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MORDIALLOC SAILING CLUB INC.



STATEMENT OF PURPOSE

The purposes of the Club are: -

- 1) To promote, organise and encourage the sport of sailing and yacht racing amongst registered classes and especially to encourage adopted Class Racing.
- 2) To encourage visitors from other Sailing Clubs.
- 3) To affiliate with National or State Bodies governing Yachting as required, and to co-operate with all there registered Class Associations.
- 4) 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 the Mordialloc Sailing Club.
 - b) To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated Club become liable to pay 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 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, and services for the members of the Club or person 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 purpose of, or capable of being conveniently used in connection with, any of the objects of the Club; provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
 - f) To enter into any arrangements with any Governments or Authorities that are incidental or conducive to the attainment of the objectives and the exercise of the powers of the Club; to obtain from any such Government or 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 arrangement, rights, privileges and concessions.

- g) To appoint, employ, remove or suspend such Managers, Clerks, Secretaries, Servants, Workmen and other persons as may be necessary or convenient for the purpose 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 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 contract 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 maybe thought proper and whether upon fluctuating advance account or overdraft or otherwise represent or secure any monies 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 part of the 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 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 always subject to 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, and 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 objectives altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as the 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 clubs with which the Club is authorised to amalgamate.
- u) To make donations to patriotic, charitable or community purposes.
- v) To transact any lawful business in aid of Australia in the prosecution of any war in which Australia is engaged.
- w) 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.

RULES

1. NAME

1.1 THE NAME OF THE INCORPORATED ASSOCIATION IS:

“The Mordialloc Sailing Club Inc.” (in these rules called “the Club”)

2. INTERPRETATION

2.1 In these rules, unless the contrary intention appears:

“Executive” means the Executive of Management of the Club.

“Financial Year” means a period of twelve months ending 30th April.

“General Meeting” means a General Meeting of members convened in accordance with Rule 10.

“Member” means a member of the Club.

“Ordinary Member of the Executive” means a member of the Executive who is not an officer of the Club under Rule 15.1 a-f.

“The Act” means the Associations Incorporation Act 1981 (as amended) and “The Regulations” means regulations under the Act.

“Registered Class” means any class of boat recognised by the Yachting Australia and which a member registers with the club.

2.2 In these Rules, a reference to the Secretary of an association is a reference:

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

2.3 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.

3. MEMBERSHIP

3.1 Members shall be classified as either Senior Members, Intermediate Members, Family Members, Youth Members, Social Members, Honorary Members, Life Honorary Members, Ancient Mariner Members, Ex-Officio Members and Community Group Membership. Where age restrictions apply, the eligible age will be age as of June 30 in the financial year for which the membership applies.

- a) **Senior Members.**
Shall be those members aged nineteen years of age and over.
- b) **Intermediate Members.**
Shall be those members between nineteen years of age and under twenty five years and who choose not to become senior members.
- c) **Family Membership**
Consists of a senior member, his or her spouse and their children under the age of nineteen.
- d) **Youth Members.**
Shall be those members under the age of nineteen who are not part of a Family Membership.

e) **Honorary Members.**

Any person considered by the Executive to be desirable to be an Honorary Member and possessing the qualifications necessary for ordinary members, may be appointed as an Honorary Member of the Club. All Honorary Members shall be appointed as such for a period of one calendar month dating from the day of appointment above mentioned - provided however that the Executive may at its discretion terminate such Honorary Membership at any time.

In addition, any skippers and crews that have entered a Championship or Regatta being conducted at the Club will automatically be afforded Honorary Membership for the period of that Championship/Regatta as long as this period does not exceed ten days.

f) **Ex-Officio Members.**

Any person who has undertaken or performed substantial service in the encouragement of the sport of yachting, in the promotion of the Club, or in holding office in the service of the State or community or is the spouse of a late senior or late Life Honorary member of the Club may be elected an Ex Officio member of the Club. The election of Ex-Officio Members is to take place at a properly constituted Annual General Meeting of the Club upon recommendation of the Executive.

g) **Community Group Membership.**

Recognised Community Groups may be considered for membership upon terms and conditions to be determined by the Executive at the time of application. Such applications for membership shall be submitted to a General Meeting of Members.

i) **Social Members.**

Shall be those members over the age of eighteen years who have all the rights and privileges of membership except they will not be able to sail any race organised by the Club, except as specified for visitors, or have use of any storage facilities at the Club.

j) **Life Honorary Members.**

Any member who has given substantial service to the Club may be elected as a Life Honorary Member under the following conditions:

- i) Such Life Honorary Membership must be proposed and seconded by a financial Member eligible to vote. Such proposal shall detail the reasons that it is appropriate for the person to receive this distinction and shall be lodged with the Club Secretary or Flag Officer no later than the end of the Financial Year. All proposals will be put to the May meeting of the executive. Should the executive unanimously endorse the proposal, the proposal will be notified to all Members in accordance with these Rules and dealing with business to be handled at the Annual General meeting.
- ii) Such proposal shall require a three quarter majority of those Members present and entitled to vote and who has cast a vote in relation to this motion. Abstention will not be considered a vote for nor against.
- iii) A maximum of one Life Member may be elected in any one Financial Year. Should more than one proposal for Life Honorary Membership be received in any one year the executive will decide at its May meeting which it favours and then consider in terms of i) above.
- iv) Such Members will be exempt from all fees calls and levies of the Club.
- v) Such Members shall have all the rights and privileges of Senior Members save that no Life Honorary Members shall be permitted to vote at the Annual General Meeting unless he or she has attended a majority of General Meetings held at the Club during the Financial Year.

k) **Ancient Mariner Member**

Shall be those Members aged sixty (60) and over with ten- (10) year's continuous senior membership. These Members will have full sailing rights and full voting rights if the Member has attended a majority of General Meetings held at the Club during the Financial Year.

3.2 Election of Members.

- i) Every candidate for admission to the Club shall be proposed by one Senior Member of the Club and seconded by another Senior Member of the Club. Every proposal shall be in writing and shall set forth the candidate's full name, address and profession or occupation and such information (if any) as may from time to time be prescribed by the Executive of the Club. Such proposals shall be on the 'Nomination Form' of the Club and shall be signed by the proposer and the seconder and the nominee's particulars may be exhibited at the Executive's discretion on the notice board of the Club for a period of not less than twenty-eight days (28) immediately preceding the day of ballot designated by the Executive.

The Club shall hold the proposer or seconder of any candidate responsible for their nominee's entrance fee or subscription not withstanding the fact that either may have withdrawn the nomination. Any omission from or inaccuracy in the particulars relating to any candidate shall render the nomination voidable at the discretion of the Club.

- ii) Members shall be admitted to the Club by ballot of the executive and two adverse votes shall exclude the nominee from membership. The ballot shall be at an Executive Meeting. All prospective members may be interviewed by the Executive or a Sub-Committee empowered by and formed from Members of the Executive prior to the ballot. Failure to attend the interview may result in forfeiture of the nomination fee and the declaring of the nomination void without prejudice to any subsequent nomination.
- iii) Upon the election of a candidate as a Member, prompt notice shall be given to him by the Honorary Secretary and his attention shall be drawn to the Rules of the Club and he shall be requested to remit to the Honorary Secretary the current year's subscription and any other monies which may be due and payable. A person nominated on or after the first day of January in any year shall pay only a pro-rata subscription to the end of the Financial Year. A person nominated after the conclusion of the Club's Sailing Program for the year shall have his subscription deferred until the first day of the next Financial Year.

If the candidate to membership fails to pay any amounts due after such notice, his election shall be voidable at the discretion of the Executive. Any member whose election is declared void or who fails to pay dues within the prescribed time may be re-admitted to the Club on the giving of satisfactory reasons and paying the amount due. The payment of any nomination fee or subscription or the assumption or the exercising of any of the rights of Membership shall imply acquiescence of the Member paying same in the Rules and Regulations of the Club. The Executive shall not be bound to accept renewal of membership of any person and shall not be called upon to give reason for such decision.

3.3 Change of Membership.

Youth Members on attaining the age of nineteen years and Intermediate Members on attaining the age of twenty-five years (or earlier if they so elect) may at the discretion of the Executive or a Sub-Committee empowered by and formed from Members of the Executive be appointed to Senior Membership. The Executive or a Sub-Committee empowered by and formed from Members of the Executive may interview all Members to be appointed to Senior Membership prior to their appointment, and these Members may be liable for a fee of up to half the current Senior Nomination Fee upon appointment, such fee to be assessed and charged at the Committee's discretion.

3.4 A right, privilege or obligation of a person by reason of his membership of the Club:

- a) Is not capable of being transferred or transmitted to another person, and
- b) Terminates upon the cessation of his membership whether by death or resignation or otherwise.

3.5 A person who is not a Member of the Club at the time of Incorporation of the Club (or who was such a member at the time but has ceased to be a Member) shall not be admitted to Membership:

- a) Unless he is nominated, as provided in sub-clause 3.2(i) and
- b) His admission as a Member is approved by the Executive

4. NOMINATION FEE AND ANNUAL SUBSCRIPTION

4.1 Nomination Fee

Except when wholly or partially exempted from payment by the Executive at its discretion, every candidate for admission to the Club shall when submitting the nomination form deposit with the Secretary a nomination fee which will be set at the General Meeting prior to the Annual General Meeting.

4.2 Yearly Subscriptions

Member's annual Subscription for each financial year shall become due and payable on the July 1st. The subscription rate for all membership categories shall be set at the General Meeting preceding the Annual General Meeting.

The Executive is empowered to charge each Member such of the Yachting Victoria affiliation fees, levies and year book charges as it deems applicable to that member. Every Members shall be liable for and bound to pay any calls which may be made pursuant to a Resolution carried by the Club in a General Meeting of Members called (inter alia) for that purpose.

4.3 Monies Due & Overdue To The Club

All monies due and payable to the Club shall be paid to the Honorary Club Secretary, or Honorary Treasurer and shall be deemed to be received on behalf of the Club only when in the hands of these officials. Any Members failing to pay any subscription, call or any other monies due to the Club within two months of such falling due and payable may, without prejudice to his membership, be suspended from all privileges of the Club

membership and have his name posted on Club Notice Board on the list of un-financial Members. The suspension will be lifted, and posting removed, upon payment by that Member of all outstanding monies. If such arrears are beyond 30th September, in the case of subscriptions, or three months for other monies, his name may be struck off the List of Members, by resolution of the Executive. Subscriptions, unpaid at 31st July, may be charged an additional amount of ten per cent of the subscription (rounded off to the next highest dollar) as a late payment penalty.

4.4 Recovery of Monies

All entrance fees, subscriptions, calls, race entry fees and all monies due to the Club for value of goods or articles belonging to the Club supplied to a member for his own use or removed, broken or damaged by him or for services rendered by or on behalf of the Club or due to the Club shall be recoverable by the Honorary Treasurer of the Club for which purpose the Honorary Treasurer may sue on behalf of the Club or of all members for the time being of the Club, (other than the debtor) individually. All such monies shall be recoverable from a member who resigns or who ceases for any other cause to be a member and nothing in these Rules shall relieve or be deemed to relieve the member from liability for the same.

5. REGISTER OF MEMBERS

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

6. RESIGNATION OF A MEMBER

- 6.1 A Member of the Club who has paid all moneys due and payable by him to the Club may resign from the Club by first giving one months notice in writing to the Secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- 6.2 Upon the expiration of a notice given under sub-clause (1) the Secretary shall make in the Register of Members an entry recording the date on which the member by whom the Notice was given, ceased to be a member.
- 6.3 Any Member retiring from the Club or ceasing from any cause to be a member of the Club shall have no rights or interest in or to any property of the Club and shall not use any flag, emblem, insignia or uniform of the Club.

7. DISCIPLINE OF MEMBER

Any charge of misconduct (whether inside or outside the Club) or any violation of the Rules and Regulations of the Club or acting in a manner prejudicial to the interests of the Club, laid against a Member of the Club, shall be made to the Executive in writing. A copy of such charge shall be sent to the Member concerned who shall have the right to appear before and be heard by the Executive. If after investigation the Executive by a majority of its Members present is of the opinion that the charge is proved it shall have

the power to censure, fine or suspend the offending Member; or if in the opinion of the Executive the offending Member has by his conduct forfeited the right to remain a Member of the Club, the Executive may by a majority of its Members present, by resolution expel such Member and remove his or her name from the list of Members. The Executive shall not be bound to give any reasons for such censure or fine or suspension or expulsion. In the case of a Member being fined the Member shall be debarred from all privileges of Membership until such fine is paid and if the fine be not paid within three months of the date of fining the Member shall cease to be a Member and his name shall be removed from the list of Members.

In the case of a Member being suspended the Member shall be debarred from all Club privileges during the period of his suspension. The decision of the Executive shall however in every case be subject to appeal to a Special General Meeting of Members of the Club, provided notice in writing of such appeal is given within one month of the date of the decision of the Executive and such notice of appeal is accompanied by payment of an amount equal to the annual subscription rate to be forfeited to the funds of the Club in the event of the appeal being unsuccessful. On such appeal a three quarter (3/4) majority of the Members of the Club voting at such a Special General Meeting shall either confirm or reverse the decision of the Executive and pending such decision of such a Special General Meeting the decision of the Executive shall stand unless otherwise decided by the Executive.

8. DISPUTES & MEDIATION

8.1 The grievance procedure set out in this rule applies to disputes under these Rules between:

- 1) a member and another member; or
- 2) a member and the Club

8.2 If the dispute is between a member and another member, the Club's Secretary is to be informed in writing of the dispute's details. The Club is to be advised of the dispute's progress at each stage.

8.3 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

8.4 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator. The mediator will set the date, time and venue of the meeting.

8.5 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Club's executive; or
 - (ii) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (c) Where it is necessary to appoint a mediator from the Dispute Settlement Centre of Victoria, the Club shall bear no liability for this cost.

8.6 A member of the Club can be a mediator.

- 8.7 The mediator cannot be party to the dispute.
- 8.8 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8.9 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8.10 The mediator must not determine the dispute.
- 8.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

9. ANNUAL GENERAL MEETING

- 9.1 The Club shall in each calendar year convene in the month of June an Annual General Meeting of its Members, at a date to be set by the Executive.
- 9.2 At least 14 days written notice of the Annual General Meeting shall be given to each member and the notice shall specify the date, time, venue and the nature of any business that has been received by the secretary in terms of 9.3(f). Notices shall be despatched in terms of Rule 30.
- 9.3 The ordinary business of the Annual General Meeting shall be;
- a) Confirmation and adoption of Minutes of the immediate preceding Annual General Meeting.
 - b) The presentation of the Annual Report.
 - c) The receipt and adoption of the Balance Sheet, Income & Expenditure Statement, and Auditor's Report of the past Financial Year.
 - d) The election of officers of the Executive and Ex- officio Members.
 - e) To receive and consider the statement submitted by the Club in accordance with Section 30 (3) of the Act.
 - f) Any other business of which prior notice shall have been given in writing to the Honorary Secretary before the 30th April preceding such meeting.

10. GENERAL MEETINGS

- 10.1 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 10.2 In addition to the Annual General Meeting the Executive may at its discretion convene one or more Special General Meetings.
- 10.3 The Secretary of the Club shall, at least 14 days before the date fixed for holding a Special General Meeting of the Club, cause to be sent to each Member of the Club in accordance with rule 30 stating the place, date and time of the meeting and the nature of business to be transacted at the meeting.

- 10.4 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 10.5 A Member desiring to bring any business before a meeting shall give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next Special General Meeting after the receipt of the notice.
- 10.6 The Executive shall, on the requisition in writing of not less than twenty (20) Senior Members of the Club, convene a Special General Meeting of Members of the Club.
- 10.7 The requisition shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the postal address of the Club and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 10.8 If the Executive does not cause a Special General Meeting to be held within one month after the date of receipt of the requisition by the Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting by giving seven days clear notice thereof in writing to every Senior Member of the Club, such Meeting to be held not more than three (3) months after the date of posting of the requisition. Every such notice shall state concisely the business to be considered at such Meeting and NO other business shall be considered.
- 10.9 A Special General Meeting convened by Members in pursuance of these rules shall be convened in the same manner or as nearly possible as that in which those Meetings are convened by the Executive and all reasonable expenses incurred in convening the Meeting shall be refunded by the Club to the persons incurring the expenses.

11. VOTING RIGHTS

- 11.1 Only Senior Members and subject to Rules 3.1 (j) and 3.1 (k) Life Honorary Members And Ancient Mariner Members shall be entitled to vote at any General Meeting of the Club. All questions arising at General Meetings shall be determined by a show of hands or by such other means, as the Chairperson shall direct or by ballot if so required by one third of the Members present. The Chairperson shall have a casting vote as well as a personal vote.
- 11.2 Any member, entitled to vote, may give a proxy in writing to another person to attend, speak or vote in person on the member's behalf at a general meeting of the Club, to vote on the member's behalf at a ballot. The proxy may set out how to vote on particular matters.
- 11.3 Proxy votes should be on an approved form, registered with the Chairman prior to the opening of the meeting, who will announce all proxies held as the first item of business.

12. QUORUMS

At any Annual General Meeting or Special General Meeting of Members of the Club, twelve (12) Members eligible to vote shall form a quorum.

13. ADJOURNMENT OF MEETINGS

Failing a quorum at the expiration of one half hour from the time appointed for assembly for any General Meeting of Members of the Club, such meeting shall stand adjourned

until that day of the next month at the same time and place or as determined by the Executive and notified to the members in accordance with clause 10.3..

14. MOTIONS RESCINDED

No motion shall be deemed to be rescinded unless a motion to that effect shall have been passed by a two-thirds majority at a General Meeting of Members of the Club or unless it shall have been exhibited on the notice board of the Club for a period of not less than fourteen days prior to such meeting.

15. OFFICE BEARERS AND EXECUTIVE

15.1 Subject to section 23 of the Act, the Executive shall consist of;

- a) **The Commodore**
- b) **Vice Commodore**
- c) **Rear Commodore**
- d) **Honorary Secretary**
- e) **Two Hon. Asst. Secretaries**
- f) **Honorary Treasurer**
- g) **Four (4) Ordinary Executive Members**

15.2 These officers shall be nominated in writing and signed by the nominator, seconder and candidates must hold either Senior, Life, Family, Ancient Mariner, Intermediate, Youth or Social membership (however at least 8 members of the Executive shall be members with voting rights as set out in Rule 11) and such nominator and seconder shall be Voting Members. Nominations shall be lodged with the Honorary Secretary not later than 7 days prior to the Annual General Meeting. An election by ballot shall be held at the following Annual General Meeting. These Officers shall form the Executive of the Club and shall hold Office until the next regular period of election within the Club.

15.3 The office of Commodore shall be held by any one member for a maximum period of two consecutive years.

15.4 The Officers and each member of the retiring Executive shall be eligible for re-election and each shall be deemed to be nominated for election at the Annual General Meeting to the respective office from which he is retiring unless he shall have notified the Honorary Secretary at least thirty days before the Annual General Meeting of the Club that he does not wish to be re-elected.

15.5 From the candidates so nominated the Officers and Executive for the ensuing twelve months shall be elected by secret preferential ballot. In the event of there being only one nomination for any office, the Member nominated shall be declared at such meeting to be duly elected to that office.

15.6 Voting for all these positions shall be on a simple preferential system as follows - candidates shall be voted for in preference order starting at one. The vote shall be deemed invalid if all preferences are not allocated. Those candidates polling the lowest sum total shall be deemed duly elected to the respective positions.

15.6a The election of Office Bearers and the Executive members of the Club shall be carried out in accordance with rule 15.5 and 15.6 and those members eligible to vote under Rule 11.1 must constitute not less than 60 per cent of the total membership of the Club.

15.7 Any offices of the Executive shall become vacant if (a) he resigns by notice in writing to Secretary or (b) he ceases to be a Member of the Club.

15.8 Forfeiture of Office

Any member of the Executive who shall have been absent from three consecutive meetings of the Executive without an explanation satisfactory to the Executive shall be deemed to have forfeited his/her office. The Executive shall pass a resolution to that effect and shall have the power to appoint another member in his or her place.

15.9 Casual Vacancies of the Executive

Should any casual vacancy occur in the Executive or should it become necessary to appoint an officer in a temporary capacity the Executive shall have the power to appoint an officer to fill the vacancy. Such appointment shall take effect until the next regular period of election of the Executive.

16. DUTIES

16.1 Duties of the Commodore

It shall be the duty of the Commodore to enforce the Rules and By-laws of the Club and to take command of the Club.

16.2 Duties of the Vice Commodore

It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his or her duties, to preside at all Meetings as required and to act as the Commodore's Deputy.

16.3 Duties of the Rear Commodore

It shall be the duty of the Rear Commodore to preside at all meetings of the Race Committee and be responsible to the Executive for the conduct and control of racing and sailing within the Club.

16.4 Duties of the Honorary Secretary

It shall be the duty of the Honorary Secretary (with the assistance of the Honorary Assistant Secretaries (Minutes) and (Membership) and the Sailing Secretary) too: -

- a) Keep a minute book of the proceedings of the Club, such Minute Book to be produced at every Meeting of the Club.
- b) Keep a correct register of Members of the Club.
- c) Notify the Honorary Treasurer of the election of new Members.
- d) Notify every member elected of his election.
- e) Keep a register of all yachts enrolled in the Club.
- f) File all records, documents, reports and communications in connection with the business of the Club.
- g) Notify each member of a meeting in accordance with the provisions of these Rules.
- h) Have such books and papers printed as may from time to time be required by the Act.
- i) Present an Annual report of the Club's activities at each Annual General Meeting of the Club.

- j) Act generally on behalf of the Club, within the scope of authority delegated to him or her by the Executive from time to time.

In consideration of his or her services he or she shall be exempt from the Annual Fees but shall be entitled to all the rights and privileges of a full Financial Senior Member of the Club.

He or she may receive all moneys due to the Club and give receipt for the same, these moneys must as soon as possible be passed to the Honorary Treasurer. He or she shall have access to all books and papers of accounts of the Club at all times. He or she shall produce a record of attendance of Members of the Executive at Executive Meetings, which shall be displayed on the Club notice board prior to the acceptance of nomination of office bearers.

16.5 Duties of the Honorary Assistant Secretary (Minutes)

It shall be the duty of the Honorary Assistant Secretary (Minutes) to record the minutes of all Executive and General meetings, and to assist the Honorary Secretary in the discharge of his/her duties, and to act as his/her deputy when required.

16.6 Duties of the Honorary Assistant Secretary (Membership)

It shall be the duty of the Honorary Assistant Secretary (Membership) to maintain the Membership Roll and address list of the Club, to bring forward to the Executive all applications for membership, transfers and resignations, to ensure that un-financial Members are dealt with in accordance with Rule 4.3 and to provide evidence of membership.

16.7 Duties of the Honorary Treasurer

It shall be the duty of the Honorary Treasurer to: -

- a) Keep correct accounts and books showing the financial affairs of the Club.
- b) Receive all monies on behalf of the Club and give receipts for such monies on printed forms to be provided by the Club, entering onto the butts or duplicates thereof the relative particulars, which butts or duplicates together with the Bank Statement he or she shall, when required, produce to the Auditor, who shall if the same is correct initial or stamp the books or statements.
- c) At least once a month and whenever the amount received by him/her shall exceed such amounts as may be determined from time to time by the Executive he/she shall lodge the amount in the Club's bank to the credit of the Club.
- d) Produce the Bank Statement made up to date and all other books of the Club in his/her custody at every meeting of the Executive and General meeting of the Club.
- e) Oversee payment of all the accounts by cheque or debit card on the Club's bankers. Cheques are to be signed by any two of such of the Officers of the Club as shall, from time to time, be designated by the Club. Issue of Debit cards are to be approved at an Executive Meeting.
- f) Produce a statement of cash transactions of the Club at every Executive or General Meeting of Members of the Club.
- g) At the Annual General Meeting of the Club produce a Balance Sheet and Revenue Account for each Financial Year, which Balance Sheet and Revenue Account shall have been duly examined by the Auditor or Auditors.
- h) To make available for inspection by Members the accounts and books referred to in sub-clause (a) above.

16.8 Duties of the Honorary Auditor

The Auditor or Auditors shall, prior to each Annual General Meeting of the Club, audit the accounts of the Club for the Financial Year just concluded and the Balance Sheet and Revenue Account, and shall if required by the Executive, audit such accounts or any parts thereof at any time or times.

17. MANAGEMENT OF THE CLUB

17.1 Powers

Save for

- a) the negotiating of any loan
- b) the issuing of any debentures
- c) the giving of any security over any property of the Club
- d) the granting or accepting of leases of any land or buildings, the property of the Club, for any term exceeding three years,
- e) all other measures in any way extending the liabilities of the Club beyond the assets and estimated yearly revenue of the Club, which shall require the sanction of three quarters (3/4) of the Members attending a Special General Meeting of the Club.

The entire management and control of the affairs of the Club shall be in the hands of the Executive and the property of the Club shall be subject to the control and disposition of the Executive who are empowered, subject to such sanction, to do any of the acts aforesaid. The Executive shall have the power to perform all such acts, deeds and things as shall appear to them desirable or necessary for the management of the Club and its property and affairs. The orders in writing of a quorum of those Members assembled at any Meeting of the Executive and signed by the Chairperson of the day and attested by the Honorary Secretary shall be obligatory upon and a justification to the Executive as to anything thereby directed and shall vindicate anything done or purported to be done by them in pursuance of such direction and no person not being a Member of the Club shall be entitled to inquire into the regularity of such direction beyond the verification of the signature of the Honorary Secretary.

17.2 Meetings of the Executive

The Executive of the Club shall meet at regular intervals at least eleven (11) times in each Financial Year and the Minutes of all Resolutions and proceedings of such Executive Meetings shall be entered in a book provided for such purpose. Six Members shall form a quorum at any Meeting of the Executive.

The Chair shall be taken by the Senior Officer present (that being the Commodore or his or her Deputy) and in the absence of any such Officer, the Meeting shall elect a Chairperson. The Chairperson at all Meetings of the Executive of the Club shall have a casting vote as well as a deliberate vote.

17.3 Special Executive Meetings

The Honorary Secretary shall, when so directed by the Commodore or any four Members of the Executive, call a Special Meeting of the Executive without undue delay. The business of any Special Meeting of the Executive of the Club shall be confined to such subject or subjects for which the Meeting was called.

17.4 **By-Laws**

The Executive of the Club may make by-laws and regulations and alter, amend and rescind the same as the occasion may require, and may impose and enforce fines and penalties for their breach. Such regulations and by-laws have the same effect as the rules but in the event of any inconsistency between the bylaws or regulations and these Rules, these Rules shall have paramount force. Such by-laws and regulations shall be available for inspection at the Clubhouse.

17.5 **Sub-Committees**

The Executive may appoint such sub-committees as may be deemed requisite, not necessarily out of their own number, save that at least one Member of the Executive shall be appointed Chairperson of each sub-committee. All sub-committees shall be under the absolute control of the Executive. All sub-committees shall keep proper minutes and correct accounts and books showing the financial affairs (if any) of such sub-committee and shall produce a written report of their activities and financial affairs (if any) to each Meeting of the Executive and General Meeting of Members of the Club. One half of the Members of a sub-committee shall form a quorum unless otherwise specified, by the Executive. It shall be within the power of any sub-committee to seek the assistance of any Member as shall be desired by the sub-committee.

17.6 **Chairperson at Meetings**

At all Meetings of the Club the Chair shall be taken by the Senior Officer present and in the absence of an Officer the Meeting shall elect a Chairperson from amongst the Members of the Executive present, and in the absence of any Member of the Executive, the Meeting shall elect a Chairperson from amongst those present.

17.7 **Resolutions Binding on Members**

All resolutions passed at Annual General, Special General or Executive Meetings of the Club shall be conclusive and binding on all Members whether they shall have been at such Meeting or not provided that such meeting was held in conformity with the Rules of the Club.

17.8 **Damage to Club Property**

No member of the Club shall illegally remove from the Clubhouse or deface or injure any article being the property of the Club. Members of the Club shall pay to the Club for any article the property of the Club, removed or broken by them at a price to be fixed by the Executive.

17.9 **Addresses of Members**

Every member of the Club shall communicate in writing his address or alteration thereof to the Honorary Secretary who shall register the same. If any member of the Club fails to give notice of alteration of his address in the register, the Honorary Secretary may insert his new address in the register in lieu of the existing registered address.

18. **NO LIABILITY FOR LOSS**

Neither the Club nor any official of the Club shall be responsible for any loss or damage to any article brought by the Members of the Club or their friends or guests onto Club premises or for loss or damage (howsoever caused and whether by negligence or

otherwise) suffered by any member of the Club or friend or guest in or about the Club premises or in consequence of the use of the Club property or otherwise.

19. DISCUSSION OF POLITICAL OR RELIGIOUS MATTERS NOT PERMITTED

Political or religious subjects shall not be discussed on the Club premises.

20. CONDUCT OF MEETINGS

20.1 Standing Orders

The following standing orders are to be followed at all Executive and General Meetings of the Club except where specifically varied for Annual General meetings and Special General Meetings, or with the permission of the Meeting.

1. Opening
2. Apologies
3. Confirmation of minutes of previous meeting
4. Business arising
5. Election of presentation of new Members
6. Read and discuss correspondence
7. Notices of motion
8. Treasurer's financial statements and passing of accounts if applicable
9. Business postponed from previous meetings.
10. Reports from Executive and delegates.
11. Questions
12. General Business
13. Closing

20.2 Meeting Procedures

- a) No discussion shall take place except on a motion of a member moved and seconded, and put in writing if so demanded by the Chairperson.
- b) Only one motion shall be entertained at one time. If the motion were carried it shall become the motion (substantive), the original motion lapsing, and there shall be no necessity to put the original motion to the meeting. It will be competent, whether the motion is carried or not, to receive other motions, one at a time, to be decided in a like manner until the subject is finally disposed.
- c) No member shall propose more than one amendment upon a motion and no member shall speak more than once upon either motion or amendment except the mover of the motion, who shall be entitled to reply and thereupon all discussions 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 amendments being lost, the Chairperson shall put the motion to the vote.
- d) Any member, with the consent of the Chairperson, may offer an explanation of any particular expression used by him but must confine himself strictly to this.
- e) Any subject that may be once settled by vote cannot again be entertained at the same meeting.
- f) An amendment "that the question now be put" shall take precedence over all matters before the meeting and no discussions shall be allowed thereon.

- g) On all questions and during all discussions the member speaking shall address the meeting through the Chairperson and shall be standing.
- h) In all cases where a point of order is raised, the member raising the same shall state the point clearly and distinctly and if a member were speaking he shall take his seat until such point of order is decided. The Chairperson shall decide the matter promptly and no discussion is allowed.
- i) Where a motion is to disagree with the Chairperson's ruling the Chairperson shall forthwith leave the Chair and his successor shall be appointed by the Meeting.
The discussion may then proceed and the question settled forthwith.
- j) Any one or more of these Rules may be suspended in case of an emergency provided that a majority of Members present shall deem this necessary.
- k) In all cases not herein provided for, resort shall be had to ordinary Rules of debate.

21. MORDIALLOC SAILING CLUB NEWSLETTER

The Club shall publish a periodical to be known as the "Mordialloc Sailing Club Newsletter". Issues shall be made at least quarterly and all copies posted to member's registered address by ordinary prepaid post, or notification sent electronically to the member's nominated email address that the newsletter is available on the club's web site.

22. REGISTRATION OF YACHTS

Yachts must have the approval of the Race Executive to be registered with the Club by a Member. Only registered yachts may race or be sailed from the Club and shall be listed in the Yacht Register kept by the Honorary Secretary or his Deputy, who shall be supplied with all the particulars required by the Executive to be recorded in the register. Subject to the approval of the Race Committee yachts shall be registered for each Financial Year and any required fee paid. The Honorary Secretary shall forthwith notify any changes in the particulars.

23. ADOPTION OF CLASSES

- 23.1 To promote class racing, registered classes are encouraged to seek adoption, when they attain at least five of their class registered. Adopted classes will be promoted by events to cater for their particular needs, and perpetual trophies shall be sought for their principal Club events. Events for registered non-adopted classes will be provided at the discretion of the Executive.
- 23.2 To attain status of an adopted class, a motion to adopt a registered class, based on an Executive recommendation, shall be put to a General Meeting and carried by a simple majority. The Executive shall consult the Sailing Committee prior to making any recommendation for adoption. The initiative to adopt a registered class shall come from the Executive, the Sailing Committee, or a petition from six Members to the Executive.
- 23.3 When an adopted class falls below five on the register, a motion that this class no longer be adopted, based on an Executive recommendation, may be carried by a simple majority at a General Meeting, and that class shall thereupon lose the status of adopted class.
- 23.4 All motions placed before Members at General Meetings under this rule shall be notified to all Members in writing at least fourteen days before the meeting.

24. TROPHIES

All perpetual trophies presented for Club for Class Events remain the property of the Club, but may be held for a period by the winners each time such trophies are awarded. Such trophies will be governed by their deed of gift or by the Executive's discretion if such deed does not exist, and never become the property of an individual.

25. AVAILABILITY OF THESE RULES

The Secretary is to be responsible for the safekeeping and updating of copies of the Rules, which are to be made available for loan to the Members. At least one copy shall be kept in the Clubhouse.

26. ALTERATION OF RULES AND STATEMENT OF PURPOSE

These Rules and Statements of Purpose of the Club shall not be altered except in accordance with the Act.

27. 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.

28. SOURCE OF FUNDS

The funds of the Club shall be derived from entrance fees, Annual subscriptions, donations and any other sources as the Executive determines.

29. COMMON SEAL

- a) The Common Seal of the Club shall be kept in the custody of the Secretary.
- b) The Common Seal shall not be affixed to any instrument except by the authority of the Executive and the affixing of the Common Seal shall be attested by the signatures either of two Members of the Executive or of one Member of the Executive and the Public Officer of the Club.

30. NOTICES

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 or by sending it electronically to the member at their email address shown in the Register of Members. 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. Where a document is properly addressed and sent via email, unless notification of transmission failure is received, the document shall be deemed to have been given to the person on the next business day.

31. PROPERTY

The income and property of the Club shall be used and applied solely in promotion of its purpose and the exercise of its powers as set out herein and no proportion thereof shall be distributed paid or otherwise by way of profit to or amongst the Members of the Club provided that nothing herein contained shall prevent the payment in advance 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 any 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 our 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. WINDING UP

If the Club shall be wound up in accordance with the provisions of the Act and there remains, after satisfaction of all its debts and liabilities, any property whatsoever the same shall be given or transferred to some other institution or institutions having purpose 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 of Incorporated Associations.

33. VISITORS TO THE CLUB

All visitors to the Club shall place their name and residential address in the visitor's register and be signed in by a member.

Visitors to the Club must not be supplied with Liquor in the Club premises unless in the company of a member of the Club, or as a guest at a function approved by the Executive for which a separate liquor licence has been obtained..

34. OFFICERS OF THE CLUB

An Officer or Servant of the Club must not receive payments by way of a commission or allowance from the receipts of the Club for the sale or disposal of Liquor.