



**WESTERN BEACH
BOAT CLUB INC.**

A0003845R

Club Rule Book V26:-5:-2022

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PART 1— PRELIMINARY

1. Name

The name of the club is Geelong Western Beach Boat Club Incorporated" (**the Club**)

2. Purposes

The purposes of the Club are to:

- (1) Promote, foster and maintain a non:-political and non sectarian boating club of, and for members.
- (2) Promote, foster and maintain social activities and pastimes of and for the members.
- (3) Provide facilities for safe, responsible boating and social activities.

3. Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

4. Definitions

In these Rules:—

absolute majority, of the Committee, means a majority of the Committee members currently holding office and entitled to vote at the time (as distinct from a majority of Committee members present at a Committee meeting);

act means the Associations Incorporation Reform Act 2012;

by laws means the by laws adopted by the Club pursuant to rule 79.

Chairperson, of a general meeting or Committee meeting, means the person chairing the meeting as required under rule 47;

Committee means the Committee having management of the business of the Club;

Committee meeting means a meeting of the Committee held in accordance with these Rules;

Committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Club convened under rule 25(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 24;

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

general meeting means a general meeting of the members of the Club convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Club;

member entitled to vote means a member who under rule 16 (2) is entitled to vote at a general meeting;

regulations means regulations made under the Act;

relevant documents has the same meaning as in the Act;

secretary of the Club means: a person holding office as secretary under these Rules; and in any other case, the public officer of the Club.

special resolution means a resolution that requires not less than three:-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2 — POWERS OF CLUB

5. Powers of Club

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

6. Not for profit organisation

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Club from paying a member :—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member :—
- (3) if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3 — MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1— Membership

7. Minimum number of members

The Club must have at least 5 members.

8. Who is eligible to be a member

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

9. Minimum number of members

The membership of the Club will consist of:—

- (a) Ordinary members;
- (b) Family members;
- (c) Junior members;
- (d) Life members but not more than five;
- (e) Senior members;
- (f) Probationary members; and
- (g) Associate members.

10. Definition and rights of categories of members

- (1) An ordinary member is a member who has paid the annual subscription and application fee, is entitled to vote and who has the right to :—
 - (a) use all the facilities of the Club;

- (b) one mooring if he or she has been a member for one year and if a mooring is available;
 - (c) one entry key;
 - (d) one dinghy; and
 - (e) one locker if a locker is available.
- (2) A family member is a member who –
- (a) has the right to use all the facilities of the Club;
 - (b) has the right to one entry key; and
 - (c) is entitled to one vote if he or she is over the age of 18 years.
- (3) A junior member is a member who :-
- (a) is under the age of 18 years;
 - (b) has the right to use all the facilities of the Club; and
 - (c) is not entitled to vote.
- (4) A life member:-
- (a) is a person who has rendered substantial service in the encouragement of boating and in promoting the interests of the Club and who has been elected on the recommendation of the Committee by a two thirds majority of at least 20 members voting at an annual or general meeting;
 - (b) has the rights applicable to an ordinary member; and
 - (c) is entitled to vote.
- (5) A senior member:-
- (a) is a person over the age 65 years;
 - (b) has been a member of the Club for five years;
 - (c) is not working full time;
 - (d) has paid the applicable subscription and application fee;
 - (e) is entitled to vote: and
 - (f) has the rights applicable to an ordinary member.
- (6) A probationary member is a person who has been approved as an ordinary, family or junior member of the Club and granted probationary membership for 12 months.
- (7) An associate member:-
- (a) has the right to use the facilities of the Club when they are open but only in the presence of an Ordinary Member;
 - (b) must comply with the Club rules; and
 - (c) is not entitled to vote.
- (8) An honorary family member:-
- (a) Is a partner of a Life Member;
 - (b) will become an honorary family member when a life member is elected if nominated by the life member.
 - (c) has the rights set out in Rule 10 (2) (b), (c) and (d); and
 - (d) will remain an honorary family member until he or she ceases to be a partner of the life member, or the life member ceases to be a life member whichever first occurs.

11. Application for membership

- (1) To apply to become a member of the Club, a person must submit a written application in the form set out in Appendix 1 to a Committee member stating that the person:-
- (a) wishes to become a member of the Club;
 - (b) supports the purposes of the Club; and

- (c) agrees to comply with these Rules and the By Laws.
- (2) The application:–
 - (a) must be signed by the applicant;
 - (b) state the category of membership applied for; a
 - (c) must be accompanied by the application fee (if any) and the first year's subscription.
- (3) An ordinary member may only nominate one person over the age of 18 years and any of his or her children under the age of 18 years as family members.

12. Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

13. New membership

- (1) If an application for membership is approved by the Committee an applicant for ordinary, family or junior membership will be granted probationary membership for 12 months from the date of the application.
- (2) Additionally:–
 - (a) The resolution to accept the membership must be recorded in the minutes of the Committee meeting.
 - (b) The Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (3) A person becomes a member of the Club and, subject to rule 16 (2), is entitled to exercise the rights of membership applicable to his or her category of membership from the date, whichever is the later, on which:–
 - (a) the Committee approves the person's membership; or
 - (b) the person pays the joining fee and the annual subscription payable under these rules.
- (4) If a probationary member has complied with the Rules and By laws of the Club and has not been the subject of disciplinary action he or she will become an ordinary, family or junior member at the end of the probationary period.

14. Annual subscription and fee on joining

- (1) At each annual general meeting, the Club must determine the amount of the annual subscription fee and the membership application fee for the following financial year.
- (2) The annual subscription is payable in advance on or before 1st November in each year.
- (3) The Club may determine that a lower annual subscription is payable by associate members, junior members, senior citizen members and probationary members.
- (4) The Club may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:–
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Club.
- (5) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

15. Special levy

The Club may at a general meeting strike a special levy on members for the purpose of carrying out improvements to the facilities of the Club.

16. General rights of members

- (1) A member of the Club who is entitled to vote has the right to:–
 - (a) receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - (b) submit items of business for consideration at a general meeting;
 - (c) attend and be heard at general meetings;
 - (d) vote at a general meeting;
 - (e) have access to the minutes of general meetings and other documents of the Club as provided under rule 76; and
 - (f) inspect the register of members.
- (2) A member is entitled to vote if:–
 - (a) the member is a member other than a junior and associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Club; and
 - (c) the member's membership rights are not suspended for any reason.

17. Obligation of members

Members of the Club must comply with:–

- (a) the Rules and By Laws of the Club; and
- (b) any obligations, regulations, directions or orders of a statutory authority or the landlord of the Club's premises that are applicable to the Club.

18. Rights not transferable

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

19. Ceasing membership

- (1) The membership of a person ceases:–
 - (a) on the person's resignation, expulsion or death; and
 - (b) if the person fails to pay membership fees by 31 December each year unless the Committee has granted an extension of time for payment.
- (2) If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

20. Resigning as a member

A member may resign by one month's notice in writing given to the Secretary.

21. Register of members

- (1) The Secretary must keep and maintain a register of members that includes:–
- (2) for each current member :–
 - (a) the member's name;
 - (b) the address for notice last given by the member;
 - (c) the date of becoming a member;
 - (d) if the member other than an ordinary member, a note to that effect;
 - (e) any other information determined by the Committee; and
 - (f) for each former member, the date of ceasing to be a member.
- (3) Any member may, at a reasonable time and free of charge, inspect the register of members

Division 2 — Disciplinary action

22. Grounds for taking disciplinary action

The Committee may take disciplinary action against a member in accordance with this Division if it is determined that the member:–

- (a) has failed to comply with these Rules and the By Laws; or
- (b) refuses to support the purposes of the Club; or
- (c) has engaged in conduct unbecoming or prejudicial to the Club.

23. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:–
 - (a) stating that the Committee proposes to take disciplinary action against the member;
 - (b) stating the grounds for the proposed disciplinary action;
 - (c) specifying the date, place and time of the meeting at which the Committee intends to consider the disciplinary action (the ***disciplinary meeting***);
 - (d) advising the member that he or she may do one or both of the following :–
 - (I.) attend the disciplinary meeting and address the Committee at that meeting;
 - (II.) nominate a person to attend the meeting on his or her behalf;
 - (III.) give a written statement to the Committee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 25.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

24. Decision of Committee

- (1) A Committee member who is biased against, or in favour of, the member concerned must not attend or participate in the disciplinary meeting.
- (2) At the disciplinary meeting, the Committee must:–
 - (a) give the member or his or her representative an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (3) After complying with subrule (2), the Committee may:–
 - (a) take no further action against the member; or
 - (b) subject to subrule (4)
 - (I.) reprimand the member; or
 - (II.) fine the member an amount not exceeding \$500; or
 - (III.) suspend the membership rights of the member for a specified period; or
 - (IV.) expel the member from the Club.
- (4) The fine, suspension of membership rights or the expulsion of a member by the Committee under this rule takes effect immediately after the vote of the Committee is passed.

25. Appeal rights

- (1) A person who has been fined, whose membership rights have been suspended or who has been expelled from the Club under rule 24 may give notice to the effect that he or she wishes to appeal to the Club against the fine, suspension or expulsion.
- (2) The notice must be in writing and given:–
 - (a) to the Committee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote of the Committee.
- (3) If a person has given notice under sub rule (2), the secretary must convene a general meeting of the Club to be held within 21 days after the date on which the secretary receives the notice.

- (4) Notice of the general meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must:–
- (a) specify the date, time and place of the meeting; and
 - (b) state:–
 - (I.) the name of the person against whom the disciplinary action has been taken;
 - (II.) the grounds for taking that action; and
 - (III.) that at the general meeting the members present must vote on whether the decision to fine, suspend or expel the person should be upheld or revoked.

26. Conduct of disciplinary appeal general meeting

- (1) At a disciplinary appeal meeting:–
- (a) no business other than the question of the appeal may be conducted;
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been fined, suspended or who has been expelled or his or her representative must be given an opportunity to be heard.
- (2) After complying with sub rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to fine, suspend or expel the person should be upheld or revoked.
- (3) A member may vote by proxy at the meeting.
- (4) The decision is upheld if not less than two thirds of the members voting at the meeting vote in favour of the decision.

Division 3 — Grievance procedure

27. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:–
- (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Club.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

28. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

29. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 28, the parties must within 10 days:–
- (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:–
- (a) a person chosen by agreement between the parties; or
 - (b)
- (3)

in the absence of agreement:–

(I.) if the dispute is between a member

a member – a person appointed by the Committee; or

(II.) if the dispute is between a member and the Committee or the Club :– a person appointed or employed by the Dispute Settlement Centre of Victoria.

a A mediator appointed by the Committee may be a member or former member of the Club but in any case must not be a person who:–

the Club but in any case must not be a person who:–

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

30. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must:–
 - (a) give each party every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

31. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 — GENERAL MEETINGS OF THE CLUB

32. Annual general meetings

- (1) The Committee must convene an annual general meeting of the Club to be held on the last Friday in July each year.
- (2) If circumstances beyond the control of the Committee prevent the annual general meeting being held on the last Friday in July each year the Committee may determine a date, time and place of the annual general meeting which is not later than 30 September in each year.
- (3) The ordinary business of the annual general meeting is as follows:–
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
- (4) to receive and consider:–
 - (a) the annual report of the Committee on the activities of the Club during the preceding financial year;
 - (b) the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act; and
 - (c) reports.
 - (d) to elect the members of the Committee;
 - (e) to confirm or vary the amounts (if any) of the annual subscription, joining fee and other fees and charges of the Club; and
 - (f) motions for which notice has been given.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

33. Special general meetings

- (1) The general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit
- (3) No business other than that set out in the notice under rule 35 may be conducted at the meeting

34. Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must :-
 - (a) Be in writing;
 - (b) State the business to be considered at the meeting and any resolutions to be proposed;
 - (c) Include the names and signatures of the members requesting the meeting; and
 - (d) Be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub rule (1):-
 - (a) must be held within 1 month after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
 - (c) The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub rule (1).

35. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 34(3), the members convening the meeting) must give to each member of the Club:-
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:-
 - (a) specify the date, time and place of the meeting;
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed:-
 - (I.) state in full the proposed resolution; and
 - (II.) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 36(5).
- (3)

36. Proxies

- (1)
- (2)
- (3)

(4)

This rule does not apply to a disciplinary appeal meeting.

A member may appoint another

member as his or her proxy to vote and speak on his or her behalf at a general meeting.

The appointment of a proxy must be in the form set out in Appendix 2 and signed by the member making the appointment.

The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

Notice of a general meeting given to a member under rule 35 must:–

- (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (5) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (6) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club no later than 24 hours before the commencement of the meeting.

37. Use of technology

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

38. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 36) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:–
 - (a) in the case of a meeting convened by, or at the request of, members under rule 34 the meeting must be dissolved; and
 - (b) in any other case.
 - (c) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (d) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

39. Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned:–

- (3) (a) if there is insufficient time to deal with the business at hand; or
- (b) to give the members more time to consider an item of business.

No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 35.

40. Voting at general meeting

- (1) On any question arising at a general meeting:–
 - (a) subject to sub rules (2) and (3), each member who is entitled to vote has one vote;
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) Associate and Junior Members are not entitled to vote.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (5) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 25.

41. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

42. Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:–
 - (a) carried;
 - (b) carried unanimously;
 - (c) carried by a particular majority; or
 - (d) lostand an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question:–
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

43. Minutes of general meeting

- (1) Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on

which a vote is taken and the result of the vote.

- (3) In addition, the minutes of each annual general meeting must include:–
- (a) the names of the members attending the meeting;
 - (b) proxy forms given to the Chairperson of the meeting under rule 35(5);
 - (c) the financial statements submitted to the members in accordance with rule 32 (3)(b)(ii);
 - (d) the certificate signed by two Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 — COMMITTEE

Division 1 — Powers of Committee

44. Role and powers

- (1) The business of the Club must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.
- (3) The Committee may determine incidental fees payable by members for mooring maintenance and repairs, the use of the yard, slipping, dinghy and other storage and other fees for the proper maintenance and operation of the Club.
- (4) The Committee may establish sub Committees consisting of members with terms of reference it considers appropriate.

Division 2—Composition of Committee and duties of members

45. Composition of Committee

The Committee consists of :–

- (a) a President; and
- (b) a Vice:–President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) five ordinary members under rule 54.

46. General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties:–
 - (5) (a)
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f the best interests of the Club; and for a proper
a purpose.

i Committee members and former Committee members must not make improper use

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of:–

(a) their position; or

(b) information acquired by virtue of holding their position

(c) so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

(6) In addition to any duties imposed by these Rules, a Committee member must perform any other duties imposed from time to time by resolution at a general meeting.

47. President and Vice:–President

(1) Subject to sub rule (2), the President or, in the President's absence, the Vice:–President is the Chairperson for any general meetings and for any Committee meetings.

(2) If the President and the Vice:–President are both absent, or are unable to preside, the Chairperson of the meeting must be:–

(a) in the case of a general meeting a member elected by the other members present; or

(b) in the case of a Committee meeting Committee member elected by the other Committee members present.

48. Secretary

(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated club.

(2) The Secretary must:–

(a) maintain the register of members in accordance with rule 21;

(b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 71(3), all books, documents and securities of the Club in accordance with rules 73 and 76;

(c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

(d) perform any other duty or function imposed on the Secretary by these Rules.

(3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

49. Treasurer

(1)

(2) (a)

(b)

(3) (c)

- (d) and issue receipts for those moneys in the name of the Club;
ensure that all moneys received are paid into the account of the Club within 5 working days after receipt;
- (a) make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds; and
- (b) ensure cheques are signed by at least 2 Committee members.

The Treasurer must:-

- ensure that the financial records of the Club are kept in accordance with the Act; and
- coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club.

The Treasurer must ensure that at least one other Committee member has access to the

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accounts and financial records of the Club.

Division 3—Election of Committee members and tenure of office

50. Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a Committee member if the member:–

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

51. Positions to be declared vacant

At each annual general meeting of the Club, after the annual report and financial statements of the Club have been received, the Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 52 to 55.

52. Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Club may:–
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

53. Election of Office Bearers

- (1) At the annual general meeting, separate elections must be held for each of the following positions:–
 - (a) President; Vice:–
 - (b) President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 55.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

54. Election of ordinary members

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary Committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 55.

55. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to:–
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position:–
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under sub rule (10) because 2 or more candidates received the same number of votes, the returning officer must:–
 - (a) conduct a further election for the position in accordance with sub rules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

56. Term of office

- (1) Subject to sub rule (3) and rule 57, a Committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A Committee member may be re:–elected.
- (3) A general meeting of the Club may:–
 - (a) by special resolution remove a Committee member from office; and
 - (b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (5) The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

57. Vacation of office

- (1) A Committee member may resign from the Committee by written notice addressed to the

Committee.

- (2) A person ceases to be a Committee member if he or she:–
 - (a) ceases to be a member of the Club; or
 - (b) fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under rule 68; or
 - (c) otherwise ceases to be a Committee member by operation of section 78 of the Act.

58. Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Club to fill a position on the Committee that:–
 - (a) has become vacant under rule 57; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 56 applies to any Committee member appointed by the Committee under sub rule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4 — Meetings of Committee

59. Meetings of Committee

- (1) The Committee must meet at least 6 times in each year at the dates, times and places determined by the Committee at its first meeting in each financial year.
- (2) The date, time and place of the first Committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Club at which the members of the Committee were elected.
- (3) Special Committee meetings may be convened by the President or by any 4 members of the Committee.

60. Notice of meetings

- (1) Notice of each Committee meeting must be given to each Committee member no later than 2 business days before the date of the meeting.
- (2) Notice may be given of more than one Committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

61. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 60 provided that as much notice as practicable is given to each Committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

62. Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The members present at the meeting may determine the order of business.

63. Use of technology

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

64. Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a Committee meeting is the presence (in person or as allowed under rule 63) of three of the Committee.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting:–
 - (a) in the case of a special meeting :– the meeting lapses;
 - (b) in any other case :– the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 60.

65. Voting

- (1) On any question arising at a Committee meeting, each Committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion.
- (3) Sub rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

66. Conflict of interest

- (1) A Committee member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member:–
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest:–
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Club.

67. Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following:—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 66.

68. Leave of absence

- (1) The Committee may grant a Committee member leave of absence from Committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

69. Source of funds

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

70. Management of funds

- (1) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee members.
- (5) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

71. Financial records

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

72. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting sub rule (1), those requirements include:–
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Club;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

73. Common seal

- (1) The Club may have a common seal.
- (2) If the Club has a common seal:–
 - (a) the name of the Club must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

74. Registered address

The registered address of the Club is:–

- (1) the address determined from time to time by resolution of the Committee; or
- (2) if the Committee has not determined an address to be the registered address :–the postal address of the Secretary.

75. Notice requirements

- (1) Any notice required to be given to a member or a Committee member under these Rules may be given:–
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email.
- (2) Sub rule (1) does not apply to notice given under rule 61.
- (3) Any notice required to be given to the Club or the Committee may be given:–
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
- (1) by leaving the notice at the registered address; or
- (2) if the Committee determines that it is appropriate in the circumstances by email to the email address of the Club or the Secretary.

76. Custody and inspection of books and records

- (1) Members may on request inspect free of charge:–
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub rule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub rule (2), a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule:–
 - (a) **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following;
 - (b) its membership records;
 - (c) its financial statements;
 - (d) its financial records;
 - (e) records and documents relating to transactions, dealings, business or property of the Club.

77. Winding up and cancellation

- (1) The Club may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

78. Alteration of Rules

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

79. By Laws

The Club may by special resolution passed at a general meeting adopt by laws concerning the activities of the Club and the use of its facilities.