
SANDRINGHAM YACHT CLUB INCORPORATED

CONSTITUTION

(As revised Mar 2011)

ASSOCIATIONS INCORPORATION REGULATIONS



Sandringham Yacht Club Incorporated

CONSTITUTION

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SANDRINGHAM YACHT CLUB INCORPORATED
CONSTITUTION

NAME OF CLUB

1. The style or designation of the Club shall be the Sandringham Yacht Club Incorporated. (Registration No. A0011997N)

MEANING OF WORDS

2. 2.1 In these rules, unless the contrary intention appears :
 - "Club" means The Sandringham Yacht Club Incorporated.
 - "Club Subscription Year" means the year commencing on 1st April.
 - "Financial Year" means the year ending on 30th June.
 - "Flag Officers" means the Commodore, the Vice-Commodore, and the Rear-Commodore of the Club.
 - "General Committee" means the General Committee of Management of the Club.
 - "General Meeting" means a General Meeting of Members convened in accordance with Rule 31.
 - "Member" where not used in the context of a particular category means an Ordinary Member or Life Member of the Club and unless specifically referred to does not include a Social Member.
 - "the Act" means the Associations Incorporation Act 1981.
 - "Liquor Control Act" means the Liquor Control Act 1987 or such other Act passed in substitution, and "Licensing Acts" shall have the same meaning.
 - "the Regulations" means Regulations under the Act.
 - 2.2 In these Rules a reference to the Chief Executive Officer is a reference :
 - a) where a person holds Office under these Rules as Chief Executive Officer of the Club – to that person, and
 - b) in any other case, to the Public Officer of the Club.
 - 2.3 In these rules, any reference to a particular gender may extend to and apply equally to the other genders.
 - 2.4 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Act Interpretation Act 1958 and the Act as in force from time to time.
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OBJECTS OF THE CLUB

3. The objects of the Club are :-
 - 3.1 To promote and encourage the participation of people in yacht racing and yachting events.
 - 3.2 To acquire and maintain suitable Club premises to provide accommodation and entertainment for the Members of the Club and their guests.
 - 3.3 To supply refreshments for Members and to apply for, hold and renew from time to time any necessary Certificates of Registration as a Club and any Licences, Permits or other provisions for the sale and disposal of liquor within the meaning of the Licensing Acts of the State of Victoria.
 - 3.4 To provide facilities for training in marine related activities in particular, but not limited to, school and higher education certificate courses.

POWERS

4. The Club shall have the following powers :-
 - 4.1 To purchase, take on, lease or in exchange, hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto.
 - 4.2 To erect and to improve, repair, pull down and re-build buildings and other structures.
 - 4.3 To sell, exchange, lease, mortgage, hire, dispose of, or otherwise deal with or any part of the real and personal property of the Club.
 - 4.4 To borrow or raise or secure the payment of money in such manner as the Club thinks fit with power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the property real or personal (both present and future) of the Club and to redeem or pay off any existing or future security.
 - 4.4A To apply for and obtain grants and funding from Government departments and/or public authorities both Federal and State.
 - 4.5 To invest and deal with the money of the Club not immediately required for the purposes of the Club in such manner as may from time to time be determined.
 - 4.6 To amalgamate, co-operate, affiliate and enter into reciprocal arrangements with any other Club having objects wholly or in part similar to those of the Club.
 - 4.7 To appoint, employ and pay officers and servants and to dismiss or suspend any officer or servant.
 - 4.8 To do all such other lawful things as, in the opinion of the Club, are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.
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INCOME AND PROPERTY

5. 5.1 Subject to the provisions of sub rules 5.2 and 5.3, the income and property of the Club shall be applied solely to the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to the members.
- 5.2 Any surplus, income or profit, generated through training pursuant to the objects specified in Rule 3.4 must be returned to the predominant training purposes of the Club.
- 5.3 Remuneration may be paid in good faith to officers and servants of the Club or other persons in return for services actually rendered to the Club.

CLUB FLAGS

6. 6.1 The Club burgee shall be a white pennant, the length of which shall be twice its width at the hoist, with an Admiralty Red (Ref. T1144) bar having a width of one quarter the length of the centre line of the burgee and placed at right angles to the base line cutting the centre line in the second quarter.
- 6.2 Flag Officers' Flags
- The Flag Officers' Flags shall be as follows :-
- a) The Commodore's flag shall be the Club burgee but rectangular and swallow-tailed.
 - b) The Vice-Commodore's flag shall be the Club burgee but rectangular and swallow-tailed and with one ball in the upper head quarter.
 - c) The Rear-Commodore's flag shall be the Club burgee but rectangular and swallow-tailed and with two balls in the upper head quarter.
 - d) The Past Commodore's flag shall be the Club burgee, rectangular and swallow-tailed as for the Commodore but defaced with a red diagonal cross in the upper head quarter.
 - e) The Commodore-in-Chief's flag shall be the Club burgee but rectangular.
- 6.3 No Flag Officer's flags shall be flown from any yacht unless such Officer is on board or unless it is his intention to return on board before sunset of the same day.
- 6.4 When two or more Flag Officer's of the Club are on board the same yacht, the flag of the senior Officer shall be displayed.
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ORDINARY MEMBERS

7. 7.1 Any person with an interest in leisure boating is eligible for election as an Ordinary Member of the Club.

7.2 **Ordinary Members shall consist of :**

- a) Senior Members
- b) Crew Members
- c) Junior Members
- d) Intermediate Members
- e) Associate Members
- f) Country Members
- g) Family Members

7.3 **Senior Members**

A Senior Member shall be a Member who is of or over the age of eighteen years and who has been admitted to Senior Membership. Senior members shall be entitled to all of the privileges of membership without restriction.

7.4 **Crew Members**

A Crew Member shall be a member who is over 18 years of age and is proposed to be active sailing/crew and who has been admitted to Crew Membership.

Crew Members shall not be entitled to vote at any General Meeting or Election, nor be elected as an Officer of the Club or to the General Committee.

Crew Members shall not be entitled to lease a marina berth or hard stand space, nor have access to the launch ramp..

Crew Members shall not be entitled to unrestricted use of Club facilities and services. The availability of Club facilities and services shall be determined by the General Committee from time to time and included in the By-laws.

7.5 **Junior Members**

A Junior Member shall be a Member who is over the age of eight years of age and less than eighteen years of age who has been admitted to Junior Membership.

Junior Members shall not be entitled to vote at any General Meeting or Election, nor be elected as an Officer of the Club or to the General Committee.

Junior Members shall not have access to Licenced premises except as permitted by the By-laws and the relevant Licensing Acts.

Junior Members shall not be entitled to lease a marina berth or hard stand space.

Junior Members shall not be entitled to unrestricted use of Club facilities and services. The availability of Club facilities and services shall be determined by the General Committee from time to time and included in the By-laws.

7.6 Intermediate Members

An Intermediate member shall be a member over the age of 18 years and less than twenty-nine (29) years of age and who has been admitted to Intermediate membership.

Intermediate members shall not be entitled to lease a marina berth or hardstand space.

7.7 Associate Members

An Associate Member shall be a Member who is of or over eighteen (18) years of age, a spouse of a Life Member or Senior Member or the person with whom the Member lives on a permanent and bona fide domestic basis and who has been admitted to Associate Membership.

An Associate Member shall not be the sole Lessee of a marina berth or hard stand space.

An Associate Member may continue to be an Associate Member notwithstanding the death of the Member to whom they are associated.

7.8 Country Members

A Country Member shall be an Ordinary Member who is over eighteen (18) years of age, is permanently resident more than one hundred kilometres by road from the Club's premises and who has been admitted to Country Membership.

Country Members shall not be entitled to lease a marina berth or hard stand space for periods in excess of four (4) weeks in any one Club year.

Country Members shall not be entitled to unrestricted use of Club facilities and services. The availability of Club facilities and services shall be determined by the General Committee from time to time and included in the By-laws.

7.9 Family Members

A Family member shall consist of one (1) Senior Member, one (1) Associate Member or (1) Crew Member and unlimited Junior dependents under the age of 18 years and who has been admitted to Family membership.

Family Members have the same rights as for individual categories at a concessional rate as determined by the Committee from time to time.

7A Training Members

A training member shall be a Member who is undertaking an approved training course at the Club and who has been admitted to Training Membership.

Training members maybe admitted in such manner as decided upon by the General Committee from time to time and made as a By-Law pursuant to Rule 21.

Training Members shall not be entitled to vote at any General Meeting or Election or be elected as an Officer of the Club or to the General Committee.

Training Members shall have no rights other than access to the Club and its facilities and to receive all communications normally forwarded to Members.

7B Day Member

A Day member shall be a member who has been admitted to day membership.

Day Members maybe admitted in such manner as decided upon by the General Committee from time to time and made as a By-Law pursuant to Rule 21.

Day Members shall not be entitled to vote at any General Meeting or Election or be elected as an Officer of the Club or to the General Committee.

Day Members shall be entitled to access and utilisation of the Club and its facilities for a calendar day period.

7C Absentee Members

Day Members shall have no rights other than access to the Club and its facilities for the day of admission.

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- 7C.1** An Absentee Member shall be a Member who has applied for and has been admitted to Absentee Membership.
 - 7C.2** Absentee Membership may only be applied for by an Ordinary Member who will be resident Interstate or Overseas for a continuous period of six (6) months or more in any Club Subscription year.
 - 7C.3** Absentee Membership shall continue until the end of the Club Subscription year in which the Absentee Member has been admitted but Maybe reapplied for to continue in the next Club Subscription year.
 - 7C.4** An Absentee Member shall not be entitled to lease a marina berth or hardstand space for periods in excess of four (4) weeks in any one Club Subscription year.
 - 7C.5** Subject to Rule 19.10 (b) Absentee Members shall not be entitled to vote in a General Meeting for Election or be elected as an Officer of the Club or to the General Committee.

LIFE MEMBERS

- 8. 8.1 A Life members shall be a member who has been elected to Life Membership pursuant to this Rule in consideration of special services rendered to the Club.
 - 8.2 A candidate for Life Membership must be proposed and seconded by a Senior, Life or Associate Member.
 - 8.3 The Proposer and Secunder must submit to the General Committee a letter setting out the basis of their nomination and detailing the Nominee's history and contribution to the Club.
 - 8.4 It shall be within the power of the General Committee if it thinks fit, to submit the proposal to a Life Membership Panel comprising four Life Members provided that in the event that this Condition cannot be fulfilled, the General Committee may substitute Past Commodores for one or more of the Panel or, failing that being possible, may substitute existing Flag Officers.
 - 8.5 The Life Membership Panel shall determine whether the Nominee is acceptable for Life Membership and shall forward its recommendation to the Chief Executive Officer who shall place the matter on the Agenda for the next General Committee meeting.
 - 8.6 If the recommendation from the Life Membership Panel is in favour of the Nominee being elected as a Life Member, the Commodore or the Chairman so appointed for that meeting shall call for a Proposer and Secunder and, after discussion, put the Motion.
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- 8.7 A two-thirds majority of the General Committee is required in favour of the Nominee being made a Life Member.
- 8.8 The election of the Nominee as a Life Member shall be announced at a General Meeting and the Nominee shall be declared a Life Member, presented with a Life Membership badge and shall be entitled to vote and to all the privileges of the Club without payment of any further subscription.
- 8.9 There shall be not more than one Life Member declared at any one General Meeting and there shall not be more than two Life Members elected in Club year.
- 8.10 Life Members shall be entitled to all of the privileges of Membership of the Club without restriction.

CORPORATE MEMBERS

- 8.A. 8.A.1 Any Corporation (as defined in the Corporations Law) or Incorporated Association shall be eligible for admission as a Corporate Member of the Club.
- 8.A.2 The subscriptions payable by Corporate Members shall not be less than such amounts and for such period as will be approved by Members at a General Meeting of Members and published as a By-law.
- 8.A.3 All applications for Corporate Membership shall be in writing and lodged with the Chief Executive Officer who shall submit such application to the next General Committee Meeting for approval.
- 8.A.4 If approved by the General Committee, the applicant shall become a Corporate Member upon payment of the applicable subscription payable at the time by Corporate Members.
- 8.A.5 Corporate Members shall nominate one or more persons as Nominees to a maximum number as may be determined for the applicable Corporate Membership subscription they have paid and as established under Rule 8.A.2 and who shall, while so nominated, have all the privileges and obligations set out in these Rules as Senior Members of the Club.
- 8.A.6 Corporate Members shall be entitled :
- a) to use, free of hiring charge, the Quarterdeck and/or Committee Room subject always to availability at the time:
 - b) subject to approval by the General Committee as to the size, position, content and type, to install a sign no larger than two square metres within the Club's grounds other than on a Club building
 - c) to have the name of the Corporate Member displayed on a plaque in the Clubhouse.
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8.A.7 The rights and privileges of Corporate Members shall only be exercisable by the nominee or nominees of that Corporate Member at the time and not by the Corporate Member itself or by any other person not being a nominee.

8.A.8 A Corporate Member cannot have Club Naming Rights.

HONORARY MEMBERS

9. 9.1 The General Committee may elect a person who is not a Member and who has rendered special services to the Club, or the sport of yachting generally, as an Honorary Member if the General Committee is of the opinion that special circumstances apply to such a person.
- 9.2 Membership of any person elected as an Honorary Member pursuant to Rule 9.1 shall expire on 31st August in each year when it may be extended for a further period of twelve months or such shorter period as the General Committee may determine.
- 9.3 In addition to Rule 9.1 the General Committee may :
- a) elect any person who is a bona fide Member of a recognised Club as an Honorary Member for a period not exceeding three months; and
 - b) enter into reciprocal rights arrangements with other recognised Clubs whereby a Member of that other Club visiting the Club's premises shall be entitled to all privileges as an Honorary Member for a period not exceeding three months.
- 9.4 Honorary Members shall be entitled to all the privileges of the Club except the right to vote at meetings and the right to be elected as an Officer of the Club or to the General Committee, however they shall not be entitled without permission of the General Committee to mooring, slipping or yard facilities, or credit facilities.
- 9.5 Honorary Members shall have no claim or interest to or in the funds or property of the Club and their Honorary Membership may be terminated at any time by the General Committee.
- 9.6 No person may become an Honorary Member of the Club or be relieved of the payment of the regular subscription except those persons possessing the qualifications defined in these Rules and subject to the Conditions and Provisos prescribed herein.
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VISITORS

10. 10.1 A Member, other than a Junior, Absentee, Day or Training member may introduce a visitor or visitors to that part of the Club premises which are licensed under the Liquor Control Act for the day of visit only provided :-
- a) the name of such visitor or visitors shall be recorded in the relevant sign in process which shall be signed by the introducing Member; and
 - b) the introducing Member shall be responsible for the conduct of the visitor.
- 10.2 No person :-
- a) who has been rejected as a candidate for Membership;
 - b) whose admission as an Honorary Member has been refused;
 - c) who has been expelled from the Club; or
 - d) who is in default in payment of any monies due to the Club at the time and for which default the Club has instituted, or is entitled to institute, recovery proceedings;
- shall be admitted as a visitor.
- 10.3 Nothing herein contained shall prevent the admission of visitors at a particular function or occasion authorised by the General Committee with and subject to a Limited Licence from the Liquor Control Commission and which function or occasion is conducted in accordance with such Limited Licence and with any Conditions or Restrictions imposed by the General Committee when giving its authority.

ELECTION OF ORDINARY MEMBERS

11. 11.1 All Ordinary Members of the Club other than Training or Day Members shall be elected by the General Committee and a record shall be kept of the number of Members of the General Committee voting at such election.
- 11.2 No person shall be elected as an Ordinary Member of the Club if two (2) or more Members of the General Committee vote against his admission as a Member.
- 11.3 Every applicant for admission as an Ordinary Member of the Club shall be proposed by a Senior or Life Member and seconded by another Senior or Life Member, both of whom must have been Members of the Club for at least twelve (12) months at the time of such proposal.
- 11.4 Every application for Ordinary Membership shall be in writing and shall contain the full name, address and profession or occupation of the applicant and such other information, if any, as may from time to time be prescribed by the General Committee and shall be signed by both the Proposer and Seconder and shall contain an undertaking signed by the applicant that he will be bound by the Rules and By-laws of the Club.
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- 11.5 The Application for Membership shall be delivered to the Chief Executive Officer who shall display such application in a conspicuous place in the Club premises for at least a week before the proposed election of such applicant.
- 11.6 An interval of not less than two (2) weeks shall elapse between lodging of an application for Membership and election of the applicant as an Ordinary Member.
- 11.7 Every applicant for Ordinary Membership other than as a Junior Member, shall be interviewed by a Selection Committee, comprising a Flag Officer and two other Members of the General Committee, before the applicant's name is presented to the General Committee for election.
- 11.8 An applicant for Junior Membership shall be interviewed by the Off the Beach Boats Sub-Committee before his name is presented to the General Committee for election.
- 11.9 Elevation of Junior Members
- Elevation of Junior Members to Senior or Associate Members shall not be automatic.
- 11.10 All Junior Members must apply in writing to the Club for election as a Senior or Associate Member at least one (1) month prior to attaining the age of qualification for Senior or Associate Membership.
- 11.11 The General Committee may, or may not, elect such applicant as it sees fit and shall not be bound to furnish any reason for non-election.

REGISTER AND ADDRESSES OF MEMBERS

12. 12.1 The Chief Executive Officer shall keep at the Club's premises a Register of Members of the Club setting forth in full the names, occupations and addresses of all Members of the Club and the date of the latest payment by each Member of his subscription.
- 12.2 Every Member shall communicate in writing his address or any alteration thereof to the Chief Executive Officer who shall register such address together with the date of election of such Member in the Register of Members.
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MEMBERS RETIRING AND/OR REJOINING

13. 13.1 Any Member withdrawing from the Club must, before the first day of April, give notice to the Chief Executive Officer of his intention to resign and pay all monies due by him to the Club to the proposed date for his resignation.
- 13.2 Should any Member who has previously retired as a Member of the Club wish to rejoin, he shall pay the difference between any entrance fee previously paid by him and the current entrance fee payable at the time of re-joining.
- 13.3 Any Member resigning shall not be entitled to a refund in whole or in part of any annual subscription or entrance fee paid.

CLUB YEAR AND ACCOUNTS

14. 14.1 The annual subscription and any other annual fee shall become due and payable on the commencement of the Club Subscription year;
- 14.2 All other fees or charges payable by any Member to the Club shall become due and payable when an account has been served on the Member in accordance with Rule 45.
- 14.3 Any Member whose subscription is overdue, shall not take part in any Club proceedings or vote at any meeting of the Club until such subscription has been paid".

SOURCE OF FUNDS

15. The Funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the General Committee shall determine.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

16. 16.1 The entrance fee shall be an amount decided upon by the General Committee from time to time for each category of Membership and shall be made and enforced as a By-law pursuant to Rule 21.
- 16.2 The annual subscriptions for or within each category of Membership shall be as determined by the General Committee prior to the commencement of each Club year provided always that any determination to increase an annual subscription in excess of the increase in the Consumer Price Index for Melbourne All Groups in the preceding twelve-month period shall require prior approval of the Members by a resolution at General Meeting.
- 16.2a Once determined all annual subscriptions shall be adopted by the General Committee as a By-Law pursuant to Rule 21.
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- 16.3 Any Member admitted more than thirty (30) days after commencement of a Club Subscription year shall pay a pro rata subscription amount based on the annual subscription rate applicable to that Member divided by twelve (12) and then multiplied by the number of whole months remaining in that Club year".
- 16.4 Any Member, regardless of that Members current category, who was, prior to the 1st day of July 1994, within the category of Veteran Membership and who had at that date paid five times the annual Senior Subscription to remain a Member free of further charge, shall not be required to pay any further annual subscriptions.

OFFICERS OF THE CLUB

17. 17.1 The Officers of the Club shall be ;
- a) The Commodore
 - b) The Vice-Commodore
 - c) The Rear-Commodore
 - d) The Treasurer
 - e) The Club Captain Sailing
 - f) The Club Captain OTB Sailing Centre
 - g) The Club Captain Recreational Boating
 - h) The Immediate Past Commodore
- 17.2 The Immediate Past Commodore of the Club shall be an Officer but shall not be a member of the General Committee and any reference in Rules 17.4, 17.6, 17.7, 18, 18A or 19 to Officers shall be taken to not include the Immediate Past Commodore.
- 17.3 All Flag Officers must have previously been a Member of the General Committee for a period or periods in aggregate, of not less than nine (9) months.
- 17.4 Each Officer of the Club shall hold office from the Annual General Meeting immediately following the date of his election until the Annual General Meeting in the next even numbered year.
- 17.5 The Immediate Past Commodore shall hold office until the expiration of one (1) year from the date of his retirement as Commodore.
- 17.6 In the event of a casual vacancy in any office referred to in Clause 17.1, the Committee may appoint one of its members or another Senior member to the vacant office and the member so appointed shall hold office until the expiration of the then current term of that office as specified in Rule 17.4
- 17.7 Each Sub-Committee appointed by the General Committee shall include within its membership at least one Officer of the Club.
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GENERAL COMMITTEE

18. 18.1 The General Committee shall consist of:
(a) the Officers of the Club referred to in Clause 17.1; and
(b) five (5) Ordinary Committee Members;
each of whom shall be elected pursuant to Rule 19.
- 18.2 Each Ordinary Committee Member shall hold office from the Annual General Meeting immediately following the date of his election until the Annual General Meeting in the next odd numbered year.
- 18.3 Should there be a vacancy in the office of a Committee Member, the General Committee may appoint a Senior Member of the Club to fill the vacancy and the Member so appointed shall hold office subject to these Rules until the expiry of the then current term of that office as specified in Rule 18.2.

VACANCY OF COMMITTEE MEMBERSHIP:

- 18A For the purposes of these Rules, the office of an Officer of the Club or of an Ordinary Committee Member becomes vacant if the Officer or Committee Member:
- (a) cease to be a member of the Association;
 - (b) becomes an insolvent under administration within the meaning of the Corporations Act;
 - (c) resigns his office by notice in writing given to the Chief Executive Officer; or
 - (d) fails to attend three (3) consecutive meetings of the General Committee and the General Committee, at its discretion, declares the office vacant.

ELECTION OF OFFICERS AND GENERAL COMMITTEE

19. 19.1 The Officers of the Club Shall be elected on the Saturday prior to the Annual General Meeting in each even numbered year.
- 19.2 The Ordinary Committee Members shall be elected on the Saturday prior to the Annual General Meeting in each odd numbered year, (save and except the Ordinary Committee Members shall be elected at the election immediately prior to the 2004 Annual General Meeting and shall only hold office until the 2005 Annual General Meeting).
- 19.3 Members eligible to be elected as an Officer of the Club must be a Life Member or a financial Senior Member of at least twelve (12) months standing.
- 19.4 Each Ordinary Committee Member shall be eligible to be elected as an Officer of the Club, subject to Rule 17.3, provided he resigns as an Ordinary Committee Member immediately upon being so elected.
- 19.5 Members eligible to be elected as an Ordinary Committee Member must be a Life Member or a financial Senior Member.
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- 19.6 All Officers and Ordinary Committee Members, upon expiry of their term of office as provided in these Rules, are eligible for re-election.
- 19.7 Nominations of candidates for election as Officers and Ordinary Committee Members;
- a) shall be in writing signed by two (2) Members, each of whom must be a Life Member or a financial Senior Member, other than a Restricted Member or Junior Member, of at least twelve (12) months standing and also signed by the candidate; and
 - b) shall be lodged with the Chief Executive Officer not less than twenty-one (21) clear days prior to the date of election.
- 19.8 The Chief Executive Officer shall :-
- a) at least thirty five (35) days prior to the Annual General Meeting, notify all Members entitled to vote in General Committee elections by post of the closing date for nominations and the date of the Annual General Meeting, draw attention to Rule 33 and invite prospective nominees to attend a General Committee information night.
 - b) post on an official notice board all nominations immediately they are received and shall leave the same posted for not less than fourteen (14) days preceding the election; and
 - c) include in the Notice of the Annual General Meeting given in accordance with Rule 26.1 a second notice to all Members giving advice concerning Members nominated and whether they are elected unopposed or if an election by ballot is necessary.
- 19.9 In the event of there being insufficient nominations to enable the election of a properly constituted General Committee of the Club, the General Committee shall nominate a sufficient number of qualified Members to stand for any vacancies.
- 19.10 Voting rights in General Committee elections are conferred only on Life Members and financial Ordinary Members being, Senior Members, Intermediate Members and Associate Members (including those deemed as such by virtue of Family Membership) provided always:-
- a) that the total number of such Members comprises at least sixty (60) per cent of the total Membership of the Club excluding Honorary and persons who are Members by reason only of reciprocal arrangements with another Club; and
 - b) where the total number of Life Members and Ordinary Members entitled to vote does not comply with the requirements of this Rule, every financial Member of the General Body of Members of the Club other than Junior Members, Training Members, Day Members and Honorary Members, shall be entitled to vote in General Committee elections held at the time the requirements are not so met.
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19.11 In the event that an election by ballot is required, such ballot shall be conducted as follows :-

- a) the General Committee shall appoint two (2) Scrutineers to supervise and assist in the conduct of the election;
 - b) upon issue of the notice to Members in accordance with Rule 19.8 that an election by ballot is necessary, the Chief Executive Officer shall maintain a ballot box fitted to receive two padlocks for the purpose of receiving votes and shall prepare a list of Members entitled to vote.
 - c) each of the Scrutineers shall, before voting commences, secure a padlock upon the ballot box and retain the key.
 - d) the Chief Executive Officer shall at least fourteen (14) days before the Annual General Meeting issue by post to all Members entitled to vote in General Committee Meetings, a further notice containing:
 - (i) confirmation of advice given under Rule 19.8(c) that an election to be held, commencing immediately and concluding upon election day, the date of which shall be included in the notice;
 - (ii) a brief introduction of each of the nominees and the position for which he is nominated;
 - (iii) at its discretion, any recommendations by the General Committee as to the nominees or any of them;
 - (iv) a ballot paper endorsed with the identification of the Member to whom such ballot paper is issued.
 - e) ballot papers may be lodged in the ballot box during office hours by the Member personally or delivered by post to the Chief Executive Officer who shall place the ballot paper in the ballot box on the Member's behalf;
 - f) at 1200 hours on the day of the election, the Scrutineers shall:
 - (i) declare the ballot concluded and unlock the ballot box;
 - (ii) cross out on the list of members entitled to vote the name of each member from whom a ballot paper has been received
 - (iii) declare invalid any ballot paper that does not reconcile with a name on the list of members entitled to vote;
 - (iv) count the ballot votes for each position in respect of which a ballot has been held.
 - g) the nominee who receives the most votes for each vacant position shall be declared duly elected to that position;
 - h) as soon as is reasonably practicable after the counting of votes, the Scrutineers shall certify the result of the ballot by notice in writing signed by both Scrutineers and delivered to the Chief Executive Officer;
 - i) at 1800 hours on the day of the election, the Commodore shall announce the result in the Members' Bar of the Club premises; and
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- j) as soon as is reasonably practicable thereafter, the Chief Executive Officer shall, by notice in writing posted in a conspicuous place in the Clubhouse, advise the result of the election to the Members of the Club.

DUTIES OF COMMITTEE

20. 20.1 The General Committee shall be responsible for the entire management of the business and affairs of the Club and its powers shall be limited or abridged only by express provision in these Rules.
- 20.2 The General Committee, subject to these Rules, the Regulations and the Act:-
- a) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by the Members at a General Meeting; and
- b) has power to do all such other lawful things as in the opinion of the General Committee are incidental or conducive to the attainment of the objects of the Club or any of them
- provided any proposal to undertake any of the following actions must be approved, by a majority of Members present and entitled to vote, at a General Meeting of Members :
- issue debentures
 - purchase, sell or mortgage land or property
 - issue extensions to marina licences
 - make a capital purchase of single item in excess of \$100,000
 - undertake expenditure for establishment or renovations of Club facilities or equipment in excess of \$100,000.
- 20.3 The Chief Executive Officer shall have the power to convene General Committee Meetings and shall endeavour to do so monthly.
- 20.4 No monies shall be expended on behalf of the Club without the sanction of the General Committee.
- 20.5 The General Committee shall open a bank account or accounts into which all monies received on behalf of the Club shall be paid and from which all accounts for payment under these Rules shall be paid.
- 20.6 All cheques drawn on behalf of the Club shall be signed by any two of the following namely:-
- a) The Commodore
 - b) The Vice-Commodore
 - c) The Rear-Commodore
 - d) The Chief Executive Officer
 - e) The Treasurer or
 - f) The Administration Manager
- each of whom shall be covered by a fidelity guarantee policy.
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BY-LAWS

21. 21.1 The General Committee is empowered to make, repeal and amend such By-laws as it may from time to time consider necessary for the well being of the Club and which are not inconsistent with these Rules.
- 21.2 All Members of the Club shall be bound at all times to comply with all the By-laws duly passed.
- 21.3 The Chief Executive Officer shall maintain a record of all current By-laws and shall advise Members of any additions or alterations made to the By-laws from time to time.

SUB-COMMITTEES

22. 22.1 It shall be the duty of the General Committee within one (1) month after the Annual General Meeting each year to appoint the following Standing Sub-Committees:-
- a) Sailing including an "intermediate" representative;
 - b) Recreational Boating;
 - c) OTB Sailing Centre;
 - d) Such other Sub-Committees as may be determined by the General Committee;
- 22.2 Sub-committees shall only have the right to make recommendations to the General Committee provided always that the General Committee may delegate authority to any Sub-committee to take any action or cause any notices to be posted or circulated as, in the opinion of the General Committee, is necessary for the proper functioning of the particular Sub-committee.
- 22.3 The General Committee shall appoint a Chairman to each Sub-committee and the Chairman so appointed shall have the right to co-opt any person to serve on his Sub-committee provided that any person so co-opted shall have no voting rights until such time as his appointment has been confirmed by the General Committee.

DUTIES OF THE CHIEF EXECUTIVE OFFICER

23. 23.1 The General Committee may contract the services of a Chief Executive Officer of the Club upon such Terms and Conditions as may be appropriate.
- 23.2 The General Committee may delegate to the Chief Executive Officer any of its powers as it may deem necessary
- 23.3 Subject to the authority of the General Committee, the Chief Executive Officer shall be responsible for the appointment and dismissal of all employees of the Club including temporary and casual employees who form part of a personnel establishment.
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- 23.4 In the absence of the Chief Executive Officer from the Club premises at any time, any powers or duties of the Chief Executive Officer may be performed by the Administration Manager, or in his absence, by the Commodore of the Club.

DISMISSAL OF OFFICERS

24. 24.1 Any Officer of the Club or Member of the General Committee or of a Subcommittee may be removed from office by a vote passed by a majority of not less than two thirds of the Members present and entitled to vote at a Special General Meeting called for that specific purpose.
- 24.2 All voting at a Meeting under this Rule shall be by ballot.

AUDITORS

25. 25.1 The Club shall at each Annual General Meeting elect professional Auditors who shall remain in office until the next Annual General Meeting.
- 25.2 The Auditors shall have power at any time to call for a special audit of Club accounts.
- 25.3 Auditors must not be Members of the General Committee.

ANNUAL GENERAL MEETING

26. 26.1 The Annual General Meeting shall be held by not later than 30th November in each calendar year at such time and place as the General Committee may appoint and of which at least fourteen (14) clear days notice shall be given.
- 26.2 No resolution shall be passed at the Annual General Meeting unless the subject matter of such resolution;
- a) has been mentioned in the notice of meeting; or
 - b) has been notified to Members pursuant to Rule 26.4
- 26.3 The ordinary business of the Annual General Meeting includes:-
- a) confirming the Minutes of the last Annual General Meeting;
 - b) receiving the General Committee's Annual Report;
 - c) receiving the Honorary Treasurer's Annual Statement as audited by the Auditors;
 - d) declaring the election of the Officers of the Club and the General Committee; and
 - e) electing Auditors.
- 26.4 The business to be conducted at all Annual General meetings shall be as provided in these Rules and only such other business of which not less than seven (7) clear days notice in writing has been given to Members by posting of such notice on the Club notice board.
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ORDINARY GENERAL MEETINGS

27. The Committee may, whenever it thinks fit, convene an Ordinary General Meeting for Members provided that at least fourteen (14) clear days notice of such meeting has been given.

SPECIAL GENERAL MEETINGS

28. A Special General Meeting may be convened by notice at an Ordinary General Meeting or by resolution of the General Committee, or by requisitions signed by not less than twenty (20) Ordinary Members stating the business to be considered or by an Ordinary Member under the provisions of Rule 34.3 (d) (iii).

CONVENING OF GENERAL MEETINGS

29. 29.1 The Chief Executive Officer of the Club shall at least fourteen (14) days before the date fixed for holding a General Meeting cause to be sent to each Member of the Club at his address appearing in the Register of Members a notice by pre-paid post stating the place, date and time of the Meeting and the nature of the business to be transacted at the meeting.
- 29.2 A Member desiring to bring any business before a meeting may give notice of that business in writing to the Chief Executive Officer who shall include that business in the notice calling the next General Meeting after receipt of the notice.
- 29.3 At every General Meeting the Minutes of the previous similar Meeting shall be tabled and submitted for confirmation before any other business is proceeded with.

CHAIRMAN OF MEETINGS

30. All General Meetings and all General Committee Meetings the Senior Flag Officer present shall take the Chair or if there shall be no Flag Officer present the Meeting shall select from the Members present a Chairman for the purpose of such meeting.

QUORUM

31. 31.1 At all Annual, General or Special General meetings fifty (50) Members entitled to attend and vote at such Meeting present shall constitute a quorum.
- 31.2 At all General Committee Meetings six (6) Members (excluding ex-officio Members) of the General Committee present shall constitute a quorum.
- 31.3 No business shall be transacted at a General Meeting or a General Committee meeting in the absence of a quorum.
- 31.4 If within half an hour after the appointed time for the commencement of a Meeting a quorum is not present the Meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand
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adjourned to the same time fourteen (14) days later and if at the adjourned Meeting the quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the Members present (being not less than three (3) shall constitute a quorum.

VOTING

32. 32.1 Every question submitted to any Meeting shall be decided by a show of hands unless a ballot is demanded by at least one quarter of the Members present in which event the ballot shall be taken in such manner as the Chairman determines.
- 32.2 Unless a ballot is demanded pursuant to Rule 32.1 a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour, or against, that resolution.
- 32.3 Life Members and Financial Ordinary Members being Senior Members, Intermediate Members or Associate members (including those deemed as such by virtue of Family Membership) only shall be entitled to vote at a General Meeting of the Club and any such Member shall not be entitled to vote at a General Meeting of the Club and any such member shall not be entitled to vote unless all subscriptions due and payable by that member to the Club at the time have been paid.
- 32.4 Each Member shall have one (1) vote only.
- 32.5 The Chairman shall have a personal as well as a casting vote.
- 32.6 All votes shall be given personally.
- 32.7 There shall be no voting by proxy.
- 32.8 Notwithstanding any other provision of these Rules, the General Committee shall have the power to refer any question to be decided on at a General Meeting to a written referendum of Members financial and entitled to vote.

NOTICE OF MOTION

33. 33.1 Members wishing to bring forward motions at any General Meeting shall deliver to the Chief Executive Officer Notice of such Motion in writing not less than ten (10) clear days before the date of such meeting and due notice thereof shall be given to Members by posting of the Notice of Motion on a Club notice board not less than seven (7) clear days before the date of the meeting.
- 33.2 No motion of which due notice has not been given can be discussed or voted upon at a General Meeting.
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DISCIPLINE OF MEMBERS

34. 34.1 Subject to these Rules, the General Committee may by resolution:-

- a) expel a Member from the Club,
- b) suspend a Member from Membership for a specified period,
- c) fine a Member in accordance with the Regulations; or
- d) censure a Member

if the General Committee is of the opinion that the Member:-

- e) has refused or neglected to comply with these Rules; or
- f) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Club.

34.2 A resolution of the General Committee under Rule 34.1 does not take effect:-

- a) unless the General Committee, at a meeting held not earlier than fourteen (14) and not later than twenty eight (28) days after service on the Member of a notice under Rule 34.3 confirms the resolution in accordance with this clause; and
- b) where the Member exercises a right of appeal to a special General Meeting unless a majority of two thirds of the Members present and entitled to vote at such a Meeting confirms the resolution in accordance with this clause.

34.3 Where the General Committee passes a resolution under Rule 34.1, the Chief Executive Officer shall, as soon as practicable, cause to be served on the Member a notice in writing:-

- a) setting out the resolution and the grounds on which it is based;
 - b) stating that the Member may address the General Committee at a meeting to be held not earlier than fourteen (14) and not later than twenty eight (28) days after service of the notice;
 - c) stating the date, place and time of that Meeting; and
 - d) informing the Member that he may do one or more of the following:-
 - i. attend that meeting;
 - ii. give to the General Committee before the date of the meeting a written statement seeking the revocation of the resolution; and
 - iii. not later than twenty-four (24) hours before the date of the meeting, lodge with the Chief Executive Officer a notice to the effect that he wishes to appeal to a Special General Meeting against the resolution.
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- 34.4 At a Meeting held in accordance with Rule 34.2 (a) the General Committee:-
- a) shall give to the Member an opportunity to be heard;
 - b) shall give due consideration to any written statements submitted by the Member; and
 - c) shall by resolution determine whether to confirm or to revoke the resolution.
- 34.5 Where the Chief Executive Officer receives a notice of appeal pursuant to Rule 34.3 (d) (iii) he shall notify the General Committee and the General Committee shall convene a Special General Meeting of the Members to be held within twenty one (21) days after the date on which the Chief Executive Officer received the notice.
- 34.6 At the Special General meeting convened under Rule 34.5:-
- a) no business other than the question of the appeal shall be transacted;
 - b) the General Committee may place before the Meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - c) the Member shall be given an opportunity to be heard; and
 - d) the Members present and entitled to vote shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 34.7 If at the Special General Meeting:-
- a) two thirds of the Members entitled to vote present at such Meeting vote in favour of the confirmation of the resolution, the resolution is confirmed; or
 - b) in any other case, the resolution is revoked.

DISPUTES AND MEDIATION

- 34.A 34.A.1 The grievance procedure set out in the rule applies to disputes under these rules between :
- a) a member and another member, or
 - b) a member and the Association.
- 34.A.2 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.
- 34.A.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a Mediator.
- 34.A.4 The Mediator must be :-
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- 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 Committee of the Association; or
 - ii. in the case of a dispute between a member and the Association, a person who is a Mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 34.A.5 A member of the Association can be a Mediator.
- 34.A.6 A Mediator cannot be a member who is a party to the dispute.
- 34.A.7 The parties to the dispute must, in good faith, attempt to settle the dispute for mediation.
- 34.A.8 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.
- 34.A.9 The Mediator must not determine the dispute.
- 34.A.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at Law.

LIEN ON PROPERTY

35. 35.1 The Club shall have a Lien on any property of a Member for any debt or money owing by him to the Club.
- 35.2 Upon notice in writing being given by the General Committee to any Member against whom it is intended to enforce such Lien it shall not be lawful for the Member to remove or endeavour to remove any property from the possession or from the premises of the Club until all monies owing by him to the Club have been paid.
- 35.3 In the event of any Member failing to pay to the Club all money owing by him within one (1) month of receiving the said notice of intention to exercise the Lien, then the General Committee may remove the property in respect of which the Lien is being enforced or any part thereof from the Club premises without any liability being incurred by the Club or by any Member of the Committee or by any Officer of the Club or the person who removed such property for any damage or loss occurring thereto as a result of such removal and the Member shall pay to the Club all expenses incurred by the Club as a result of such removal including any storage charges in connection with the property so removed.
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- 35.4 The General Committee is also empowered, at the expiration of the said period of one (1) month, to sell the property subject of the Lien either by public auction or by private treaty and/or cash or upon such terms as it thinks fit and to hold or effect such sale either upon the Club's premises or elsewhere as it thinks fit.
- 35.5 The General Committee may satisfy the Lien from the proceeds of any sale pursuant to Rule 35.4 by deducting therefrom all monies owing by the Member against whom the Lien is enforced and all costs and any expenses incurred in such sale and thereafter shall pay over the surplus, if any, to the person or persons entitled thereto provided that where there are any conflicting claims to such surplus or the rights of any claimant thereto are uncertain, the General Committee shall pay such surplus into a Court of competent jurisdiction.
- 35.6 The Member against whom the Lien is enforced shall indemnify the Club and all Members of the General Committee and all Officers of the Club and all persons involved in the removal of any property of the Member against any loss or expense occasioned as a result of anything done pursuant to the provisions of this rule.

UNCLAIMED PROPERTY

36. 36.1 The General Committee is empowered to sell or otherwise dispose of any unclaimed property in whatever manner it thinks fit.
- 36.2 For the purposes of this Clause unclaimed property shall include property found or situate in or on the premises of the Club including waters adjacent thereto, of which there is no apparent owner or if the owner of such property is known then property which the owner, after due demand by the General Committee refuses to collect or take into possession.
- 36.3 Any such property shall not be unclaimed property for the purposes of this Clause unless :-
in the case of the property of which there is no apparent owner the General Committee advertises the identity of such property and its intention to sell or dispose of such property in suitable places in the Club area and also in a Melbourne newspaper at least twenty-one (21) days before any proposed sale or disposition; or
- a) in the case of property the owner of which is known, the General Committee communicates in writing to such owner its intention to sell or otherwise dispose of such property unless the owner takes such property into his control within twenty-one (21) days and the owner refuses to do so.
- 36.4 The General Committee may deduct from the proceeds of any sale or disposition pursuant to this Rule any and all costs and any expenses incurred in such sale or disposition (and in the case of property the owner of which is known, any debt or any other money owing by the owner to the Club) and any surplus monies shall be applied:-
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- a) in the case of unclaimed property of which there is no apparent owner, to and for the objects of the Club as defined in these Rules: and
 - b) in the case of unclaimed property, the owner of which is known, to such owner or his legally appointed representative.

LICENCING LAWS

- 37. 37.1 No person shall be entitled under these Rules or any By-laws or Regulations of the Club to derive any profit, benefit or advantage from the Club, which is not shared equally by every Member of the Club which is shared equally by every Member of the Club and provided always that the distribution of monies, property or otherwise, to the individual Members is prohibited whilst the Club is a going concern.
 - 37.2 No payment or part payment to any Officer or servant of the Club shall be made by way of commission or allowance from the receipts of the Club for the supply of liquor.
 - 37.3 Except at a particular function or occasion authorised by the General Committee and the subject of a Limited Licence from the Liquor Licensing Commission a visitor shall not be supplied with liquor on the Club premises unless the visitor is a guest in the company of a Member of the Club.
 - 37.4 No liquor shall be sold or supplied to any person under eighteen (18) years of age except when that person is accompanied by a spouse, parent or guardian and the liquor is supplied as part of a meal supplied on the Club premises.
 - 37.5 No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless such liquor is removed from the premises of the Club by the Member purchasing same.
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- 37.6 No person under eighteen (18) years of age, except persons who are being trained as waiters and are not allowed to serve behind the Bar, shall be employed by the Club.
- 37.7 Liquor shall not be sold or disposed of on the Club premises except in accordance with the Licence held on behalf of the Club under the Liquor Control Act and as amended from time to time.
- 37.8 While and so long as the Club is Licensed under the Liquor Control Act the Chief Executive Officer shall, within fourteen (14) days from the making of any amendment or alteration in the Rules of the Club forward to the Secretary of the Liquor Licensing Commission a certified copy of every such amendment or alteration.
- 37.9 No alteration or variation of the Club Rules shall have effect unless and until any such alteration or variation had been approved by the liquor Licensing Commission.

YACHTS

38. 38.1 A yacht is a vessel primarily intended for private pleasure purposes.
- 38.2 The General Committee shall have power to refuse or suspend registration of any vessel which it does not consider to be a yacht of a standard fitting for a Yacht Club.

COMMODORE-IN-CHIEF

39. The Members at a General Meeting may upon the recommendation of the General Committee appoint a Commodore-in-Chief or a patron of the Club who shall be entitled to all the privileges of the Club except the right to vote at Meetings and the right to be elected as an Officer of the Club or to the General Committee.

INTEREST OF MEMBERS NOT ASSIGNABLE OR TRANSFERABLE

40. No Member shall, by reason of his Membership, have any transferable or assignable interest in any property of the Club.

COMMON SEAL

41. 41.1 The Common Seal of the Club shall be kept in the custody of the Chief Executive Officer.
- 41.2 The Common Seal shall not be affixed to any instrument except by the authority of the General Committee and the affixing of the Common Seal shall be attested by the signature either of two (2) Officers of the Club or of one (1) Officer of the Club and the Chief Executive Officer.
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RULES BINDING ON MEMBERS

42. Every Member shall be bound by these Rules and by any By-laws made hereunder and any amendment or addition hereto and every Member shall comply with any lawful direction given by the General Committee or any Flag Officer or any person empowered to give such directions.

INTERPRETATION OF RULES

43. 43.1 Any dispute or difference which may arise as to the meaning or interpretation of these Rules or By-laws or as to the powers of the Officers or the General Committee or the validity of any election or proceeding of a General Meeting of the Club or any By-laws or proceeding of the General Committee, shall be determined by the General Committee, the decision of which shall be final and binding upon all the Members of the Club subject to the Acts Interpretation Act 1958.
- 43.2 Any decision of the General Committee pursuant to Rule 43.1 may be reversed or quashed by a resolution passed at a General Meeting of the Club subject however that any act done following such decision and in accordance therewith prior to any such reversal or quashing shall be deemed to have been made validly under these Rules or any By-laws made thereunder.

ALTERATION TO STATEMENT OF PURPOSES AND RULES

44. These Rules and the Statement of Purposes of the Club shall not be altered except in accordance with the Act.

SERVICE OF NOTICES

45. 45.1 A Notice may be served by or on behalf of the Club upon any Member either personally or by delivering or sending it by post to the Member at his address shown in the Register of Members.
- 45.2 Where a document is properly addressed, pre-paid and posted to a person as a letter the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- 45.3 If no address is given to the Chief Executive Officer, a communication displayed on the Club notice board for not less than seven (7) days shall be deemed to have been received by the Member to whom it is addressed.
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CUSTODY OF BOOKS AND OTHER DOCUMENTS

46. Except as otherwise provided in the Rules the Chief Executive Officer shall keep in his custody or under his control all books, documents, electronic data records and securities of the Club.

INSPECTION BY MEMBERS

47. All records and documents of the Club may be inspected by Members in accordance with the Act.

OFFICIAL NOTICE BOARD

48. The Chief Executive Officer shall maintain an official notice board in a location at the Club's premises readily accessible to Members.

WINDING UP

49. In the event of the winding up or the cancellation of the incorporation of the Club, all assets remaining after satisfaction of all debts and liabilities shall be given, transferred, paid or applied by the Committee in accordance with its powers to an organization which is exempt from income tax within the provisions of Item 9.1(c) of Section 50.45 of the Income Tax Assessment Act 1997 and which has the delivery of training as one of its purposes.

MISCELLANEOUS

50. 50.1 All previous rules of the Club shall be and are hereby repealed.
- 50.2 A copy of this Constitution shall be kept on the Club's premises and a copy shall be given to any Member upon request.
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