

PARKDALE YACHT CLUB INCORPORATED

STATEMENT OF RULES

Contents

1.	NAME	2
2.	PURPOSES	2
3.	INTERPRETATION	4
4.	MEMBERSHIP	5
5.	LIFE MEMBERS	6
6.	MEMBERS – UNFINANCIAL, RETIRING and/or REJOINING	6
7.	ENTRANCE FEE AND ANNUAL SUBSCRIPTION	6
8.	REGISTER OF MEMBERS	7
9.	DISCIPLINING OF MEMBER	7
10.	GRIEVANCE PROCEDURE	8
11.	ANNUAL GENERAL MEETING	9
12.	GENERAL MEETINGS	10
13.	EXTRAORDINARY GENERAL MEETING	10
14.	CONVENING OF QUARTERLY GENERAL MEETING	10
15.	PROCEDURE OF GENERAL MEETINGS	10
16.	CONDUCT OF MEETINGS	12
17.	COMMITTEE OF MANAGEMENT	13
18.	ELECTION OF COMMITTEE	14
19.	VACANCY OF COMMITTEE MEMBERSHIP	14
20.	PROCEDURE OF COMMITTEE	14
21.	DUTIES OF COMMODORE	15
22.	DUTIES OF SECRETARY	15
23.	DUTIES OF TREASURER	16
24.	DUTIES OF MEMBERSHIP SECRETARY	16
25.	DUTIES OF VICE COMMODORE	16
26.	DUTIES OF REAR COMMODORE	16
27.	REMOVAL OF COMMITTEE MEMBER	16
28.	CHEQUES ETC	16
29.	COMMON SEAL	17
30.	ALTERATION OF RULES	17
31.	NOTICES	17
32.	DISPOSAL OF ASSETS	17
33.	CUSTODY OF BOOKS	18
34.	SOURCE OF FUNDS	18
35.	SUB-COMMITTEES	18
36.	VISITORS	18
37.	CLUB RACING	19
38.	AUDITOR	19
39.	DELEGATES	19
40.	ASSISTANT SECRETARY	19
41.	PUBLICITY OFFICER	19
42.	RACE MANAGEMENT MANUAL	19
43.	FLAG	19
44.	BURGEE	20
45.	CLUB BADGE	20

PARKDALE YACHT CLUB INCORPORATED

1. NAME

The name of the incorporated association is Parkdale Yacht Club Incorporated (in these rules called the Club).

2. PURPOSES

The purposes of the Club are:

- (a) To promote control and develop class and handicap racing between any off the beach one design sailing boats/boards the Club may adopt.
- (b) To promote control and develop class and handicap racing between any trailable yacht class the Club may adopt.
- (c) To promote the sport of sailing generally and affiliate as thought fit with any other bodies having objects similar to those of this Club.

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 the liabilities of the present unincorporated association known as Parkdale Yacht Club.
- (b) To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated association 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 altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any club association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of the Rules.
- (d) To buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid, for the members of the Club or persons frequenting the Club's premises.
- (e) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and 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 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 Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club: to obtain from any such Government Authority any rights, privileges and concessions which the Club may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (g) To appoint, employ, remove or suspend such managers, clerks, secretaries, servant workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (i) To invest and deal with the money of the Club not immediately required in such a manner as may from time to time be thought fit.
- (j) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (k) To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- (l) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated club's property or assets present or future and to purchase, redeem or pay-off any such securities.
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (n) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
- (o) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- (p) 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).
- (q) 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, in the shape of donations, annual subscriptions or otherwise.
- (r) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.

- (s) To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of the Rules.
- (t) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Club is authorised to amalgamate.
- (u) To transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the incorporated associations with which the Club is authorised to amalgamate.
- (v) To make donations for patriotic, charitable or community purposes.
- (w) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (x) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

3. INTERPRETATION

3.1 In these Rules, unless the contrary intention appears:

"Committee" means the Committee of Management of the Club.

"Financial year" means the year ending on April 30.

"General Meeting" means a general meeting of members convened in accordance with Rule 14.

"Member" means a member of the Club.

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Club under Clause 17.3.

"The Act" means the Associations Incorporation Reform Act 2012.

"The Regulations" means regulations under the Act.

Annual General Meeting means a general meeting of members convened in accordance with Rule 11.

Quarterly General Meeting means a general meeting of members convened in accordance with Rule 12.

Committee Meeting means a meeting of the Committee of Management convened in accordance with Clause 20.1.

"Membership Year" means the year ending September 30.

3.2 In these Rules a reference to the Secretary of the Club is a reference: -

- (a) where a person holds office under these Rules as Secretary of the Club - to that person, and
- (b) in any other case, to the Public Officer of the Club.

3.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

4. MEMBERSHIP

- 4.1 A natural person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Club on payment of the entrance and annual subscription payable under these Rules.
- 4.2 A person who is not a member of the Club at the time of the Incorporation of the Club (or who was such a member at the time but ceased to be a member) shall not be admitted to membership:
- (a) unless he is nominated as provided in sub-clause 4.3, and
 - (b) his admission as a member is approved by the Committee.
- 4.3 A nomination of a person for membership of the Club:
- (a) shall be made in writing in the form set out in the Club Membership Form.
 - (b) shall be lodged with the Secretary of the Club.
- 4.4 The Club shall consist of Life, Family, Senior, Junior, Cadet and Associate members –
- (a) Any person eighteen (18) years or over as on the first day of the Club year elected in accordance with these rules shall be deemed to be a Senior Member. A Senior Member so elected shall have the right to vote at all meetings of the Club, shall be eligible for any position within the Club and to participate in all races and competitions held by the Club.
 - (b) Any person under the age of fourteen (14) years as on the first date of the Club year elected as a member of the Club in accordance with these rules shall be deemed to be a Cadet Member. Cadet Members shall not be privileged to vote at Club meetings, nor stand for office of the Club.
 - (c) Any person fourteen (14), under eighteen (18) years of age, or a full time student, on the first day of the Club Year, elected as a Member of the Club in accordance with these Rules shall be deemed to be a Junior Member. Junior Members so elected shall have the right to vote at all meetings of the Club. Junior Members shall not be privileged to stand for the position of an Officer of the club.
 - (d) Any family group comprising a married couple, parent or guardians of their children under eighteen (18) years of age on the first day of the Club year, elected as a member of the Club in accordance with these rules shall be deemed to be a Family Member. Each person of the family group so elected shall have all the rights of a Senior, Junior or Cadet members as appropriate to their age as defined in Clause 4.4 (a) (b) (c).
 - (e) Any person may be elected as an Associate Member in accordance with these Rules. Associate Members shall be entitled to all privileges of the Club. Any person on a pension may also be entitled to Associate Membership.
- 4.5 Every nomination for membership shall be proposed and seconded by members of the Club. Every application for membership shall be

accompanied by such fee under such terms and conditions as the Committee may from time to time decide.

4.6 At the election, one adverse vote in three shall exclude the proposed member.

4.7 Upon a nomination being approved by the committee, the secretary shall, with as little delay as possible, notify the nominee in writing that the person is approved for membership of the Club.

Upon payment of the amounts referred to in sub-clause (5) within the period referred to in that sub-clause, the Membership Secretary shall enter the nominee's name in the register of members kept by him, and, upon so being entered, the nominee becomes a member of the Club.

4.8 The Committee reserves the right to call any applicant for membership for an interview and reject any application without assigning any cause thereof.

5. LIFE MEMBERS

It shall be in the power of the Committee, in consideration of special services rendered to the Club by a member to nominate this member as a Life Member.

Such nomination shall be moved at the next Annual Meeting.

If approved by the majority of members voting, the nominee shall be declared a Life Member and shall be entitled to vote and to all privileges of the Club without payment of any further membership subscriptions. Life Members shall be amenable to all the rules of the Club. Should it be deemed desirable to remove the name of a Life Member from the roll, it may be done on the recommendation of the Committee supported by the vote of the majority of the members present at a General Meeting.

6. MEMBERS – UNFINANCIAL, RETIRING and/or REJOINING

6.1 Any member withdrawing from the Club must, before the 1st day of August, give notice to the Secretary of his intention to resign and pay all monies due by him to the Club up to the date of his resignation. Should a previous member of the Club wish to rejoin (within a period of 3 years), he need not pay a further entrance fee providing that such member resigned in the prescribed manner. If such notice was not given then he shall pay such monies as the Committee may decide for subscription and boat storage if applicable.

6.2 Members shall be deemed unfinancial if fees or subscriptions are outstanding as of the 1st August. Unfinancial members shall not be eligible to use the facilities of the Club or participate in Club races.

6.3 The Secretary shall arrange for a written demand for payment of the Subscription to be sent to each unfinancial member and if the member fails to comply with the demand within 30 days such membership will be terminated. The Committee may, at its discretion, extend the time of payment by the member for such period as it deems fit.

7. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

7.1 The entrance fee shall be that determined by the Committee from time to time.

- 7.2 The annual subscription shall be that determined by the Committee and shall be presented to the members at the annual meeting. The annual subscription is payable in advance on or before the first day of August in each year.

8. REGISTER OF MEMBERS

The Membership Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of each member. The register shall be available for inspection by members at the address of the Public Officer.

9. DISCIPLINING OF MEMBER

- 9.1 Subject to these Rules, the Committee may by resolution:
- (a) expel a member from the club;
 - (b) suspend a member from membership of the Club for a specified period; or
 - (c) fine a member in accordance with the Regulations, if the Committee is of the opinion that the member:
 - (i) has refused or neglected to comply with these rules, or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club.
- 9.2 A resolution of the Committee under sub-clause (1):
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and later than 28 days after the service on the member of a notice under sub-clause (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, it does not take effect unless the Club confirms the resolution in accordance with the clause.
- 9.3 Where the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice.
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he may do one or more of the following:-
 - (i) Attend the meeting;
 - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution
 - (iii) Not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Club in general meeting against the resolution.

- 9.4 At a meeting of the Committee held in accordance with Sub-Clause (2) the Committee;
- (a) shall give the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by a member; and
 - (c) shall by resolution determine whether to confirm or revoke the resolution.
- 9.5 Where the Secretary receives a notice under sub-clause (3) he shall notify the Committee and the Committee shall convene a general meeting of the Club to be held within 21 days after the day on which the secretary received the notice.
- 9.6 At a general meeting of the Club convened under sub-clause (5):
- (a) no business other than the question of the appeal shall be transacted.
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution:
 - (c) the member shall be given the opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 9.7 If at a general meeting:
- (a) two thirds of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

10. GRIEVANCE PROCEDURE

- 10.1 The grievance procedure set out in this section applies to disputes under these Rules between:
- (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Association.
- 10.2 A member must not initiate a grievance procedure in relation to a matter that is subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 10.3 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 10.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 10.3, the parties must within 10 days:
- (a) Notify the Committee of the dispute; and

- (b) Agree to or request the appointment of a mediator; and
 - (c) Attempt in good faith to settle the dispute by mediation.
- 10.5 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 of the Association – a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 10.6 A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who:
- (a) Has a personal interest in the dispute; or
 - (b) Is biased in favour of or against any party.
- 10.7 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.
- 10.8 The mediator must not determine the dispute.
- 10.9 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.

11. ANNUAL GENERAL MEETING

- 11.1 The ANNUAL GENERAL MEETING shall be held in the month of May at such time and place as the committee may determine.
- 11.2 The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the preceding annual meeting;
 - (b) to receive from the committee reports upon the transactions of the Club during the preceding year;
 - (c) to elect officers of the Club and the ordinary members of the committee;
 - (d) to appoint an auditor and sub-committees that are deemed necessary;
 - (e) to receive and consider the statement submitted by the Club in accordance with the Act.
- 11.3 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

- 11.4 The Annual General Meeting shall be in addition to any general meetings that may be held in the same year.

12. GENERAL MEETINGS

Quarterly General Meetings shall be held in the months of October, January and March at such time and place that the committee may determine.

13. EXTRAORDINARY GENERAL MEETING

- 13.1 An Extraordinary General Meeting shall be held upon the requisition made in writing by the Commodore, or two Flag Officers, or ten (10) financial members.
- 13.2 The requisition for an extraordinary general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary, and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 13.3 If the committee does not cause an Extraordinary General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene an extraordinary general meeting to be held not later than three (3) months after that date.
- 13.4 An extraordinary general meeting convened by the members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which these meetings convened by the committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.
- 13.5 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

14. CONVENING OF QUARTERLY GENERAL MEETING

- 14.1 The secretary of the Club, shall at least 14 days before the date fixed for holding a quarterly general meeting of the Club, cause to be sent to each member of the Club at his address appearing in the register of members, a notice by pre-paid post, or hand delivery, stating the date and time of the meeting.
- 14.2 A member desiring to bring business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

15. PROCEDURE OF GENERAL MEETINGS

- 15.1 All business that is transacted at a quarterly 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 shall be deemed to be special business.

- 15.2 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 15.3 Fifteen members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 15.4 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 shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three (3) shall be a quorum.
- 15.5 The Commodore, or in his absence, the Vice Commodore, shall preside as Chairman at each general meeting of the Club.
- 15.6 If the Commodore and the Vice Commodore are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
- 15.7 The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15.8 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 15.9 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.
- 15.10 A question arising at a general meeting of the Club shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the 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.
- 15.11 Upon any question arising at a general meeting of the Club, a member has one vote only.
- 15.12 All votes shall be given personally and not by proxy.
- 15.13 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.
- 15.14 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 15.15 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded

on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

- 15.16 A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Club have been paid.

16. CONDUCT OF MEETINGS

- 16.1 No discussion shall take place except on a motion or amendment, moved and seconded, and put in writing if so demanded by the Chairman.
- 16.2 Only one amendment shall be entertained at one time. If the amendment be carried, it shall become the substantive motion, the original motion lapsing, and there will be no necessity to put the original motion to the meeting. It will be competent, whether the amendment is carried or not, to receive other amendments one at a time, to be decided in like manner until the subject is finally disposed of.
- 16.3 No member shall propose more than one amendment upon a motion, and no member shall speak more than once upon both motion or amendment, except the mover of the motion or amendment, who shall be entitled to reply; and thereupon all discussion shall cease and the question shall be put. Any member seconding a motion or amendment without remarks shall not be held to have spoken thereon. In the case of such amendment and/or any subsequent amendments being lost the Chairman shall put the motion to the vote.
- 16.4 Any member, with the consent of the Chairman, may offer an explanation of any particular expression used by him, but must confine himself strictly to such.
- 16.5 Any subject that may once be settled by vote cannot again be entertained at the same meeting.
- 16.6 A motion "that the question be now put" shall take precedence of all matters before the meeting, and no discussion shall be allowed thereon.
- 16.7 On all questions and during all discussions the member speaking shall address the meeting through the Chairman, and shall be standing.
- 16.8 In all cases where a point of order is raised, the member raising the same shall state the point of order clearly and distinctly: and if a member be speaking, such member shall take his seat until the point of order is decided. The Chairman shall decide the matter promptly and not allow a discussion.
- 16.9 That where a motion is to disagree with the Chairman's ruling, the Chairman shall forthwith leave the chair and his successor shall be appointed by the meeting. The discussion may then proceed and the question be settled forthwith.
- 16.10 Any one or more of these rules for procedure may be suspended in case of emergency, provided that a majority of members present shall deem such suspension necessary.
- 16.11 In all cases not herein provided for resort shall be made to the ordinary rules of debate.

17. COMMITTEE OF MANAGEMENT

- 17.1 The affairs of the Club shall be managed by a Committee of Management constituted as provided in Clause 17.3.
- 17.2 The Committee:
- (a) shall control and manage 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 Club, and
 - (c) subject to the Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.
- 17.3 The Officers of the Club shall be:
- (a) a Commodore
 - (b) a Vice Commodore
 - (c) a Rear Commodore
 - (d) a Treasurer
 - (e) a Secretary
- 17.4 The provisions of Rule 18 so far as they are applicable and with necessary qualification, apply to and in relation to the election of persons to any of the offices mentioned in Clause 17.3.
- 17.5 Each officer of the Club shall hold office until the annual general meeting next after the date of his election but is eligible for re-election; except:
- 17.6 The office of Commodore shall not be held by any one member of the Club for more than three (3) consecutive years.
- 17.7 The office of Commodore shall not be held by a person who has not been a member of the Committee for the previous twelve (12) months.
- 17.8 In the event of a casual vacancy in any office referred to in sub-clause 17.3 the Committee may appoint a member to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.
- 17.9 Subject to the Act, the Committee shall consist of:
- (a) the Officers of the Club, and
 - (b) six (6) ordinary members
- each of whom shall be elected at the annual general meeting of the Club each year.
- 17.10 Each ordinary member of the Committee shall, subject to these Rules, hold office until the annual general meeting next after the date of his election but is eligible for re-election.
- 17.11 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed shall hold

office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

18. ELECTION OF COMMITTEE

- 18.1 Nominations of candidates for election as officers of the Club or as ordinary members of the Committee;
- (a) shall be made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary of the Club not less than seven days before the date fixed for the holding of the annual general meeting.
- 18.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 18.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 18.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 18.5 The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- 18.6 A nomination for a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

19. VACANCY OF COMMITTEE MEMBERSHIP

For the purposes of these Rules, the office of an officer of the Club or of an ordinary member of the Committee becomes vacant if the officer or member:

- (a) ceases to be a member of the Club;
- (b) becomes an Insolvent under administration within the meaning of the Companies (Victoria) Code; or
- (c) resigns his office by notice in writing given to the Secretary.

20. PROCEDURE OF COMMITTEE

- 20.1 The Committee shall meet at least 9 times in each year at such place and such time as the Committee may determine.
- 20.2 Special meetings of the Committee may be convened by the Commodore or by any 4 of the members of the Committee.
- 20.3 Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 20.4 Any five members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

- 20.5 No business shall be transacted unless quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 20.6 At meetings of the Committee:
- (a) the Commodore or in his absence the Vice Commodore shall preside; or
 - (b) if the Commodore and the Vice Commodore are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- 20.7 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 20.8 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 20.9 Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
- 20.10 Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.
- 20.11 Any financial member of the Club is entitled to attend any/all committee meetings. The member is entitled to address the committee only if invited to speak by the chair and is to strictly adhere to Clause 16.4 of these Rules.

21. DUTIES OF COMMODORE

The Commodore shall act as Chairman at all meetings of the Club and see, to the best of his ability, that management of the Club is being carried out by all officers of the Club to the best of their abilities. The Commodore shall be ex-officio member of all sub-committees of the Club.

22. DUTIES OF SECRETARY

The Secretary of the Club shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings. Upon request, members shall be entitled to inspect and make copies of the minutes of general meetings of the Association. Members may also request to inspect the minutes of meetings of the Committee and upon receiving such a request, the Committee may, at its absolute discretion, determine to permit or refuse the request.

23. DUTIES OF TREASURER

- 23.1 The Treasurer of the Club shall collect and receive all moneys due to the Club and make payments authorised by the Club, and
- 23.2 Shall keep proper 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.
- 23.3 The accounts and books referred to shall be available for inspection by members.

24. DUTIES OF MEMBERSHIP SECRETARY

- 24.1 The Membership Secretary of the Club shall keep a record of all members of the Club, and conduct any business referring to membership and proposed membership of the Club.
- 24.2 The Secretary shall also cause to be kept a book called the "Yacht Register". It shall contain particulars of the name, class, sail markings and the owner's name of each yacht registered therein.

25. DUTIES OF VICE COMMODORE

The Vice Commodore is to assist the Commodore and in his/her absence to act in their stead. The Vice Commodore shall also manage the clubs assets, which includes all building and equipment.

26. DUTIES OF REAR COMMODORE

The Rear Commodore is to assist the Commodore and the Vice Commodore and in their absence to act in their stead. The Rear Commodore shall also arrange the club race program and chair the Race Committee, appointing race committee members if required. The Rear Commodore is responsible for collection of trophies, updating of honour boards and engraving of perpetual trophies.

27. REMOVAL OF COMMITTEE MEMBER

- 27.1 The Club in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- 27.2 Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or Commodore of the Club and requests that they be notified to the members of the Club, the Secretary or the Commodore may send a copy of the representations to each member of the Club, or, if they are not so sent, the member may require that they be read out at the meeting.

28. CHEQUES ETC.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two of the following:

- (a) Commodore

- (b) Secretary, or
- (c) Treasurer.

29. COMMON SEAL

- 29.1 The Common Seal of the Club shall be kept in the custody of the Secretary.
- 29.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Club.

30. ALTERATION OF RULES

- 30.1 These Rules shall not be altered except in accordance with the Act.
- 30.2 The Committee may, by special resolution, change or alter the Statement of Rules only at Quarterly General Meetings or Annual General Meetings.

31. NOTICES

- 31.1 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 his address shown in the Register of Members.
- 31.2 Where a document is properly addressed pre-paid 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.

32. DISPOSAL OF ASSETS

- 32.1 The income and property of the Club shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to any such members in respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration to any officers or servants of the Club or to any member of the Club or other person in return for services actually rendered to the Club provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Club or reasonable and proper rent for premises demised or let to the Club or the provision of services to a member to which he would be entitled in accordance with the purpose if he were not a member.
- 32.2 If the Club shall be wound up in accordance with the provisions of the Associations Incorporation Reform Act 2012, and there remains, after satisfaction of all its debts and liabilities, any property, whatsoever, to the same shall be given or transferred to some other institutions or institutions having purposes similar to the purpose of the Club, and

which prohibits the distribution of its other income and property amongst its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Rule such institution or institutions to be determined in accordance with a special resolution of the members of the Club or in the absence of a special resolution of the members by the Registrar.

33. CUSTODY OF BOOKS

Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Club. Members of the Club shall be entitled to inspect said books, documents and securities upon request.

34. SOURCE OF FUNDS

The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

35. SUB-COMMITTEES

- 35.1 The Committee may from time to time appoint from members of the Club such sub-committees as it may deem necessary for the function of the Club. Such sub-committees so appointed shall at all times be responsible to the Committee of Management of the Club.
- 35.2 The Annual General Meeting may appoint a sub-committee for sailing (herein after referred to as the Sailing Sub-Committee) consisting of Rear Commodore, another member of the Committee of Management, and each yacht class shall have the right to be represented. The class representative must be nominated by the Class they represent.
- 35.3 A Safety Officer shall be appointed by the Sailing Committee for each new season. The Safety Officer shall be responsible to the Sailing Committee for advising on all matters relating to safety in Club sailing.
- 35.4 A sub-committee shall be responsible for the organisation of social events, promotion of fellowship within the Club and such other matters as are considered desirable to the promotion of non-sailing activities.

36. VISITORS

A member may introduce a visitor or visitors to the Club premises for the day of visit only and the name of such visitor or visitors must be entered in the book provided for that purpose, which book shall be signed by the member introducing and such member shall be responsible for the conduct of such visitor or visitors.

No person who has been rejected as a candidate for membership of the Club, or whose admission has been refused or who has been expelled from the Club shall be eligible to be admitted as a visitor.

No person shall sail as a visitor for more than 5 times in each season, except with the permission of the Committee of Management

A visitor who wishes to compete in any club-organised event is required to:

- Enter their name and contact details in the Visitors Book
- Advise race control personnel of their boat class and number for competition purposes

- sign a waiver accepting all liability for personal injury and the possible damage/injury to other sailors and boats, according to the ISAF Rules of Sailing.

37. CLUB RACING

Club racing is defined as such races listed on the Club Sailing Programme as drawn up by the Sailing Committee or Committee of Management and for which championship, aggregate or other points are allocated.

Yacht racing conducted by the Club shall be in conformity with the current rules of the International Yacht Racing Federation, and the Australian Yachting Federation, and current prescription of the Victorian Yachting Council.

38. AUDITOR

An auditor, who shall not be a member of the Committee of Management, shall be appointed at the Annual General Meeting and shall audit the books of accounts of the Club together with the relevant Profit and Loss accounts and the Balance Sheet.

39. DELEGATES

Delegates to the Victorian Yachting Council may be appointed from the Committee of Management.

40. ASSISTANT SECRETARY

The Committee of Management may appoint an Assistant Secretary from the Committee. Such appointment shall take place at the first meeting of the Committee in the new year.

41. PUBLICITY OFFICER

The Committee of Management may elect a Publicity Officer at its first meeting of the year. The officer shall publish the activities of the Club in any publication the Committee may from time to time produce.

42. RACE MANAGEMENT MANUAL

The race day procedures of the club are outlined in the Race Management Manual kept at hand in the control tower. It contains the duties of the Principal Race Officer (PRO), sail courses for various trophies and championships, protest procedures, visitor responsibilities and any other relevant information as deemed necessary by the Committee of Management.

The Race Management Manual may be updated by decisions made at any meeting of the Committee of Management convened in accordance with Clause 20.1.

43. FLAG

The flag of the Club shall be the blue ensign of the Commonwealth of Australia.

44. BURGEE

The Burgee of the Club shall be of light blue background, surrounded by a gold band and a black band. A gold Southern Cross and letter "P" will be superimposed on the blue background.

45. CLUB BADGE

The Club Badge shall be a badge in the design of the burgee in accordance with Clause 44 of the Rules.