



RULES OF FLINDERS YACHT CLUB INCORPORATED NAME

1. The name of the incorporated association is FLINDERS YACHT CLUB INCORPORATED (in these Rules called the 'Club').

INTERPRETATION

2. (1) In these Rules unless a contrary intention appears: -

'Act' means the Associations Incorporation Reform Act 2012 (Victoria);

'By-laws' means by-laws made pursuant to Rule 58 as in force from time to time;

'Club Register' means the Club Register of Water Craft established under Rule 53;

'Club Year' means the year ending 30 June;

'Family Membership' means the membership of various members of a family who are covered by a Family Membership Fee as provided in Rule 17(2);

'General Committee' means the General Committee of the Club;

'General Meeting' means a general meeting of members convened in accordance with Rule 24;

'Noticeboard' shall, for the purposes of these Rules, include the noticeboard situated within the Club building and/or the website flindersyc.com.au;

'Ordinary Member of the Committee' means a member of the General Committee who is not an officer of the Club pursuant to Rule 37; and

'Regulations' means the regulations under the Act.

'Voting Member' means any Member of the Club aged 18 years or more, except for:

- a) an Honorary Member, an Absentee Member or a Temporary Member;
- b) any Non-Sailing Member; or

- c) any member who is covered by a Family Membership other than the nominated Voting Members for that Family Membership;
- (2) In these Rules a reference to the Secretary is a reference to any person whom from time to time is authorised to perform the duties of the Secretary of the Club in accordance with these Rules.
- (3) Words or expressions contained in these Rules are to be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 (Victoria) and the Act as in force from time to time.

OBJECTS

- 3. The purposes for which the Club is established are:
 - 1) To promote and encourage the sport of yachting and to encourage racing therein by all acceptable, usual and proper means;
 - 2) To maintain and/or acquire suitable premises to provide facilities for members of the Club and their guests;
 - 3) To supply refreshments for members and to apply for, hold and renew from time to time any necessary certificates of registration as a Club and licenses or permits for the sale and disposal of liquor within the meaning of the Liquor Control Reform Act 1998 (Victoria) or any other Act amending, repealing or replacing that Act.

POWERS OF ASSOCIATION

3A.

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

- (3) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

CLUB TO BE NOT FOR PROFIT

4. (1) The Club is a not-for-profit association and no part of the income or property of the Club may be paid or transferred directly or indirectly by way of dividend, bonus, gratuity or otherwise by way of profit to any of the Members.
- (2) This Rule 4 does not prevent the payment in good faith of remuneration to employees of the Club, or the payment to any Member (whether or not a member of the General Committee)
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- (a) for services rendered, or goods supplied, to the Club on arm's length terms;
- (b) of interest at arm's length rates on deposits of money borrowed from that Member; or
- (c) of reasonable and proper rent for premises rented or let by that Member to the Club.
- (3) In the event of the winding up or cancellation of incorporation of the Club, if there remains after the satisfaction of all of the Club's debts and liabilities any money or property, that money or property must not be paid to or distributed amongst the Members of the Club or any of them, but must be given or transferred in accordance with the provisions of the Act to some other yacht club in Victoria which has objects similar to the purposes of the Club and which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Club by this Rule 4, or to more than one such yacht club. That yacht club or clubs must be determined by the Members of the Club who pass the resolution for the winding up of the Club, or in default by a judge of the Supreme Court of Victoria.

MEMBERSHIP

5. (1) Members of the Club will be classed as Honorary Members, Life Members, Senior Members, Intermediate Members, Veteran Members, Junior Members, Absentee Members, Non-Sailing Members, and Temporary Members.
- (2) The General Committee may determine from time to time the maximum number of members in each of the classes set out in Rule 5(1).

HONORARY MEMBERS

6. (1) The General Committee may approve the nomination of any member or non-member who has rendered special services to the Club or its sports generally as an Honorary Member if the General Committee is of the opinion that special circumstances apply to the nominee.

- (2) Such honorary membership will expire at the end of the Club Year in which the approval is given, but may be renewed by the General Committee once or more at its discretion.
- (3) In addition, the spouse (whether *de jure* or *de facto*, and whether or not of the same sex) of a Life Member or a Veteran Member will automatically be an Honorary Member, for the duration of the membership of the Life Member or Veteran Member concerned.

LIFE MEMBERS

7. (1) The General Committee may nominate a member who has rendered special services to the Club for life membership.
- (2) If the nomination is approved by a majority of members voting at the next General Meeting of the Club, then the Secretary must enter the approved nominee's name in the Register of Life Members of the Club. Upon such entry, the approved nominee will be a Life Member and entitled to all the rights and privileges of a Senior Member without the payment of any further membership subscription.
- (3) Except as to payment of subscriptions, a Life Member is bound by Club Rules and By-Laws in the same way as a Senior Member.

SENIOR MEMBERS

8. Senior Members are those members aged 25 years or over at the commencement of the Club Year who are not members of any other class of membership. They are entitled to all the rights and privileges of membership of the Club.

8A. VETERAN MEMBERS

Veteran Members are those members who have been Voting Members for 10 years or more, are aged 65 years or more, who are not actively sailing and who do not keep a yacht or boat at the Club premises. Any person (whether then a Voting Member or not) who fulfils these criteria may apply for Veteran Membership, and if the General Committee so approves in its discretion, he or she will become a Veteran Member.

8B. INTERMEDIATE MEMBERS

- 1) Any person aged 18 years or more but less than 25 years may be nominated for admission as an Intermediate Member.
- 2) If the General Committee accepts the nomination, the nominee will, upon payment of the relevant subscription, become an Intermediate Member.

JUNIOR MEMBERS

9. Junior Members are those members who, at the commencement of the Club Year, are aged under 18 years.

ABSENTEE MEMBERS

10. (1) A Voting Member who is or expects to be resident outside the State of Victoria for a full Club Year may apply in writing for absentee membership. If this application is approved by the General Committee, the Voting Member becomes an Absentee Member.
- (2) An Absentee Member must pay a subscription set as provided in Rule 17.
- (3) An Absentee Member may revert to Voting Membership without payment of an entrance fee.
- (4) Within three months of returning to the State of Victoria an Absentee Member must reapply for Voting Membership or be deemed to have resigned from the Club.

TEMPORARY MEMBERS

11. (1) A Voting Member may introduce a non-member to the Club as a guest for up to three days a Club Year. If a Voting Member wishes to introduce a non-member for more than three days in a Club Year, the Voting Member must first nominate the non-member for temporary membership.
- (2) Temporary Members must pay a subscription from the date of commencement of temporary membership, but no entrance fee. The subscription for Temporary Members shall be set as provided in Rule 17.
- (3) Temporary Membership will cease at the end of the Club Year in which it commences, if not terminated sooner. Temporary membership may not be renewed.

NON-SAILING MEMBERS

- 11A. (1) The General Committee may admit as a Non-Sailing Member any person (whether then a member or not) aged 18 years or more who has an interest in sailing but who does not propose to sail or crew on a yacht.
- (2) A Non-Sailing Member must pay an annual subscription, as determined in accordance with Rule 17, from the commencement of his or her Non-Sailing Membership, and must on admission as a Non-Sailing Member pay an entrance fee as determined in accordance with Rule 17.
- (3) If a Non-Sailing Member sails or crews a yacht on more than 3 occasions in any Club Year, that Member must pay the pro rata differential between the relevant year's subscriptions for Non-Sailing Membership and for Senior Membership (or if the Non-Sailing Member is aged under 25, for Intermediate Membership) and upon such payment will automatically become a Senior Member (or an Intermediate member if the case requires).

RIGHTS OF MEMBERS

12. (1) An Honorary Member is entitled to all the rights and privileges of a Veteran Member of the Club except that:
- a. an Honorary Member has no right to vote at meetings;
 - b. an Honorary Member may not be elected as an Officer of the Club nor as a member of the General Committee (but may be appointed to any Sub-Committee);
 - c. an Honorary Member has no claim nor interest in the funds or property of the Club; and
 - d. the General Committee may terminate the membership of an Honorary Member at any time without notice and without any reason being supplied for such termination.
- (2) A Life Member has the right to vote at meetings and to be elected to the General Committee or appointed to any Sub-Committee.
- (3) A Senior Member has the right to vote at meetings and to be elected to the General Committee or appointed to any Sub-Committee.
- (4) An Intermediate Member is entitled to all the rights and privileges of Senior Membership of the Club, except if that Member is covered by a Family Membership and is not one of the nominated Voting Members for that Family Membership, he or she has no right to vote at meetings or to be elected to the General Committee but may be appointed to any Subcommittee.
- (6) A Veteran Member has the right to vote at meetings and to be elected to the General Committee or appointed to any Sub-Committee. However, a Veteran Member may not sail or crew a yacht in any Club event on more than 3 occasions in any Club Year.
- (7) A Junior Member is entitled to all the rights and privileges of Intermediate Membership of the Club except that a Junior Member:
- a) has no right to vote at meetings; and
 - b) may not be elected as an Officer of the Club nor as a member of the General Committee, but may be appointed to any Sub-Committee.
- (8) A Temporary Member has the same rights and privileges as a Junior Member under the age of 18 years, except the right to attend at General Meetings.
- (9) A Non-Sailing Member has all the same rights and privileges as a Senior Member, except:
- a) as provided in Rule 11A(3);
 - b) in relation to subscriptions and entrance fees; and

- c) a Non-Sailing Member has no right to vote at meetings or to be elected to the General Committee, but may be appointed to any Sub-Committee.

APPLICATION FOR MEMBERSHIP

- 13. (1) A natural person who is nominated and approved for any class of membership as provided in these Rules is eligible to be a member of the Club on payment of the entrance fee and annual subscription payable for that person's class of membership.
 - (1A) No person under the age of 8 years may be admitted as a Member.
- (2) A person who is not a member of the Club at the time of the incorporation of the Club must not be admitted to membership except in accordance with these Rules.
- (3) A nomination of a person for membership other than life membership of the Club must be:
 - a) made in writing in or to the effect of the form set out in Appendix 1 (or, in the case of the nomination of a family for Family Membership, Appendix 1A), or such other form as the General Committee may reasonably accept; and
 - b) lodged with the Secretary.
- (4) As soon as practicable after the receipt of a nomination, the Secretary must cause notice of it to be circulated to the members of the General Committee. Any member objecting to the nomination must give written notice of objection to the Secretary within 14 days of the notice of nomination first appearing on the notice board.
- (5) Upon a nomination being referred to the General Committee, the General Committee must in its discretion determine whether to:
 - a) approve the nomination; or
 - b) approve it subject to the nominee being a member of a class different to that for which the nominee was nominated; or
 - c) reject the nomination.
- (6) Upon a nomination being approved by the General Committee, the Secretary must, with as little delay as possible, notify the nominee in writing that he/she is (or, in the case of Family Membership, that the nominated members of the family are) approved for membership of the Club and of the terms of the approval, and request payment within 28 days after receipt of the notification of the sum payable as the entrance fee and the first year's annual subscription for the class of membership for which the nominee was approved.
- (7) The Secretary must, upon payment of the amounts referred to in subclause (7) within the period limited, enter the nominee's name (or, in the case of Family Membership, the names of the nominees) in the register of the relevant class of members. Upon any name being so entered, the nominee becomes a Club member of the relevant class.

- (8) As soon as practicable after the receipt of an application for change of class of membership pursuant to Rules 10(1), 10(4), or 21(3), the Secretary must forward it to the General Committee.
- (9) Upon an application for change of class of membership being referred to the General Committee, the General Committee must in its discretion determine whether to:
- a) approve the application; or
 - b) approve it subject to the applicant being a member of a class different for that for which he/she has applied for; or
 - c) reject the application.
- (10) Upon an application for change of class of membership being approved by the General Committee, the Secretary must, as soon as possible, notify the applicant in writing that the application is approved and request payment within 28 days after receipt of the notification of the sum payable as the entrance fee and the annual subscription payable for the relevant change of class of membership.
- (11) Upon a member of one class (herein after called "the first class") being approved as a member of another class (herein after called "the second class") and paying any amounts referred to in sub-clause (11) within the time limit, the Secretary must make an entry against the member's name in the register of the first class recording the date on which the member ceased to be a member of the first class and enter the member's name upon the register of the second class. Upon the name being so entered the member becomes a member of the second class.
- (12) A right, privilege or obligation of a person by reason of that person's class of membership of the Club:
- a) is not capable of being transferred or transmitted to another person;
 - b) terminates upon the cessation of membership whether by death or resignation or otherwise.

CHANGE OF MEMBERSHIP

14. (1) A Junior Member on attaining the age of 18 years automatically becomes an Intermediate Member, without the payment of any pro rata adjustment for the then subscription for Intermediate Membership for the balance of the then Club Year. No entrance fee is payable in connection with such a change of membership class.
- (2) An Intermediate Member on attaining the age of 25 years automatically becomes a Senior Member, without the payment of any pro rata adjustment for the then subscription for Senior Membership for the balance of the then Club Year. Any entrance fee differential between Intermediate Membership and Senior Membership will become payable at the beginning of the next succeeding Club Year, unless either –

- a) that member has previously been a Junior Member and has continuously been a member since then; or
- b) the payment of such an entrance fee differential is waived by the General Committee in its discretion.

Resignation

15. (1) A member of the Club who has paid all monies due and payable to the Club may resign from the Club by first giving one month's notice in writing to the Secretary of his/her intention to resign and upon the expiration of that period of notice, the member ceases to be a member.
- (2) Upon the expiration of the period of notice given under sub-clause (1), the Secretary must make in the register of the relevant class of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

Rejoining

16. A person who was formerly a member of the Club and wishes to rejoin must be nominated and approved for membership as provided in these Rules, and may be required by the General Committee in its discretion to pay a further entrance fee.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

- 17.(1) At each Annual General Meeting the General Committee must put to voting members a resolution seeking the approval of members to the General Committee's recommendations for entrance fees and annual subscriptions payable for the various classes and categories of membership (as set out in this Constitution) for the next succeeding Club Year. If that resolution is passed, the recommended entrance fees and annual subscriptions will apply for that succeeding Club Year. If the resolution is lost, the General Committee must convene a Special General Meeting, to be held as soon as reasonably practicable, to fix entrance fees and subscriptions for the relevant classes and categories of membership for that succeeding Club Year,
- (2) *Family Membership*
- a) The General Committee may recommend to the Annual General Meeting, and Annual General Meeting may approve, a Family Membership Fee.
 - b) On the General Committee's approval of an application for Family Membership for a particular family (for the purposes of this paragraph a family consists of one or more adults aged 18 or more and his, her or their natural or adopted children, whether living with their parents or not) and on payment of the approved Family Membership Fee –
 - i. up to two members of the relevant family who are aged over 25 years and who are named in the application form become Senior Members;
 - ii. members of that family aged over 18 and under 25 years, and who are named in the application form, become Intermediate Members, and

- iii. members of that family aged over 8 and under 18 years, and who are named in the application form, become Junior Members.
 - c) In addition, an application for Family Membership may nominate up to two members of the family aged over 18, and who are covered by the application, as Voting Members, in which case those nominees will be Voting Members for the relevant Club Year on the payment of the approved Family Membership Fee, but no other members of the family covered by the application will be Voting Members.
 - d) At each annual renewal of a Family Membership, the application for renewal must set out the members of the family who are to be covered by the application, specifying for each specified family member who is aged under 25 years his or her age in years (so that the Club will be aware which members of the family are Junior Members and which are Intermediate Members) and specifying up to two members of the family aged over 18, and who are covered by the application, as Voting Members, in which case those nominees will be Voting Members for the relevant Club Year on the payment of the approved Family Membership Fee.
 - e) When an Intermediate Member who is covered by a Family Membership attains the age of 25 years, that person ceases to be covered by the Family Membership and becomes a Senior Member in his or her own right.
- (3) Any Senior Member who is aged less than 30 years may apply to the General Committee for a discount on his or her annual subscription as a Senior Member if he or she produces evidence satisfactory to the Club that he or she is then a full-time student, apprentice or full-time trainee and the General Committee determines in its discretion that that member is suffering financial hardship, but not so that his or her annual subscription is less than that payable by an Intermediate Member.
 - (4) Any Intermediate Member may apply to the General Committee for a discount on his or her annual subscription as an Intermediate Member if he or she produces evidence satisfactory to the Club that he or she is not then a full-time employee or business proprietor and the General Committee determines in its discretion that that member is suffering financial hardship, but not so that his or her annual subscription is less than that payable by a Junior Member.
 - (5) The General Committee may resolve to offer limited promotional discounts on membership fees provided that any such limited promotional discounts are approved by at least two thirds of the members of the committee.
 - (6) The Secretary must keep displayed on the Club notice board a notice setting out the current entrance fees and annual subscriptions for each class of membership.
 - (7) Annual subscriptions are payable in advance on or before 30th September in each year.

REGISTER OF MEMBERS

18. (1) The Secretary must keep and maintain a register of the members of each class of membership in which must be entered the full name, address and date of entry of the name of each member and the register must be available for inspection by the members at the Club premises.

(2) A member must advise the Secretary in writing of any change of address, and the Secretary must note such change in the register as soon as practicable after receipt.

EXPULSION OF MEMBERS

19. (1) Subject to these Rules, the General Committee may by resolution:

- a) expel a member from the Club;
- b) suspend a member from membership of the Club for a specified period;
- c) fine a member in accordance with the Regulations ; or
- d) censure a member - if the General Committee is of the opinion that the member:

- i) has refused or neglected to comply with these Rules or the Bylaws;
- ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club; or
- iii) is or was responsible under these Rules or the By-laws for the conduct of a nonmember who has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club.

(2) A resolution of the General Committee under sub-clause (1):

- a) does not take effect unless the General Committee, at a meeting held not earlier than 14 or not later than 28 days after the service on the member of a notice under subclause (3) confirms the resolution in accordance with this clause; and
- b) where the member exercises a right of appeal to the Club under this clause, does not take effect unless the Club confirms the resolution in accordance with this clause.

(3) Where the General Committee passes a resolution under sub-clause (1), the Secretary must, as soon as practicable, cause to be served on the member a notice in writing:

- a) setting out the resolution of the General Committee and the grounds on which it is based;

- b) stating that the member may address the General Committee at a meeting to be held not earlier than 14 nor later than 28 days after service of the notice;
 - c) stating the date, place and time of that meeting;
 - d) informing the member that he/she may do one or more of the following:
 - i) attend that meeting;
 - ii) give to the General Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he/she wishes to appeal to the Club in General Meeting against the resolution.
- (4) At a meeting of the General Committee held in accordance with subclause (2), the General Committee: -
- a) must give the member an opportunity to be heard;
 - b) must give due consideration to any written statements submitted by the member; and
 - c) must by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under sub-clause (3), he/she must notify the General Committee and the General Committee must convene a General Meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a General Meeting of the Club convened under sub-clause (5):
- a) no business other than the question of the appeal must be transacted;
 - b) the General Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - c) the member must be given an opportunity to be heard; and
 - d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the General Meeting:
- a) Two thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - b) In any other case, the resolution is revoked, but the General Meeting may by ordinary resolution impose some other penalty on the member.

LEVIES, FEES AND OTHER IMPOSTS

20. (1) Subject to sub-clauses (2) and (3) the General Committee is empowered to impose levies on Voting Members (differentiating if the General Committee so determines between the different categories of Voting Member) at such times and for such amounts and upon such terms as the General Committee sees fit in the best interests of the Club and its members.
- (2) Not more than one levy may be imposed in any one Club Year.
- (3) No levy for more than 20% of the then current annual subscription payable by any class or category of member may be imposed on members of that class or category without a resolution to that effect by a General Meeting called after notice of the proposed levy.
- (4) Slipway fees, locker fees, yacht storage fees, upkeep fees, wireless fees, casual fees and all other fees payable to the Club for the use of its facilities must be set by the General Committee from time to time.
- (5) The Secretary must cause to be displayed on the Club notice board a notice stating the current fees payable to the Club for the use of any of its facilities.

RECOVERY OF FEES

21. (1) On 31st October in each year, or as soon as possible thereafter, the Secretary must by notice in writing require a member whose annual subscription for the current year is unpaid to make immediate payment.
- (2) Subject to sub-clause (3) if payment is not made within 7 days after service of a notice under sub-clause (1), then the member ceases to be a member, but the monies claimed in the notice nevertheless are immediately due and payable to the Club.
- (3) Upon payment of all monies due to the Club, a former member who ceased to be a member pursuant to sub-clause (2) may apply in writing to the General Committee to have his/her membership restored, without the payment of a further entrance fee.

ANNUAL GENERAL MEETING

22. (1) The Club must convene an Annual General Meeting of its members no later than the 30th June in each year at the Club-house, or if that venue is unavailable, at some other suitable venue in the town of Flinders.
- (2) Subject to sub-clause (1) the Annual General Meeting must be held on such day as the General Committee determines and must be convened on at least one month's notice.
- (3) The Annual General Meeting must be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting must be:
 - a) to confirm the Minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;

- b) to receive from the General Committee reports upon the transactions of the Club during the last preceding Club Year;
 - c) to elect officers of the Club and the Ordinary Members of the Committee;
 - d) to receive and consider the financial statements prepared by the Treasurer as required under the provisions of the Act;
 - e) to appoint an auditor; and
 - f) to consider and if thought fit approve the General Committee's recommendations for entrance fees and annual subscriptions for the various classes of membership for the ensuing Club Year.
- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The Annual General Meeting must be in addition to any other general meeting that may be held in the same year.

SPECIAL GENERAL MEETING

23. All general meetings other than the Annual General Meeting must be called "special general meetings".
24. (1) The General Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The General Committee must, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Club.
- (3) The requisition for a special general meeting must state the objects of the meeting and must be signed by the members making the requisition and be delivered to the Secretary and may consist of several documents in a like form each signed by one or more of the members making the requisition.
- (4) If the General Committee does not cause a special general meeting to be held within one month after the date on which the requisition is delivered to the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by members in pursuance of these rules must be convened in the same manner as nearly as possible as that in which those meetings are convened by the General Committee and all reasonable expenses incurred in

convening the meeting must be refunded by the Club to the persons incurring the expenses.

NOTICE OF MEETING

25. (1) Subject to Rule 22(2) the Secretary must at least 21 days before the date fixed for holding a special general meeting of the Club caused to be sent to each member of the Club a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. The Secretary must also cause a copy of the same notice to be posted on the notice board in the Club premises.
- (2) No business other than that set out in the notice convening the meeting must be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who must include that business in the notice calling the next general meeting after the receipt of the notice.
- (4) A general meeting called pursuant to these Rules and any resolution passed at such meeting will not be invalidated merely by reason of failure to give notice thereof to members provided that notice was given to 95% of members entitled to vote at the meeting.

PROCEEDINGS AT MEETINGS

26. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specifically referred to in these Rules as being the ordinary business of the annual general meeting must be deemed to be special business.
- (2) No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) 20 members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business at a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members must be dissolved and in any other case must stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the

commencement of the meeting, the members present (being not less than 10) will be a quorum.

27.
 - (1) The Senior Flag Officer present must preside as Chairman at each general meeting of the Club.
 - (2) If no Flag Officer is present, the members present must elect one of the Ordinary Members of the Committee as Chairman of the meeting.
 - (3) If no Flag Officer and no Ordinary Member of the Committee is present, the members present must elect one of their number as Chairman of the meeting.
28.
 - (1) The Chairman of the general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 - (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting must be given as in the case of the general meeting.
 - (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
29. A question arising at a general meeting of the Club must be determined by a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
30.
 - (1) Only Voting Members are eligible to vote upon any questions arising at a general meeting of the Club. Each such member has one vote only.
 - (2) All votes must be given personally or by proxy subject to Rule 32A.
 - (3) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
31.
 - (1) If at a meeting a poll on any question is demanded by not less than three members, it must be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll must be deemed to be a resolution of the meeting on that question.
 - (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment must be taken forthwith and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairman may direct.

32. (1) A member is entitled to appoint another member as a proxy by notice in writing given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in Appendix 2.

USE OF TECHNOLOGY

- 32A. (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

FLAG OFFICERS

33. (1) The Flag Officers must be (in order of seniority): -
- a) the Commodore;
 - b) the Vice-Commodore; and
 - c) Rear-Commodore.
- 2) Flag Officers are *ex officio* members of all Sub-Committees.

COMMODORE

34. The duties of the Commodore include: -
- 1) Leading the Club in the furtherance of its objectives;
 - 2) Ensuring that all the affairs of the Club are conducted within the Rules and By-Laws, subject to the Act and the regulations;
 - 3) Presiding at all meetings; and
 - 4) Taking command of the fleet.

VICE-COMMODORE

35. The duties of the Vice-Commodore are to assist the Commodore in the discharge of his/her duties and carry out those duties in his/her absence.

REAR-COMMODORE

36. The duties of the Rear-Commodore are to assist the Commodore and Vice-Commodore in the discharge of their duties and carry out those duties in his/her absence. CLUB OFFICERS

37. (1) The Officers of the Club must be the Flag Officers, the Secretary and the Treasurer.
- (2) The provisions of Rule 47 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in subclause (1).
- (3) Each Officer of the Club must hold office until the Annual General Meeting next after the date of his/her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the General Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

Secretary

38. (1) The position of Secretary is honorary.
- (2) The Secretary's duties include: -
- a) Keeping the register of Members current;
 - b) maintaining the Register at the Club's premises;
 - c) keeping Minutes of each General Meeting and each General Committee Meeting in books provided for that purpose together with a record of the names of persons present at Committee Meetings;
 - d) keeping the Club Register current;
 - e) keeping current such other records as the General Committee may direct;
 - f) collecting and maintaining Minutes of Sub-Committee Meetings; and
 - g) making all such Registers, Minutes and Records available for inspection by members.
- (3) The Secretary must be the Club's public officer for the purposes of the Act.

Treasurer

39. (1) The position of Treasurer is honorary.
- (2) The Treasurer's duties include: -
- a) collecting and receiving all monies due to the Club and making all payments authorised by the Club;
 - b) keeping correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club;

- c) making monthly reports to the General Committee on the Club's financial position;
- d) making written reports to the Annual General Meeting on the Club's financial position including a balance sheet and a statement of income and expenditure;
- e) displaying copies of the balance sheet and statement of income and expenditure on the Club Notice Board for at least 7 days preceding each Annual General Meeting.

(2)(sic) The accounts and books referred to in sub-clause (1) must be available for inspection by members.

GENERAL COMMITTEE

40. (1) The affairs of the Club will be managed by a General Committee constituted as provided in Rule 41, assisted by such Sub-Committees as the General Committee or a General Meeting may from time to time appoint.

(2) Subject to sub-clause (3) the General Committee: -

- a) controls and manages the business and affairs of the Club;
- b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Club;
- c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the General Committee to be essential for the proper management of the business and affairs of the club.

(3) Any proposal for: -

- a) the negotiation of any loan or overdraft;
- b) the issuing of debentures;
- c) the purchase, lease, sale or mortgage of land or property; or
- d) the expenditure of a sum for a single project in excess of \$20,000.00 other than for urgent repair or maintenance;

must be referred to a general meeting of the Club.

41(1) The General Committee consists of:

- a) the Officers of the Club;
- b) the Club Captain;

- c) the Membership Secretary;
 - d) the Social Secretary, and;
 - e) eight other members of the Club.
- (2) The members of the Committee must be elected from members eligible to vote at the Annual General Meeting of the Club in each year
 - (3) At least 50% of the members of the General Committee must be owners or crew members of sail craft.
 - (4) Subject to these Rules, each Ordinary Member of the Committee holds office until the Annual General Meeting next after the date of election but is eligible for re-election.
 - (5) In the event of a casual vacancy occurring in the office of an Ordinary Member of the Committee, the General Committee may appoint a qualified member of the Club to fill the vacancy and the member so appointed holds office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of appointment.

Club Captain

42. The Club Captain's duties include the organization of the Club's sailing activities.

Membership Secretary

43. The Membership Secretary's duties include the promotion of membership of the Club and management of information relating to members.

Social Secretary

44. The Social Secretary's duties include the organisation of the Club's social activities.

ELECTION OF OFFICERS AND VACANCY

47. (1) Nominations of candidates for election as Officers of the Club or as Ordinary Members of the Committee: -
 - a) must be made in writing, signed by two members of the Club entitled to vote at a general meeting and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - b) must be delivered to the Secretary not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the General Committee, the candidates nominated must be deemed to be elected and further nominations must be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated must be deemed to be elected.

- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
 - (5) The ballot for the election of Officers and Ordinary Members of the Committee must be conducted at the Annual General Meeting in such usual and proper manner as the General Committee may direct.
 - (6) A candidate may be nominated for, but not appointed to, more than one office at the same election.
48. For the purposes of these Rules, the office of an Officer of the Club or of an Ordinary Member of the Committee becomes vacant the Officer or member: -
- a) ceases to be a member of the Club;
 - b) becomes bankrupt or is unable to pay his/her debts or suspends payment of his/her debts within the meaning of the Bankruptcy Act 1966 (Cth);
 - c) resigns from the office by notice in writing given to the Secretary;
 - d) is removed from office pursuant to Rule 52; or
 - e) not being a Flag Officer, fails to attend three consecutive meetings of the General Committee without furnishing a satisfactory explanation for such absence.

PROCEEDINGS OF THE GENERAL COMMITTEE

- 49. (1) The General Committee must meet at least once in each calendar quarter at such place and at such times as the General Committee may determine.
- (2) Special Meetings of the General Committee may be convened by the Commodore or by any four of the members of the General Committee.
- (3) Notice must be given to members of the General Committee of any special meeting specifying the general nature of the business to be transacted and no other business must be transacted at such a meeting .
- (4) Any five members of the General Committee constitute a quorum for the transaction of the business of a meeting of the General Committee.
- (6) Meetings of the General Committee must be presided over by the senior Flag Officer present. If no Flag Officer is present, the members of the General Committee present must choose one of their number to preside.
- (7) Questions arising at a meeting of the General Committee or of any subcommittee must be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the presiding officer may determine.

- (8) Each member present at a meeting of the General Committee or of any Sub-Committee (including the presiding officer of the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the presiding officer may exercise a second or casting vote.
- (9) Written notice of each General Committee meeting must be served on each member of the General Committee by delivering it at a reasonable time before the meeting or by sending it by pre-paid post at least two business days before the date of the meeting. Transmission by email to the last notified email address of the member of the General Committee shall constitute delivery for the purposes of this clause.
- (10) Subject to sub-clause (4) the General Committee may act notwithstanding any vacancy in its membership.

SUB-COMMITTEES

- 50.(1) The General Committee, or a general meeting called for that purpose, may appoint such number of members as thought fit to form a Sub-Committee for such purposes as may be required.
 - (2) A Sub-Committee may be convened by any two members thereof and must meet as often as is required to effect the purpose for which it was established.
 - (3) At each meeting one member must be appointed to keep minutes of the resolutions and proceedings of the meeting together with a record of persons present.
 - (4) Two members of a Sub-Committee will constitute a quorum, and meetings may take place by telephone, but otherwise the provisions of Rules 48, 49 and 52 apply to proceedings at Sub-Committee meetings as much as the circumstances allow.
 - (5) A Sub-Committee may be dissolved: -
 - a) on its own motion;
 - b) if it was appointed by the General Committee, by a resolution of the General Committee, or by a resolution of two thirds of the members of a general meeting of the Club; or
 - c) if it was appointed by a General Meeting of the Club, by resolution of another general meeting.
 - (6) All Sub-Committees must dissolve automatically on the day fixed for the Annual General Meeting occurring next after their establishment. All members who are serving or who have served previously on Sub-Committees are eligible for re-appointment to any other SubCommittee.
51. (1) Subject to sub-clause (2) a Sub-Committee has the power only to make recommendations to the General Committee or a general meeting.
- (2) A Sub-Committee may not:

- a) incur obligations on behalf of the Club;
 - b) cause any notices to persons other than its own members to be posted or circulated; nor
 - c) take any other action on behalf of the Club; without first obtaining the approval of the General Committee.
- (3) The General Committee may delegate the Sub-Committee authority to post or circulate notices, or to take specified action if in the opinion of the General Committee this is necessary for the proper functioning of the Sub-Committee.

REMOVAL OF COMMITTEE MEMBERS

52. (1) The Club in General Meeting may by resolution remove any member of the General Committee before the expiration of the member's term of office.
- (2) Where the member to whom a proposed resolution referred to in subclause (1) makes representations in writing to the Secretary or Commodore (not exceeding a reasonable length) and requests that those representations be placed before the members of the Club, the Secretary or Commodore may send a copy or, if they are not so sent, the member may require that they be read out at the General Meeting at which the resolution is to be considered.

GRIEVANCE PROCEDURE

53. Application

- (1) The following grievance procedures apply to disputes between—
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Club.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

54. Appointment of mediator

- (1) Where parties to a dispute are unable to settle the dispute, the parties must -
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—

- (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Club—a person appointed or employed by the Dispute Settlement Centre of Victoria.
 - (3) A mediator appointed by the Committee may be a member or former member of the Club but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.
55. 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.
56. 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.

REGISTER OF WATERCRAFT

- 57.(1) Voting Members who are the owners or part-owners of any yacht, boat or watercraft may apply in writing to the Secretary to have such yacht, boat or watercraft registered with the Club.
- (2) No yacht, boat or craft normally used for trade, business, letting or hire, or for any purpose other than pleasure or amateur sport, is entitled to be registered with the Club, or to the benefits of the Club or the use of Club facilities, except in cases of emergency.
 - (3) As soon as practicable after the receipt of an application the Secretary must refer the application to the General Committee.
 - (4) Upon an application being referred to the General Committee, the General Committee must determine whether to approve or reject the application.
 - (5) Upon an application being approved by the General Committee the Secretary must, with as little delay as possible, notify the applicant in writing, that the yacht, boat or craft has been approved for registration and request payment within a period of 28 days after receipt of the notification of the sum payable in relation to such registration.

- (6) The Secretary must, upon payment of the amount referred to in sub-clause (5), within the period limited, enter the applicant's name and distinguishing details of the yacht, boat or craft in the Club Register and upon the name and details being so entered, the yacht, boat or watercraft becomes registered with the Club.
- (7) The General Committee may at any time by resolution direct that any yacht, boat or craft be removed from the Club Register.
- (8) A yacht, boat or watercraft will be automatically removed from the Club Register if all applicants against whose name it is registered cease to be members of the Club.
- (9) A member may only use the Club facilities for that member's yacht, boat or watercraft if it is registered with the Club and the member pays the registration fees prescribed from time to time.
- (10) A yacht, boat or watercraft registered with the Club may be let or hired for a period of not exceeding one month, and for several periods not exceeding three months in any Club Year without being removed from the Club Register, but will not be entitled to the benefits of the Club or the Club facilities during any such period.

MANAGEMENT OF FUNDS

58. (1) The Club must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Club's revenue is deposited.
 - (2) Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.
 - (3) The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
 - (4) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
 - (5) 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.

FINANCIAL RECORDS

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

- (b) any other financial records as authorised by the Committee.

PAYMENT AUTHORISATION

60. All cheques, drafts, electronic fund transfers, bills of exchange, promissory notes and other negotiable instruments drawn on the Club must be signed by two members of the General Committee, one of whom must be an officer of the Club.

SEAL

61. (1) The Common Seal of the Club must be kept in the custody of the Secretary.
- (2) The Common Seal must not be affixed to any instrument except by the authority of the General Committee and the affixing of the Seal must be attested by the signatures of two of the officers of the Club.

AUDITOR

62. The Club at its Annual General Meeting must appoint an auditor who must be a person defined as an auditor under section 1280 of the Corporations Act 2001 ("CTH").

ALTERATION OF RULES AND OBJECTS

63. These Rules and, in particular, the statement of purposes of the Club contained in Rule 3, must not be altered except in accordance with the Act.

BY-LAWS

64. (1) Subject to these rules, the Act and the Regulations, the General Committee has power to make, amend or rescind By-laws regulating the conduct and affairs of the Club.
- (2) Each By-law, when made, must be given a consecutive number.
- (3) The Secretary must cause a copy of any By-law so made or amended to be displayed on the Club Notice Board for at least one month after it has been made or amended.
- (4) The Secretary must cause a notice of the rescission of any By-law to be displayed on the Club Notice Board for at least one month after it has been rescinded.
- (5) The Secretary must keep a copy of every By-law in its current state of amendment at the Club premises available for inspection by any member on request.
- (6) All By-laws are binding on members and their guests.

NOTICES

65. (1) A notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to the member at the address shown in the Register of Members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document must, 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.
- (3) If a Member has given to the Club his or her email address, then (notwithstanding anything else in these Rules, but only so far as is permitted by law) any notice which the Club may give, or is required by these Rules or by the Act to give, to that Member (or to Members or a class of Members generally) will be taken to be duly given to that Member if it is sent by email to the most recent such email address given to the Club by that Member, unless the Member has, before the notice is given, notified the Club that he or she requires that all notices (or all notices of the type specified by the Member) be given to him or her by post.

CUSTODY OF RECORDS

66. Except as otherwise provided in these Rules, the Secretary must keep at the Club premises and under his/her control all books, documents and securities of the Club.

FUNDS

67. The funds of the Club must be derived from entrance fees, annual subscriptions, donations, Club-house hire and such other sources as may be determined in accordance with these Rules.

Appendix 1

APPLICATION FOR MEMBERSHIP of FLINDERS YACHT CLUB INCORPORATED

I,
(Full name of applicant)

of
(Address)

.....
(occupation)

desire to become a *Senior/ Junior/Intermediate/Absentee/ Temporary/Non-Sailing* Member of
(circle one)

FLINDERS YACHT CLUB INCORPORATED.

In the event of my admission as a member, I agree to be bound by the Rules and By-laws of the Club for the time being in force.

.....
(Signature of applicant)

.....
(Date)

I, a Voting Member of the Club, propose the applicant, who is personally known to me, for membership of the Club and will support this application before the General Committee if required.

.....
(Signature of Proposer)

.....
(Date)

I, a Voting Member of the Club, second the nomination of the applicant, who is personally known to me, for membership of the Club and will support this application before the General Committee if required.

.....
(Signature of Seconder)

.....
(Date)

Appendix 1A

APPLICATION FOR FAMILY MEMBERSHIP of FLINDERS YACHT CLUB INCORPORATED

I,

(Full name of applicant)

of

(Address)

.....

.....

(occupation)

desire to apply for Family Membership of FLINDERS YACHT CLUB INCORPORATED for myself and the following members of my family, viz:

.....
(Nominate up to ONE other member of the family aged over 25 as a Senior Member here)

.....
(Nominate other members of the family aged over 18 as Intermediate Members here – please state age of each)

.....
(Nominate other members of the family aged over 8 but under 18 as Junior Members here – please state age of each)

I nominate the following members of the family aged over 18 as Voting Members:

- 1.
 - 2.....
- (Insert name or names of up to 2 members of the family aged over 18 as Voting Members)*

In the event of the admission of the nominees above as members, we agree to be bound by the Rules and By-laws of the Club for the time being in force.

.....
(Signatures of applicant and all nominees over 18)

.....
(Signatures of applicant and all nominees over 18)

.....
(Date)

I, a Voting Member of the Club, propose the applicant, who is personally known to me, and his/her family members nominated above for Family Membership of the Club and will support this application before the General Committee if required.

.....
(Signature of Proposer)

.....
(Date)

I, a Voting Member of the Club, second the nomination of the applicant, who is personally known to me, and his /her family members nominated above for membership of the Club and will support this application before the General Committee if required.

.....
(Signature of Seconder)

.....
(Date)

Appendix 2

APPOINTMENT OF PROXY

I,

being a Voting Member of FLINDERS YACHT CLUB INCORPORATED hereby

appoint

of

being a Voting Member of that Incorporated Association as my proxy to vole for me on my behalf at the Annual/Special General Meeting of the Club to be held on the

day of 2..... and at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against the following resolution/s:

Signed:

Date:

* Delete if proxy not specifically directed on how to vote.