rules and By-Laws,

Addresses of Members

- 17. Every Member shall by Notice inform the Secretary, or a person nominated by the Secretary, of his/her/its address, contact details and other information required for the efficient management of the Club. The information shall be registered in a Register of Members. Any subsequent change of address shall be similarly notified. All Notices delivered or posted to the last recorded address of a Member shall be deemed to have been duly given. Associates shall also provide the same information as required of Members.

Resigning Members

- 18. (a) Any Member may resign from the Club by giving one month's Notice to the Secretary, or a person nominated by the Secretary of his, her or their (in the case of a family membership) intention to resign and shall pay all moneys due to the Club up to the date of resignation.
- (b) A Member is taken to have resigned if:
 - (A) the Member's annual subscription is more than 90 days in arrears; or

- (B) where no annual subscription is payable—
 - (i) the Secretary has provided Notice 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 by Notice to the Secretary that he or she wishes to remain a Member.

Ceasing membership

- 19 (a) The membership of a person ceases on resignation, expulsion or death.
- (b) If a person ceases to be a Member, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the Register of Members.

Officers of the Club and Committee

- 20. The following persons shall be Officers of the Club:
 - (a) Commodore, Vice-Commodore, Rear Commodore (each of whom shall be owner or part owner of a yacht on the Club register)
 - (b) Secretary, Treasurer, and Club Captain.
- 21. The Officers of the Club shall be ex-officio members of all sub-Committees.
- 22. The Committee shall consist of the Officers detailed in Rule 20, together with no more than eight elected Members.
- 22A. A person ceases to be an Officer or an Ordinary Member of the Committee if he or she ceases to be a Member of the Club or resigns by Notice to the Secretary.

Election of Officers and Committee

- 23. The Officers and Members of the Committee shall be elected at the Annual General Meeting and they shall hold office until the following Annual General Meeting. Retiring Officers and Members of the Committee shall be eligible for re-election.
- 24. If the retiring Commodore is not re-elected to that position, such retiring Commodore shall be an ex-officio member of the Committee, with full voting powers, for a period of twelve months following his or her retirement from the office of Commodore. The title of such retiring Commodore during such period shall be Immediate Past Commodore.
- 25. The election of Officers and Members of the Committee shall be conducted in the following manner:
 - (a) Nominations in writing, signed by two financial adult Members and the candidate, shall be lodged with the Secretary not less than seven days prior to the Annual General Meeting.
 - (b) The Secretary shall immediately post a list of all such nominations so that they are exhibited on the Club notice board for seven days immediately preceding the election.
 - (c) A ballot box shall be placed in the Club room during the hours of voting and the Committee shall appoint two scrutineers who will distribute ballot papers to

Members present and, immediately after counting and checking votes, certify to the Chairperson the result of the ballot,

- (d) In the event of there being insufficient nominations for any office, those nominated shall be declared elected and the vacancies may be filled by the Committee subsequently.
- (e) If the number of candidates exceeds the number of vacancies to be filled, then a secret ballot shall be conducted by way of a poll in writing among those Members present and entitled to vote and in the following manner:
 - (i) Each such Member shall be issued with a ballot paper containing the names of candidates in order.
 - (ii) The order in which the name of candidates appear shall be determined by lot.
 - (iii) Members voting on the ballot paper shall do so by placing a mark such as a tick or a cross against the name of the candidate they desire to elect. Where any office requires the election of more than one bearer to that office, Members shall place their mark against each candidate they desire to elect.
 - (iv) The position of an Officer or Ordinary Member of the Committee becomes vacant if he or she ceases to be a Member of the Club or resigns by Notice to the Secretary.

Duties of Committee

- 26. The Committee shall have the entire management of the affairs of the Club and its powers shall be limited only by express provision in these Rules and the Club common seal shall be used only by direction of the Committee in the presence of any two of the Commodore, Vice Commodore or the Secretary.
- 27. It is authorised to incur necessary expenditure in connection with the maintenance and furthering of the interests of the Club, provided that any negotiation of a loan or overdraft, the issuing of debentures, or any proposal to acquire or dispose of land or property shall be approved by a General Meeting of Members.
- 28. Convener
 - (a) The Secretary shall convene Committee Meetings, which shall be held at least once in every month, except January, and shall not transact any business in the absence of a quorum as defined in Rule 69.
 - (b) The Commodore or any 4 Members of the Committee may convene a Special Meeting of the Committee and shall give notice of business to be there considered.
- 29.
 - (a) Subject to Rule 29(b), no moneys shall be expended on behalf of the Club, without the sanction of the Committee or General Meeting of the Club. All accounts shall be submitted to the Committee or General Meeting of the Club and passed for payment.
 - (b) Reimbursement of routine disbursements may be made provided that records of the disbursements are submitted and approved at the next meeting of the Committee following the reimbursement.
 - (c) Expenditure within the Financial Delegation shall be reported to the Committee but does not require passing for payment pursuant to Rule 29(a).

30. 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 passed for payment shall be paid as herein provided. All cheques drawn on behalf of the Club shall be signed by any two of Treasurer, Secretary, Commodore, Acting Treasurer or any two other Committee members as approved by the Committee.
31. The Treasurer may operate the bank account through electronic means subject to arrangements approved by the Committee and make payments electronically to persons authorised by the Committee or the Financial Delegation.
32. In the event of any member of the Committee or any sub-committee failing to attend three consecutive meetings and not furnishing a satisfactory explanation by Notice of such absence, the Committee, at its discretion, may declare the office vacant.
33. Members of the Committee may attend meetings through technology (such as phone or video conferencing) so long as each member of the Committee can hear and be heard at the same time.
34. At Committee meetings, the most senior Flag Officer present shall take the chair. In the absence of Flag Officers, the Members present in person at the meeting will elect a Chairperson for the purpose of such meeting.
35. If a vote of the Committee is tied, the chair of the meeting has the deciding vote.
36. Should the position of any office-holder or member of the Committee or any sub-committee become vacant, such vacancy shall be dealt with by the Committee at its discretion.
37. The Committee is empowered to make, repeal and amend such By-Laws as it may from time to time consider necessary for the well-being of the Club and which are not inconsistent with these Rules. Such By-Laws shall have effect unless otherwise determined by a General Meeting. All Members of the Club must comply with such By-Laws.

Sub-Committees

38. The Committee may appoint such sub-committees it deems necessary for the efficient running of the Club. The members of such sub-committees shall be determined by the Committee from time to time.
39. The Committee shall have power to co-opt any Member for special duties.
40. Sub-committees may make recommendations to the Committee, but no sub-committee shall have any executive power nor shall it incur any obligations, cause any notices to be posted or circulated, or take any other action without having first obtained the approval of the Committee.

Duties of Officers

41. Secretary
 - (a) The Secretary shall see that full and correct minutes of resolutions and proceedings of all meetings of the Club and Committee are kept and shall produce them at all meetings.
 - (b) When so instructed by the Committee, the Secretary shall have power to sue in the name of the Club. All monies received by the Secretary or the Treasurer

shall be forthwith paid into the bank of the Club to its credit.

- (c) The Secretary shall see that a record of all Club boats and the owners thereof is kept and maintained, and is known as the Boat Register.
- (d) The Secretary shall perform all duties as prescribed by these Rules or as directed by the Committee.
- (e) The Secretary shall be the custodian of all Club books, documents and records and securities.
- (f) The Secretary shall see that the Register of Members is kept and maintained.
- (g) The Secretary shall have custody of the common seal of the Club.

42. Club Captain

The duties of the Club Captain shall be to assist the Rear Commodore with the sailing activities of the Club and to chair the sailing committee in the absence of the Rear Commodore.

43. Treasurer

- (a) The Treasurer shall keep the accounts of the Club, collect and receive all monies due to the Club, pay amounts in accordance with Rule 29, and keep a record of the accounts as required by the Secretary.
- (b) The Treasurer shall make a report at the Annual General Meeting, which report shall include a Statement of Receipts and Expenditure duly audited if an auditor has been appointed by the Committee.

Dismissal of Officers

44. Any Officer or Ordinary Member of the Committee may be removed from office by a vote passed by a majority of not less than two-thirds of the Members present and entitled to vote at a Special General Meeting called for that specific purpose. Voting at such meeting shall be by secret ballot.

Access to documents

45. A Member may, subject to these Rules, inspect the rules of the Club, minutes of general meetings, relevant documents (as defined in the Act) and the members register.
46. A Member can provide Notice to the Secretary asking for copies of these documents (with the exception of the members' register). The Secretary may charge a reasonable fee for providing copies.
47. The Secretary can refuse a request to inspect or for copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Club.
48. Members cannot inspect or obtain copies of Committee meeting minutes or parts of minutes unless the Committee specifically allows it.
49. Members can provide Notice to the Secretary to ask that the Secretary restrict access

to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and will provide Notice to the Member advising of the decision.

Conduct of Members and Associates

50. All Members and Associates shall at all times conduct themselves in a manner which shall reflect credit on the Club and shall not act in a manner prejudicial to the interests of the Club.
51. No alcoholic liquor shall be brought to or consumed on the Club premises without the express sanction of the Committee and subject to such conditions as the Committee may think fit.

Warning, Censure, Fine, Suspension or Expulsion of Members

In Rules 52-58, a reference to a Member shall include a reference to an Associate and apply to an Associate as if he or she were a Member.

52. Any charge of misconduct (whether inside or outside the Club), or of violation of these Rules or of acting in a manner prejudicial to the interests of the Club laid against a Member shall be made by the Secretary by Notice. The Secretary shall cause a copy of such charge to be sent to such Member who shall have the right to appear before and be heard by the Committee.
53. If, after investigation by the Committee and hearing the Member and considering any written statement submitted by him or her, a majority of two-thirds of its members present is of the opinion that the charge has been proved, it shall have the power to warn, censure, fine or suspend the offending Member or require the offending Member to provide an apology in the terms determined by the Committee. The Secretary, as soon as practicable after the Committee reaches its decision, shall provide the Member its decision in writing and shall not be required to give any reason for its decision.
54. If, after investigation by the Committee and hearing the Member and considering any written statement submitted by him or her, in the opinion of the Committee the offending Member has by his or her conduct forfeited his or her right to remain a Member, the Committee may, by a resolution passed by a majority of two-thirds of its members, expel such Member and remove his or her name from the Register of Members and if a family membership, remove the family. A corporate membership may also be so removed. The Secretary, as soon as practicable after the Committee reaches its decision, shall provide the Member its decision in writing and shall not be required to give any reason for its decision.
55. In the case of a Member being fined, he or she, or they in the case of a family membership or corporate membership, shall be debarred from the privileges of the Club until such fine is paid and if the fine is not paid within three months from the date on which the Member was fined, he, she or they shall cease to be a Member and his, her or their name shall be removed from the Register of Members. In the case of a Member being suspended, the Member shall be debarred from all the privileges of the Club during the period of suspension.
56. Any Member, who has been fined, suspended or expelled by decision of the Committee, shall have the right to appeal to a Special General Meeting, provided that Notice of the appeal is lodged with the Secretary by him, her, the family or corporate member as the case may be, within fourteen days of the date of decision of the Committee.

57. (a) Within 7 days of receipt by the Secretary of the notice of appeal, the Secretary shall convene a Special General Meeting in accordance with Rule 66.
- (b) The notice of appeal shall set out the grounds relied upon and particulars of the grounds.
- (c) The Special General Meeting convened to determine the appeal shall conduct it as a matter de novo.
- (d) At the Special General Meeting, the Chairperson must give the Member, if present, an opportunity of being heard, and may allow other Members present to be heard.
- (e) The Chairperson, with such assistance as he or she in his or her discretion may call upon, shall formulate the question or questions to be decided by the Special General Meeting.
- (f) Voting shall be by secret ballot, conducted by two scrutineers, who shall be Members, appointed by the Chairperson.
- (g) The Chairperson may not vote in the secret ballot.
- (h) Unless two-thirds of the Members voting favour a reversal or alteration of the decision of the Committee, the appeal shall be dismissed.
- (i) Pending the hearing of the appeal, the decision of the Committee shall stand.

Grievance Procedures

58. (a) The grievance procedures set out in this Rule applies to disputes under these Rules between:
- (i) a Member and another Member: or
- (ii) a Member and the Club.
- (a) The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- (b) 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.
- (c) The mediator must be:
- (i) a person chosen by agreement between the parties; or
- (ii) in the absence of an agreement:
- (A) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or 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)
- (d) A Member of the Club may be a mediator.

- (e) The mediator cannot be a Member who is a party to the dispute.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (h) The mediator must not determine the dispute.
- (i) The Club shall have reference to its dispute handling procedure, and in the event of any conflict or ambiguity between these Rules and the Club's dispute handling procedure, these Rules shall apply.
- (j) 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.

Club Funds

59. The funds of the Club shall be derived from joining fees, annual subscription fees, boat racking fees, donations, and such sources and activities as the Committee decides.

Non-profit clause

60. The assets and income of the Club shall be applied exclusively in accordance with its Statement of Purposes and no portion shall be paid or distributed directly or indirectly to Members of the Club except as bona fide remuneration for services rendered or expenses incurred on behalf of the Club.

Subscriptions

61. The Club shall charge an annual fee for membership which will be due on 1 October in each year or pro-rated in accordance with the By-Laws for those who are approved for membership during a year. Any Member whose subscription is unpaid when due, or who owes other monies to the club (provided that an account for such monies has been rendered), shall not be entitled to take part in any Club proceedings or vote at any meeting of the Club until all such monies have been paid. Rule 18(b) shall apply where any Member has not paid their subscription fee and other monies owed by them within 90 days after the account was rendered and shall cease to be a Member of the club unless the Committee decides otherwise in special circumstances.
62. The Annual subscription fee, joining fee and other Club fees shall be as fixed from time to time by the Committee in accordance with the By-Laws to these Rules.

Auditor

63. An Auditor, who shall not be a member of the Committee, may be appointed at a General Meeting and shall remain in office until the subsequent Annual Meeting.

64. The Auditor shall have the power at any time to call for special audit of the Club accounts.

Annual General Meeting

65. (a) The annual general meeting shall be held in May of each year and at such hour and place as the Committee shall appoint, of which at least twenty one days' notice shall be given in writing by prepaid post or email to each Member at the address or email address in the Register of Members and such notice shall include the nature of the business to be transacted. No resolution shall be discussed at such meeting, the subject matter of which has not been mentioned in the notice paper for the meeting.
- (b) The annual general meeting may conduct any Special Business of which notice has been given in accordance with Rule 66.

Special General Meeting

66. A Special General Meeting may be held not less than fourteen days after notices, stating the business to be discussed, have been posted by prepaid post or email to each Member at the address or email address in the Register of Members and may be convened in the following manner:
- (a) By Notice at a General Meeting or by Resolution of the Committee.
- (b) By requisition signed by not less than ten Members and stating the business to be considered.
- (c) By notice of appeal as defined in Rule 57.

Order of Business

67. The regular business of the annual general meeting, which shall take precedence over all other business, shall be:
- (a) To read and confirm the minutes of the preceding annual general meeting.
- (b) To receive the annual report of the Committee which shall include the statement submitted by the Club in accordance with Part 7 of the Act.
- (c) To receive the financial report of the Treasurer.
- (d) To elect the following:
- (i) Officers of the Club.
- (ii) No more than eight members of the Committee.

Chairperson of Meeting

68. At all General Meetings or other meetings, the most senior Flag Officer present shall take the chair. In the absence of Flag Officers, the Members present in person at the meeting will elect a Chairperson for the purpose of such meeting.

Quorums

69. At all Annual, Ordinary General or Special General Meetings, ten Members present

shall provide a quorum and at all meetings of the Committee five members present shall provide a quorum

70. When any such meeting lapses for want of a quorum, the Secretary shall convene a second meeting within a period of fourteen days to enable the required business to be transacted.

Voting

71. Method and Eligibility

- (a) Every question submitted to any General Meeting or Committee Meeting shall be decided by a show of hands, unless a ballot is demanded by at least one-fourth of the Members present, in which event the ballot shall be taken in such manner as the Chairperson shall determine. The Chairperson shall have a personal but not a casting vote. Junior, Honorary, Social and Corporate Members and Associates shall not be eligible to vote at meetings.
- (b) Family membership shall have one vote.
- (c) The declaration by the Chairperson of the result of a vote on a resolution determined by a show of hands and corresponding entry into the Club minute book is evidence of that result without proof of the number or proportion of votes recorded in favour or against the resolution.

71A Proxies

- (a) A Member may appoint another Member as his or her proxy to vote on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (b) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (c) 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.
- (d) If the Committee has approved a form for the appointment of a proxy, the Member must use a form that substantially complies with the form so approved and which clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- (e) Notice of a general meeting given to a Member must—
 - (i) state that the Member may appoint another Member as a proxy for the meeting;and
 - (ii) include a copy of the form that the Committee has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the Chairperson of the meeting before the commencement of the meeting.
- (g) A form appointing a proxy may be sent by post or electronically or in person and is of no effect unless it is received by the Secretary no later than 24 hours before the commencement of the meeting.
- (h) The Committee may approve further By-Laws to give effect to this Rule.

Indemnity of Officers, Committee and others

72. The Officers, Committee of the Club and any Member of the Club acting on behalf of the club in an official capacity such as race officer or duty crew, acting bona fide in the discharge of their respective duties, shall be and are hereby indemnified out of the funds of the Club against all actions, legal proceedings instituted against them and all costs, damages and expenses awarded against them and all costs and expenses incurred by them in consequence of anything done or written by any of them in the discharge of their duties. In no circumstances whatsoever shall any such Officer, Secretary, or Ordinary Member of the Committee or Member be liable at the suit of any Member of the Club and these Rules may be pleaded in bar to any legal action.
73. Whilst the Committee and officials of the Club shall at all times exercise every care in the conduct of Club races and activities, it is hereby declared that all entrants and participants in any Club events do so at their own risk.

Resolutions Binding on Members

74. The Members shall be held to consent to be bound by all resolutions passed at all General or Special Meetings of the Club, and by resolutions of the Committee, whether they were present at such meetings or not, provided that such meetings be held in conformity with these Rules.
75. No Member shall be entitled to appeal to any Court because of anything done under the provisions of the Rules of the Club.

Interpretation of Rules

76. In the event of any doubt or difficulty as to the meaning of any Rule, the Committee shall have the power to pronounce a decision upon it, which decision shall be subject to affirmation or reversal by any Special General Meeting of Members called for that purpose in accordance with Rule 66.

Alteration of Rules and Statement of Purposes

77. These Rules and the statement of purposes of the Club shall not be altered except in accordance with the Act.

Club Flags

78. Club Burgee

The Club Burgee shall be Red with White Cross and may be flown by any Member, provided that the boat is not used as a working boat for let or hire whilst flying the Burgee.

79. Officers Flags

- a) The Commodore's Flag shall be the Club Burgee swallow-tailed.
- b) The Vice-Commodore's Flag shall be the Club Burgee swallow-tailed and with one white ball in the upper head quarter.
- c) The Rear-Commodore's Flag shall be the Club Burgee swallow-tailed with two white balls in the upper head quarter.

Dissolution Clause

80. In the event of the Club being dissolved the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Club in accordance with its powers to any Association, Club or Organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

Distribution of Rules

81. A copy of these Rules shall be kept in the Club rooms and posted on the Club's website, and each Member shall be entitled to a copy.

Notices

82. (a) Any notice required to be given under these Rules to a Member or the Club may be given—
- (i) by handing the notice to the Member personally; or
 - (ii) by sending it by post to the Member at the address recorded for the Member on the Register of Members;
 - (iii) by email or facsimile transmission;
 - (iv) by handing the notice to a member of the Committee; or
 - (v) by sending the notice by post to the registered address of the Club; or
 - (vi) by leaving the notice at the registered address of the Club.
- (b) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

Liquor Licensing Matters

83. (a) No amount shall be paid to an Officer or servant of the Club by way of commission or allowance from receipts of the Club for the sale and disposal of liquor.
- (b) A visitor to the Club must not be supplied with liquor in the Club's premises unless the visitor is a guest in the company of a Member of the Club.
- (c) The Club shall keep a record of each guest and visitor to the Club, including their name, address, date of visit, and the name of the Member introducing the guest or visitor.
84. (a) A person shall not:
- (i) be admitted as an honorary Member of the Club, or
 - (ii) be exempted from the obligation to pay the ordinary subscription for membership of the Club

unless the person is of a class specified in the Rules and the admission or exemption is in accordance with the Rules.

BY-LAWS

1. Joining Fee

Until otherwise determined by the Committee every person approved for Club membership shall pay a once-only joining fee. The Committee shall annually review the amount of this fee for each membership category. The table of these fees shall be published along with the other Club fees.

2. Annual Subscription and Boat Racking Fees

The Committee shall review the level of Subscription fees and Boat Racking rentals annually. These shall be determined and published at least one month prior to the beginning of the Membership Year.

3. Boat Crews

All boats shall be crewed and skippered by financial Club Members. Should a boat owner wish a visitor or visitors to sail in his or her boat in Club racing, he or she must firstly obtain the approval of a Flag Officer for each race sailed.

4. Visiting Boats

These are welcomed but, any visitor wishing to race his or her boat in Club racing shall receive the approval of a Flag Officer prior to each race in which such boat competes, except in the case of an organised regatta or series of races sponsored by the Club. The owner or skipper shall pay a fee as prescribed by the Committee for each Club race sailed. Visiting boats shall not be allowed to race more than one day per month unless otherwise approved by a Flag Officer, and shall not receive points on the Club Aggregate scoring, nor receive placing and trophies in Club racing, unless sailing in a Regatta or series of races organised and advertised by the Club.

5. Sale of Boats

The owner of a boat on the Club register who intends to sell his or her boat or trailer shall advise the Secretary of his or her intention immediately. Upon the sale of any boat the previous owner shall furnish the Secretary with details of the transfer to another Member, if the boat is to remain on the Club Boat Register, or request that the boat be removed from the Club Boat Register.

6. Boat Storage

Member boats shall be entitled to storage within the Club premises, at the discretion of the Committee. All boats must be registered with the Club and should be raced in 1 of 3 consecutive Club races. Any owner of a boat not conforming with this By-Law may have his or her rack changed by the Committee without notice, and may without notice be refused further storage for his or her boat at the discretion of the Committee.

7. Club Racing

Club racing is defined as being such races listed on the Club Racing Syllabus as drawn up by the Racing Committee, and for which Club Aggregate points are allocated. Only registered boats may be raced in Club events unless otherwise approved by the Racing Committee.

8. Boat Ownership

When a number of Members own one boat, and make application to the Committee for registration, they must nominate the name of one of the owners to be listed on Club records being the owner of such boat, and who will be responsible to pay all fees normally applicable for boat ownership.

9. Keys

Keys and security swipe passes to the Club premises shall be available to Members, aged 18 and over, who must apply on the appropriate form to the Committee. The Committee shall determine what conditions must be met before a key and security swipe pass is issued.

Adult members who have a boat in the yard may also apply for a key to enable them to gain access to the boatyard. Junior members (with a boat in the yard) may apply for a key and access card with an adult parent or guardian responsible for safeguarding these and ensuring that the club security guidelines are followed as guarantors.

A fee, determined by the Committee, shall be paid by each Member before receipt of a key and security swipe pass. A portion of the fee will be refunded to such Member upon return of the key and security swipe pass to the Secretary. Only one key and security swipe pass per Member will be issued at any one time, and under no circumstances are keys or security swipe passes to be duplicated by any person except with the approval of the Committee. Keys and security swipe pass are not transferable between Members. The Secretary shall cause a record to be maintained of all keys and security swipe passes issued and returned.

10. Removal of Boats

- a) Where a Member is refused storage, he or she, or they in the case of a family membership, shall, on being so notified, remove such boat and, if fails within 14 days to do so, the Committee may return the boat to the Member at the Member's expense or, in its discretion, may order a sale of the boat at the best possible price and send to the Member the proceeds after deducting expenses of sale and fees and other monies owing to the Club.
- b) For the purpose of this By-Law, member shall include a former Member.

11. Members Property

Except for boats stored pursuant to By-Law 6, the owner or person leaving any boat, gear or article on the Club premises shall, upon Notice from the Secretary, remove same within a reasonable time, to be fixed by the Committee. In default, the Committee may remove, or cause to be removed such article from the Club premises, to another place at the expense of the owner. Neither the Club, nor its members, nor the Committee shall be liable for any loss, expense, or damage occasioned thereby.

12. Safety

All Members, while sailing, shall at all times wear an approved flotation device and protective footwear approved by the Committee.

13. Working on Club Premises

No work other than minor boat repairs shall be carried out on the Club premises without the approval of the Committee, upon written application.

14. Lake Zoning

The Lake is zoned for use by organisations authorised by Parks Victoria from time to time and this may place restrictions on the use of the lake by Members. Members sailing their boats must respect the use of the Lake by other persons and groups on the Lake.

Rules and By-Laws

15. Lost Property

The Club reserves the right to impound unclaimed articles, property or clothing which will only be released upon the payment to the Club of a fine determined by the Secretary. Any property, article or clothing not claimed within a reasonable period, shall be disposed of at the discretion of the Committee. Any proceeds derived from the sale of such property shall be put into Club funds.

16. Launching Facilities

Members are directed, so far as possible, to keep slips and the concrete promenade clear of boats. Boats are not to be rigged or left standing in these areas.

17. Racing Rules

All races are to be sailed under International Sailing Federation Racing Rules of Sailing, the Yachting Australia Special Regulations and special Club Rules adopted by the Committee and published to Club Members and any applicable Notice of Race and Sailing Instructions.

18. Training

Training and coaching may be provided in furtherance of the purposes of the Club as set out in the Rules.

| VERSION CONTROL | |
|------------------------|--|
| <u>Date of Change</u> | <u>Change Made</u> |
| Sept 2020 | By-Law 2 updated to reflect change of membership year to year beginning 1 October each year. |
| Nov 2021 | By-law 9 amended following committee decision to allow juniors access to the BoatYard with an adult acting as guarantor. |

Nov 2021