



Koombana Bay Sailing Club

**RULES  
OF  
ASSOCIATION**

**Effective 30th August, 2019**



# **Koombana Bay Sailing Club**

## **Rules of Association**

**Effective 30 August 2019**

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# Rules of Association

## 1.0 Name of Association

1.1 The name of the association formed under these rules shall be "Koombana Bay Sailing Club (Inc.);" and it is hereafter referred to as "*the Club*".

## 2.0 Definitions

In these rules, unless the contrary intention appears -

- 2.1 "**Active Sailing Member**" shall be an owner of a sailing boat registered with *the Club*;
- 2.2 "**Annual General Meeting**" is the meeting convened under rule 21.1(b);
- 2.3 "**Board of Management meeting**" means a meeting referred to in rule 20;
- 2.4 "**Board of Management**" the persons identified in rule 11.3;
- 2.5 "**Board of Management member**" means person referred to in rule 11.3;
- 2.6 "**Section**" means an activity or management centre within *the Club* as established in rule 18;
- 2.7 "**the Committee**" shall have the same meaning as "*Board of Management*";
- 2.8 "**convene**" means to call together for a formal meeting;
- 2.9 "**Department**" means the government department with responsibility for administering the Associations Incorporation Act (2015) and its amendments;
- 2.10 "**eligible member**" means a senior member of *the Club* that has been a senior member of *the Club* for at least 2 years;
- 2.11 "**financial year**" means a period not exceeding 15 months fixed by the *Board of Management*, being a period commencing on the date of incorporation of *the Club* and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;
- 2.12 "**Flag Officer**" means the Commodore, Vice Commodore or Rear Commodore;
- 2.13 "**general meeting**" means a meeting to which all members must be invited and incorporates an Annual General Meeting and Special General Meeting;
- 2.14 "**member**" means member of *the Club*;
- 2.15 "**ordinary resolution**" means resolution other than a special resolution;
- 2.16 "**poll**" means voting conducted in written form (as opposed to a show of hands);
- 2.17 "**Regulations**" means the regulations referred to in rule 27.0;

- 2.18 "**Schedule of Membership Classifications**" means the schedule referred to in rule 6.0;
- 2.19 "**senior member**" means a member of *the Club* that is defined as a senior member in the Schedule of Membership Classifications;
- 2.20 "**special general meeting**" means a general meeting other than the Annual General Meeting;
- 2.21 "**special resolution**" has the meaning given by the Act, that is -
- 2.22 A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Association who are entitled under the rules of the Association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the Association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.
- 2.23 At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the Association present in person or, where proxies are allowed, by proxy.
- 2.24 If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.
- 2.25 "**the Act**" means the Associations Incorporation Act 2015;
- 2.26 "**the Association**" means the Association referred to in rule 1.0;
- 2.27 "**the Club**" shall have the same meaning as Association;
- 2.28 "**the Commodore**" means the position identified in rule 11.1;
- 2.29 "**the Commissioner**" means the Commissioner for Consumer Protection exercising powers under the Act;
- 2.30 "**the Secretary**" means the Secretary referred to in rule 11.1;
- 2.31 "**the Treasurer**" means the Treasurer referred to in referred to in rule 11.1;
- 2.32 "**the Trustees**" means the Trustees referred to in referred to in rule 32;
- 2.33 "**the Vice-Commodore**" means the Vice-Commodore referred to in rule 11.1;
- 2.34 "**the Rear Commodore**" means one of the Rear Commodores referred to in 11.1;
- 2.35 "**Yachting**" means the various sporting and recreational activities that could reasonably be located at, and operate from Club premises in a manner consistent with the Objects of *the Club* set out in rule 3.1 and shall specifically include sailing, power boating (including fishing) and manually powered craft.

### **3.0 Objects of the Club**

- 3.1 The objects of *the Club* shall be the promotion and encouragement of the sport of yachting generally, and racing between sailing yachts in particular, and the doing of all things incidental to or not inconsistent with the foregoing.
- 3.2 The property and income of *the Club* from whatever source derived shall be applicable only towards the promotion of the objects of *the Club* and not for the pecuniary profit of the members.

### **4.0 Powers of Association**

- 4.1 The powers conferred on *the Club* are the same as those conferred by *the Act*, so that subject to *the Act* and any additions, exclusions or modifications inserted below, *the Club* may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -
- a) acquire, hold, deal with, and dispose of any real or personal property;
  - b) open and operate bank accounts;
  - c) invest its money -
  - d) in any security in which trust monies may lawfully be invested; or
  - e) in any other manner authorised by the rules of *the Club*;
  - f) borrow money upon such terms and conditions as *the Club* thinks fit;
  - g) give such security for the discharge of liabilities incurred by *the Club* as *the Club* thinks fit;
  - h) appoint agents to transact business of *the Club* on its behalf;
  - i) enter into any other contract it considers necessary or desirable;
  - j) act as *the trustee* and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of *the Club*;
  - k) amalgamate, co-operate or affiliate with any other Association or society having objects wholly or in part similar to those of the *Club*;
  - l) accept donations whether of real or personal estate and devices and bequests;
  - m) appoint, employ and pay officers and servants and to dismiss any officer or servant.

### **5.0 Qualifications for Membership of Association**

- 5.1 Membership of *the Club* is open to any person whose application for membership is accepted by the *Board of Management*.
- 5.2 A person who wishes to become a *member* must apply for membership to the *Board of Management* in writing-
- a) in such form as the *Board of Management* from time to time directs;
  - b) signed by that person and by both of the *members* referred to in paragraph c); and,
  - c) be proposed by one *senior member* and seconded by another *member* each of whom shall have been *members* for two years.
- 5.3 All applications for membership shall be posted on the noticeboard of *the Club* for a period of not less than fourteen days before election, provided also that an interval of not less than two weeks shall elapse between nomination and election.
- 5.4 The *Board of Management members* must consider each application made under rule 5.2 at the next *Board of Management meeting* and must accept, reject or defer (pending further information being provided) the application pending.

## **6.0 Club Membership Classifications**

- 6.1 *The Club* shall have the membership classifications detailed in *Schedule 1 – Schedule of Membership Classifications* and the members shall enjoy the privileges and responsibilities outlined in the Schedule.
- 6.2 The *Schedule of Membership Classifications* may be modified by resolution at a *general meeting of the Club*.

## **7.0 Club Subscriptions**

- 7.1 The *Board of Management* may by resolution, increase subscriptions of *the Club*, on an annual basis, by up to the official CPI increase for the preceding 12 months.
- 7.2 Any increase of *Club* subscriptions over that permitted by rule 7.1, or the establishment of subscriptions for new membership classification, shall require a resolution at a *General Meeting*.
- 7.3 The *Board of Management* may nominate a proportional subscription, for new members, which reflects the point in the financial year when a new member joins.
- 7.4 All subscriptions whether annual, half yearly, quarterly or monthly shall be payable in advance.
- 7.5 Any *member* who does not notify *the Secretary* in writing before the date of the *Annual General Meeting* of his or her withdrawal from *the Club*, shall be liable for the subscription for the current club year.
- 7.6 A *member* who is considered by the *Board of Management* to be going through a genuine hardship, may have their membership subscription deferred or reduced at the discretion of the *Board of Management*.

## **8.0 Register of Members of the Club**

- 8.1 *The Secretary*, on behalf of *the Club*, must comply with *the Act* by keeping and maintaining in an up to date condition, a register of the *members of the Club* in each class of membership and their postal or residential addresses. This register is to be continually available for inspection at *the Club* premises.
- 8.2 Upon the request of a *member of the Club*, *the Secretary* shall make the register available for the inspection of the *member* and the *member* may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 8.3 *The Club* may charge a reasonable fee to *the member* for providing a copy of the Member Register, the amount to be determined by the *Board of Management* from time to time.
- 8.4 A *member* must not use or disclose the information on the Member Register:
- a) To gain access to information that a *member* has deliberately denied them (that is, in the case of social, family, or legal differences or disputes);
  - b) To contact, send material to *the Club* or a *member* for the purpose of advertising for political, religious, charitable or commercial purposes;
  - c) For any other purpose unless the use of the information is approved by the *Board of Management* and for a purpose:



- That is directly connected with the affairs of *the Club*; or
- Related to the provision of the information to *the Commissioner* in accordance with a requirement of *the Act*.

8.5 *The Secretary* must cause the name of a person who dies or who ceases to be a *member* under rules 7.6 or 9.0 to be deleted from the register of *members* referred to in rule 8.1.

## **9.0 Termination of Membership of the Club**

9.1 Membership of *the Club* may be terminated upon -

- a) receipt by *the Secretary* or another *Board of Management member* of a notice in writing from a *member* of his or her resignation from *the Club*. Such person remains liable to pay to *the Club* the amount of any subscription due and payable by that person to *the Club* but unpaid at the date of termination; or
- b) expulsion of a *member* in accordance with rule 10.

## **10.0 Suspension or Expulsion of Members of Club**

10.1 If the *Board of Management* considers that a *member* should be suspended or expelled from membership of *the Club* because his or her conduct is detrimental to the interests of *the Association*, the *Board of Management* must communicate, either orally or in writing, to the *member* -

- a) notice of the proposed suspension or expulsion and of the time, date and place of the *Board of Management* meeting at which the question of that suspension or expulsion will be decided; and
- b) particulars of that conduct, not less than 30 days before the date of the *Board of Management* meeting referred to in paragraph (a).

10.2 At the *Board of Management meeting* referred to in a notice communicated under rule 10.1, the *Board of Management* may, having afforded the *member* concerned a reasonable opportunity to be heard by, or to make representations in writing to, the *Board of Management*, suspend or expel or decline to suspend or expel that *member* from membership of *the Club* and must, forthwith after deciding whether or not to suspend or expel that *member*, communicate that decision in writing to that *member*.

10.3 Subject to rule 10.5, a *member* has his or her membership suspended or ceases to be a *member* 14 days after the day on which the decision to suspend or expel a *member* is communicated to him or her under rule 10.2.

10.4 A *member* who is suspended or expelled under rule 10.2 must, if he or she wishes to appeal against that suspension or expulsion, give notice to *the Secretary* of his or her intention to do so within the period of 14 days referred to in rule 10.3.

10.5 When notice is given under rule 10.4 -

- a) *the Club* in a *general meeting*, must either confirm or set aside the decision of the *Board of Management* to suspend or expel the *member*, after having afforded the *member* who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, *the Association* in the *general meeting*; and
- b) the *member* who gave that notice is not suspended or does not cease to be a *member* unless and until the decision of the *Board of Management* to suspend or expel him or her is confirmed under this rule.

## 11.0 Membership of *Board of Management*

- 11.1 The Officers of *the Club* shall consist of a Commodore, Vice Commodore and from one to three Rear Commodores (who shall be designated Flag Officers and at least two thirds of whom shall be Active Sailing Members – as noted in definitions), a Treasurer and a Secretary, the latter two being either honorary or otherwise.
- 11.2 *Flag Officers* may only spend 3 consecutive years in any one position on the *Board of Management*.
- 11.3 *The Club* shall be managed by a *Board of Management* consisting of the *Commodore*, Vice Commodore, and from one to three Rear Commodores, Secretary, Treasurer and from six to eight Senior Members of *the Club*, the number of Rear Commodores and Committee Members to be determined by *the Committee prior to the AGM*. If a retiring Commodore is not re-elected to a position on the *Board of Management*, such retiring Commodore shall be an ex officio member of the *Board of Management* (with full voting rights) for a period of twelve months following his or her retirement from the office of Commodore. The title of such retiring Commodore for such a period shall be "Immediate Past Commodore". At least two-thirds of the ordinary members of the *Board of Management* shall be *Active Sailing Members*.
- 11.4 *Board of Management members* must be elected to membership of the *Board of Management* from *eligible members* by *senior members* at an *Annual General Meeting* or appointed under rule 11.11.
- 11.5 Subject to rule 11.11, a *Board of Management* member's term will be from his or her election at an *Annual General Meeting* until the election referred to in rule 11.3 at the next *Annual General Meeting* after his or her election, but he or she is eligible for re-election to membership of the *Board of Management* subject to 11.2.
- 11.6 Except for nominees under rule 11.11, a person is not eligible for election to membership of the *Board of Management* unless an eligible member has nominated him or her for election by delivering notice in writing of that nomination signed by the nominator and the nominee to signify his or her willingness to stand for election, to the Secretary not less than 7 days before the day on which the *Annual General Meeting* concerned is to be held.
- 11.7 A person who is eligible for election or re-election under rule 11.0 may -
- propose or second himself or herself for election or re-election; and
  - vote for himself or herself.
- 11.8 Nominations for a Rear Commodore representing a *Section of the Association* may only be made by members of that *Section*.
- 11.9 If the number of persons nominated in accordance with rule 11.5 for election to membership of the *Board of Management* does not exceed the number of vacancies in that membership to be filled -
- the Secretary* must report accordingly to; and
  - the Chairperson must declare those persons to be duly elected as *members* of the *Board of Management* at, the *Annual General Meeting* concerned.
- 11.10 If vacancies remain on the *Board of Management* after the declaration under rule 11.9, additional nominations of *Board of Management members* may be accepted from the floor of the *Annual General Meeting*. If such nominations from the floor do not exceed the number of vacancies, *the Commodore* must declare those persons to be duly elected as *members* of *Board of Management*. Where the number of nominations from the floor exceeds the

remaining number of vacancies on the *Board of Management*, elections for those positions must be conducted at the AGM.

- 11.11 If a vacancy remains on the *Board of Management* after the application of rule 11.9, or when a casual vacancy within the meaning of rule 19 occurs in the membership of the *Board of Management* -
- a) the *Board of Management* may appoint a *member* to fill that vacancy; and
  - b) a *member* appointed under this rule will -
    - (i) hold office until the election referred to in rule 11.4; and
    - (ii) be eligible for election to membership of the *Board of Management*, at the next following *Annual General Meeting*; and
    - (iii) have the same voting rights as other *Board members*.
- 11.12 No person shall be entitled to hold a position on the *Board of Management* if the person has been convicted of, or imprisoned in the previous five years for:
- a) an indictable offence in relation to the promotion, formation or management of a body corporate;
  - b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - c) an offence under Part 4 Division 3 or section 127 of *the Act*;
- unless the person has obtained the consent of *the Commissioner*.
- 11.13 No person shall be entitled to hold a position on the *Board of Management* if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of *the Commissioner*.
- 11.14 As soon as is practicable after a person has ceased to be a *member* of the *Board of Management* of *the Club*, all relevant documents, records and security items (including passwords and keys) must be delivered to a *member* of the *Board of Management* of *the Club*.

## **12.0 Delegation by the Board**

- 12.1 The *Board of Management* may delegate, in writing, to a *Board of Management member*, *Section*, or Committee (consisting of such *member* or *members of the Club* as the *Board of Management* thinks fit) the exercise of such functions of the *Board of Management* as are specified in the delegation other than -
- a) the power of delegation; and
  - b) a function which is a duty imposed on the *Board of Management* by *the Act* or any other law.
- 12.2 Any delegation under rule 12.1 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the *Board of Management* may continue to exercise any function delegated.
- 12.3 The *Board of Management* may, in writing, revoke wholly or in part any delegation under rule 12.1.

## **13.0 Responsibilities of the Board of Management**

- 13.1 The *Board of Management* must take all reasonable steps to ensure *the Club* complies with its obligations under *the Act* and these rules.

- 13.2 The acts of the *Board of Management* or delegated subcommittee, or of a *board member* or *member* of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment, or qualification of a *Board of Management member* or *member* of a subcommittee.
- 13.3 A *Board member*, delegated subcommittee *member* or club *member* is, with the approval of the *Board of Management*, entitled to be paid out of the funds of *the Association* for any out-of-pocket expenses for travel, accommodation, and association costs properly incurred in connection with *the Club's* business.
- 13.4 Responsibilities of *Board of Management Members*
- a) a *Board of Management member* must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances;
  - b) a *Board of Management member* must exercise his or her powers and discharge his or her duties in good faith in the best interests of *the Club* and for a proper purpose;
  - c) a *Board of Management member* or former *Board of Management member* must not improperly use information obtained because he or she is a *Board of Management member* to:
    - (i) gain an advantage for himself or herself or another person; or
    - (ii) cause detriment to *the Club*.
- 13.5 A *Board of Management member* or former *Board of Management member* must not improperly use his or her position to:
- a) gain an advantage for himself or herself or another person; or
  - b) cause detriment to *the Club*.
- 13.6 A *Board of Management member* having any material personal interest, i.e.: financial or non-financial interests, in a matter being considered at a *Board of Management meeting* must:
- a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the *Board of Management*;
  - b) disclose the nature and extent of the interest at the next *general meeting of the Club*; and
  - c) not be present while the matter is being considered at the *Board of Management meeting* or vote on the matter.
- 13.7 Section 13.6 does not apply in respect of a material personal interest that:
- a) exists only because the *Board of Management member* belongs to a class of persons for whose benefit *the Club* is established; or
  - b) the *Board of Management member* has in common with all, or a substantial proportion of, the *members of the Club*.
- 13.8 *The Secretary* must record every disclosure made by a *Board of Management member* under Section 13.6 in the minutes of the *Board of Management meeting* at which the disclosure is made.
- 13.9 No *Board of Management member* shall make any public statement or comment or cause to be published any words or article concerning the conduct of *the Club* unless the person is authorised by the *Board of Management* to do so and such authority is recorded in the minutes of the *Board of Management meeting*.

## 14.0 Commodore and Vice-Commodore

- 14.1 Subject to this rule, *the Commodore* must preside over all *general meetings* and *Board of Management meetings*.
- 14.2 In the event of the absence of *the Commodore* from a *general meeting* or *Board of Management meeting*, the meeting will be presided over by -
- a) *the Vice-Commodore*; or
  - b) in the absence of both *the Commodore* and *the Vice-Commodore*, a *member* elected by the other *members* present at the *general meeting*.

## 15.0 Secretary

- 15.1 *The Secretary* must-
- a) co-ordinate the correspondence of *the Club*;
  - b) keep full and correct minutes of the proceedings of the *Board of Management* meeting and of *the Association*;
  - c) comply on behalf of *the Club* with -
    - (i) *the Act* with respect to the register of *members* of *the Club*, as referred to in rule 8.0;
    - (ii) *the Act* by keeping and maintaining in an up to date condition the rules of *the Club* and, upon the request of a *member* of *the Club*, must make available those rules for the inspection of the *member* and the *member* may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
    - (iii) *the Act* by maintaining a record of -
      - A. the names and residential or postal addresses of the persons who hold the offices of *the Club* provided for by these rules, including all offices held by the persons who constitute the *Board of Management* and persons who are authorised to use the common seal of *the Club* under rule 28; and
      - B. the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of *the Club*, and *the Secretary* must, upon the request of a *member* of *the Club*, make available the record for the inspection of the *member* and the *member* may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
  - d) unless the *members* resolve otherwise at a *general meeting*, have custody of all books, documents, records and registers of *the Club*, including those referred to in paragraph (c) but other than those required by rule 15 to be kept and maintained by, or in the custody of, *the Treasurer*, and
  - e) perform such other duties as are imposed by these rules on *the Secretary*.

## 16.0 Treasurer

- 16.1 *The Treasurer* must -
- a) be responsible for the receipt of all monies paid to or received by, or by him or her on behalf of, *the Club* and must issue receipts for those monies in the name of *the Club*;
  - b) pay all moneys referred to in paragraph (a) into such account or accounts of *the Association* as the *Board of Management* may from time to time direct;
  - c) make payments from the funds of *the Club* with the authority of a *general meeting* or of the *Board of Management* and in so doing ensure that all transfers of funds are authorised by:

- (i) himself or herself and at least one other authorised administration officer; or
  - (ii) any two other *Board of Management* members as are authorised by the *Board of Management*;
- d) comply on behalf of *the Club* with *the Act* with respect to the accounting records of *the Club* by -
- (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of *the Club*;
  - (ii) keeping its accounting records in such manner as will enable true and fair accounts of *the Club* to be prepared from time to time;
  - (iii) keeping its accounting records in such manner as will enable true and fair accounts of *the Club* to be conveniently and properly audited; and
  - (iv) submitting to *members* at each *Annual General Meeting* of *the Club* accounts of *the Club* showing the financial position of *the Club* at the end of the immediately preceding financial year.
- e) whenever directed to do so by *the Commodore*, submit to the *Board of Management* a report, balance sheet or financial statement in accordance with that direction;
- f) unless the *members* resolve otherwise at a *general meeting*, have custody of all securities, books and documents of a financial nature and accounting records of *the Club*, including those referred to in paragraphs (d) and (e); and
- g) perform such other duties as are imposed by these rules on *the Treasurer*.

16.2 The financial year shall commence on the 1st of July each year.

## 17.0 Rear Commodores

17.1 *The Club* may create the position(s) of *Rear Commodore* in order to assist in managing specific activities of *the Club*. A position of *Rear Commodore* is created by –

- a) creating a *Section* under rule 18; or
- b) by recommendation of the *Board of Management* passed at a *general meeting*.

17.2 A *Rear Commodore* shall:

- a) manage the specific activities of *the Club* for which the position was created;
- b) report to the *Board of Management* on all matters, in respect to which the position was created, which may materially affect *the Club*;
- c) chair meetings of the *Section*;
- d) be responsible for and acting within any relevant instrument of delegation created under rule 12.0;
- e) oversee the financial affairs of the *Section*;
- f) have the power to incur costs in respect to the *Section* subject to:
  - (i) being consistent with a Budget approved by the *Board of Management*;
  - (ii) being approved in each and every case by *the Treasurer*.

## 18.0 Sections

18.1 *The Club* may be divided into *Sections* in order to recognise, organise and manage the activities of *the Club*.

18.2 Creation of a *Section* within *the Club* shall be by recommendation of the *Board of Management* and passed at a *general meeting* of *the Club*.

18.3 *Members of the Club* may nominate to be included within a *Section*.

- 18.4 The *members* of a *Section* may form a committee to assist *the Section Captain* in managing the interests of the *Section*.
- 18.5 A *Section* may raise a subscription from its *members*, to assist with funding the interests of the *Section*, subject to approval by the *Board of Management*.
- 18.6 A *Section* may prepare regulations in accordance with rule 26.0 which will bind the *Section* subject to approval by the *Board of Management*.
- 18.7 Any regulations for a *Section* shall be subservient to these Rules of Association and decisions of the *Board of Management*.

## **19.0 Casual Vacancies in Membership of the *Board of Management***

- 19.1 A casual vacancy occurs in the office of a *Board of Management member* and that office becomes vacant if the *Board of Management member* -
- a) dies;
  - b) resigns by notice in writing delivered to *the Commodore* or, if the *Board of Management member* is *the Commodore*, to *the Vice-Commodore* and that resignation is accepted by resolution of the *Board of Management*;
  - c) is convicted of an offence under *the Act*;
  - d) is permanently incapacitated by mental or physical ill-health;
  - e) is absent from more than -
    - (i) 3 consecutive *Board of Management meetings*; or
    - (ii) 3 *Board of Management meetings* in the same financial year without tendering an apology to the person presiding at each of those *Board of Management meetings*;of which meetings the *member* received notice, and the *Board of Management* has resolved to declare the office vacant;
  - f) ceases to be a *Member of the Club*; or
  - g) is the subject of a resolution passed by a *general meeting of members* terminating his or her appointment as a *Board of Management member*.

## **20.0 Proceedings of the *Board of Management***

- 20.1 The *Board of Management* must meet together for the dispatch of business at least once each month and *the Commodore*, or at least half the *members* of the *Board of Management*, may at any time convene a meeting of the *Board of Management*.
- 20.2 Each *Board of Management member* has a deliberative vote.
- 20.3 A question arising at a *Board of Management meeting* must be decided by a majority of votes, but, if there no majority, the person presiding at the *Board of Management meeting* will have a casting vote in addition to his or her deliberative vote.
- 20.4 At a *Board of Management meeting* 6 *Board of Management members* constitute a quorum.
- 20.5 Subject to these rules, the procedure and order of business to be followed at a *Board of Management meeting* must be determined by the *Board of Management members* present at the *Board of Management meeting*.
- 20.6 In exceptional circumstances the *member* presiding at a *Board of Management meeting* may allow a *Board of Management member* to attend the meeting by digital means.

- 20.7 Where a decision of the *Board* is required between meetings *the Commodore*, or in his absence *the Vice Commodore*, may put forward a motion to *Board members* by electronic means and that motion shall be passed if a majority of the *Board of Management* respond in support of the motion.
- 20.8 As required under *the Act*, a *Board of Management member* having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the *Board of Management* (except if that pecuniary interest exists only by virtue of the fact that the *member of the Board of Management* is a *member* of a class of persons for whose benefit *the Association* is established), must -
- a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the *Board of Management*; and
  - b) not take part in any deliberations or decision of the *Board of Management* with respect to that contract.
- 20.9 Rule 20.8 does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the *Board of Management* is an employee of *the Club*.
- 20.10 *The Secretary* must cause every disclosure made under rule 20.8 by a member of the *Board of Management* to be recorded in the minutes of the meeting of the *Board of Management* at which it is made.

## 21.0 General Meetings

- 21.1 *The Board of Management*
- a) may at any time *convene a special general meeting*;
  - b) must *convene Annual General Meetings* within the time limits provided for the holding of such meetings by *the Act*, that is, in every calendar year within 4 months after the end of *the Association's financial year* or such longer period as may in a particular case be allowed by *the Commissioner*; and
  - c) must, within 30 days of -
    - (i) receiving a request in writing to do so from at least 20% of voting *members*, *convene a special general meeting* for the purpose specified in that request; or
    - (ii) the *Secretary* receiving a notice under rule 10.4, *convene a general meeting* to deal with the appeal to which that notice relates.
- 21.2 The *members* making a request referred to in rule 19.1 (c) (i) must -
- a) state in that request the purpose for which the *special general meeting* concerned is required; and
  - b) sign that request.
- 21.3 When a *special general meeting* is *convened* under rule 21.1 (a) or (b) *the Club* must pay the reasonable expenses of *convening* and holding the *special general meeting*.
- 21.4 Subject to rule 21.7, *the Secretary* must give to all *members* not less than 14 days' notice of a *general meeting* and that notice must specify -
- a) when and where the *general meeting* concerned is to be held; and
  - b) particulars of the business to be transacted at the *general meeting* concerned and of the order in which that business is to be transacted.
- 21.5 Subject to rule 21.7, *the Secretary* must give to all *members* not less than 21 days' notice of an *Annual General Meeting* and that notice must specify-
- a) when and where the *Annual General Meeting* is to be held;



- b) the particulars and order in which business is to be transacted, as follows-
  - (i) first, the consideration of the accounts and reports of the *Board of Management*;
  - (ii) second, the election of *Board of Management members* to replace outgoing *Board of Management members*; and
  - (iii) third, any other business requiring consideration by *the Club* at the *general meeting*.
- 21.6 A *special resolution* may be moved either at a *special general meeting* or at an *Annual General Meeting*, however *the Secretary* must give to all *members* not less than 21 days' notice of the meeting at which a *special resolution* is to be proposed. In addition to those matters specified in rule 21.5 or 21.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a *special resolution*.
- 21.7 *The Secretary* must give a notice under rule 21.5, 21.6 or 21.7 by-
  - a) serving it on a *member* personally; or
  - b) sending it by post or digital means to a *member* at the address of the *member* appearing in the register of *members* kept and maintained under rule 8.1.
- 21.8 When a notice is sent by post or digital means under rule 21.8 (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the *member* concerned by ordinary prepaid mail or sent to the last digital mail address provided by the *member* to the *Association*.

## **22.0 Quorum and Proceedings at General Meetings**

- 22.1 At a *general meeting* 20 *members with voting rights* present in person constitute a quorum.
- 22.2 If within 30 minutes after the time specified for the holding of a *general meeting* in a notice given under rule 21.5 or 21.6:
  - a) as a result of a request or notice referred to in rule 21.1 (c) or as a result of action taken under rule 21.3 a quorum is not present, the *general meeting* lapses; or
  - b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the *general meeting* stands adjourned to the same time on the same day in the following week and to the same venue.
- 22.3 If within 30 minutes of the time appointed by rule 22.2 (b) for the resumption of an adjourned *general meeting* a quorum is not present, the *members* who are present in person or by proxy may nevertheless proceed with the business of that *general meeting* as if a quorum were present.
- 22.4 *The Commodore* may, with the consent of a *general meeting* at which a quorum is present, and must, if so directed by such a *general meeting*, adjourn that *general meeting* from time to time and from place to place.
- 22.5 There must not be transacted at an adjourned *general meeting* any business other than business left unfinished or on the agenda at the time when the *general meeting* was adjourned.
- 22.6 When a *general meeting* is adjourned for a period of 30 days or more, the *Secretary* must give notice under rule 21 of the adjourned *general meeting* as if that *general meeting* were a fresh *general meeting*.

- 22.7 At a *general meeting* -
- a) an *ordinary resolution* put to the vote will be decided by a majority of votes cast on a show of hands, subject to rule 22.9; and
  - b) a *special resolution* put to the vote will be decided in accordance with *the Act* as defined in rule 2.0, and, if a *poll* is demanded, in accordance with rules 22.9 and 22.11.
- 22.8 A declaration by *the Commodore* of a *general meeting* that a resolution has been passed as an *ordinary resolution* at the meeting will be evidence of that fact unless, during the *general meeting* at which the resolution is submitted, a *poll* is demanded in accordance with rule 22.9.
- 22.9 At a *general meeting*, a *poll* may be demanded by *the Commodore* or by three or more *members* present in person or by proxy and, if so demanded, must be taken in such manner as *the Commodore* directs.
- 22.10 If a *poll* is demanded and taken under rule 22.9 in respect of an *ordinary resolution*, a declaration by *the Commodore* of the result of the *poll* is evidence of the matter so declared.
- 22.11 A *poll* demanded under rule 22.9 must be taken immediately on that demand being made.

### **23.0 Minutes of Meetings of the Club**

- 23.1 *The Secretary* must cause proper minutes of all proceedings of all *general meetings* and *Board of Management meetings* to be taken and then to be entered within 30 days after the holding of each *general meeting* or *Board of Management meeting*, as the case requires, in a minute book or in appropriate electronic format, kept for that purpose.
- 23.2 *The Commodore* must ensure that the minutes taken of a *general meeting* or *Board of Management meeting* under rule 23.1 are checked and signed as correct by *the Commodore* of the *general meeting* or *Board of Management meeting* to which those minutes relate or by *the Commodore* of the next succeeding *general meeting* or *Board of Management meeting*, as the case requires.
- 23.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that -
- a) the *general meeting* or *Board of Management meeting* to which they relate (in this rule called "the meeting") was duly *convened* and held;
  - b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - c) all appointments or elections purporting to have been made at the meeting have been validly made.

### **24.0 Voting rights of Members of the Club**

- 24.1 Subject to these rules, each *member* with voting rights, as identified in *Schedule 1 –Schedule of Membership Categories*, present in person or by proxy at a *general meeting* is entitled to a deliberative vote.
- 24.2 A *member* which is a body corporate may appoint in writing a natural person, whether or not he or she is a *member*, to represent it at a particular *general meeting* or at all *general meetings*.
- 24.3 An appointment made under rule 24.2 must be made by a resolution of the board or other governing body of the body corporate concerned -

- a) which resolution is authenticated under the common seal of that body corporate; and
- b) a copy of which resolution is lodged with *the Secretary*.

24.4 A person appointed under rule 24.2 to represent a *member* which is a body corporate is deemed for all purposes to be a *member* until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular *general meeting*, which appointment is not so revoked, the conclusion of that *general meeting*.

## **25.0 Proxies of Members of the Club**

25.1 Each *member* with voting rights, as identified in *Schedule 1 –Schedule of Membership Categories*, (in this rule called "the appointing member") may appoint in writing another *member* with voting rights who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any *general meeting*.

## **26.0 Rules of Club (Protected Clause)**

### **26.1 Alteration of Rules**

- a) Any Member wishing to propose an alteration of, or addition to the objects of *the Club* or *the Club* rules except those referred to in Rule 26.2, must give notice thereof in writing at a general or special meeting and move the proposed alteration or addition at the next general or special meeting held not less than twenty eight days after the date of the meeting at which notice was given. A three-fourths majority of votes shall be necessary to carry the motion and such three-fourths majority shall not be less than seventeen votes.
- b) Any member wishing to propose an alteration or addition to *the Club* rules (protected clauses) 1.1, 2.1, 3.1, 3.2, 11.1, 11.3, 26, and 32.1 must give notice thereof in writing at an Annual General Meeting and move the proposed alteration or addition at an Annual General Meeting held not less than 23 months from the date of proposal. A two-thirds majority of votes shall be necessary to carry the motion and such two-thirds majority shall number not less than 50% of the number of senior members on the Club's register at the date of proposal.

26.2 *The Club* may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in *the Act*, which is as follows-

- a) Subject to rule 26.1, *the Association* may alter its rules by *special resolution* but not otherwise;
- b) Within one month of the passing of a *special resolution* altering its rules, or such further time as *the Commissioner* may in a particular case allow (on written application by *the Association*), *the Association* must lodge with *the Department* notice of the *special resolution* setting out particulars of the alteration together with a certificate given by a member of the *Board of Management* certifying that the resolution was duly passed as a *special resolution* and that the rules of *the Association* as so altered conform to the requirements of this Act;
- c) An alteration of the rules of *the Association* does not take effect until rule 26.1 (b) is complied with;
- d) An alteration of the rules of *the Association* having effect to change the name of *the Association* does not take effect until rules 26 are complied with and the approval of *the Commissioner* is given to the change of name;
- e) An alteration of the rules of *the Association* having effect to alter the objects or purposes of *the Association* does not take effect until rule 26 are complied with and the approval of *the Commissioner* is given to the alteration of the objects or purposes.

26.3 These rules bind every member and *the Club* to the same extent as if every *member* and *the Club* had signed and sealed these rules and agreed to be bound by all their provisions.

## **27.0 Regulations**

27.1 *Regulations* may be prepared to govern the day to day operation of all or part of the *Club* and shall come into effect after being made available to *club members* for comment for a period of 28 days and subsequently being adopted by the *Board of Management*, taking into account any submissions resulting from the comment period.

27.2 *Regulations* may be prepared to cover, but not limited to, such matters as:

- a) Dress standards;
- b) Uniforms;
- c) Flags for *Flag Officers*;
- d) Etiquette;
- e) Club fees and charges;
- f) Parking;
- g) Boat storage;
- h) Security.

27.3 *Regulations* shall state:

- a) The purpose for which they are created;
- b) The *members* to which they apply;
- c) The privileges and obligations imposed by the *Regulation*.

## **28.0 Common Seal of the Club**

28.1 *The Club* must have a common seal on which its corporate name appears in legible characters.

28.2 The common seal of *the Club* must not be used without the express authority of the *Board of Management* and every use of that common seal must be recorded in the minute book referred to in rule 23.

28.3 The affixing of the common seal of *the Club* must be witnessed by any two of *the Commodore, the Secretary and the Treasurer*.

28.4 The common seal of *the Club* must be kept in the custody of *the Secretary* or of such other person as the *Board of Management* from time to time decides.

28.5 *The Club* may execute a document without using a Common Seal if the document is signed by:

- a) any two *Board of Management Members*; or
- b) one *Board of Management Member* and a person authorised by the *Board of Management*.

## **29.0 Inspection of Records of the Club**

29.1 A *member* may at any reasonable time inspect without charge the books of the *Club*.

### **30.0 Disputes and Mediation**

- 30.1 The grievance procedure set out in this rule applies to disputes under these rules between -
- a) a *member* and another *member*; or
  - b) a *member* and *the Club*.
- 30.2 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 the parties.
- 30.3 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.
- 30.4 The mediator must be-
- a) a person chosen by agreement between the parties; or
  - b) in the absence of agreement-
    - (i) in the case of a dispute between a *member* and another *member*, a person appointed by the *Board of Management of the Association*;
    - (ii) in the case of a dispute between a *member* or relevant non-member (as defined by rule 30.1 (c)) and *the Club*, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 30.5 A *member of the Club* can be a mediator.
- 30.6 The mediator cannot be a *member* who is a party to the dispute.
- 30.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 30.8 The mediator, in conducting the mediation, must –
- a) give the parties to the mediation process 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 to the dispute throughout the mediation process.
- 30.9 The mediator must not determine the dispute.
- 30.10 The mediation must be confidential and without prejudice.
- 30.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with *the Act* or otherwise at law.

### **31.0 Distribution of Surplus Property on Winding Up of the Club**

If upon the winding up or dissolution of *the Club* there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the *members*, or former *members*. The surplus property must be given or transferred to another association incorporated under *the Act* which has similar objects, and which is not carried out for the purposes of profit or gain to its individual *members*, and which association shall be determined by resolution of the *members*.

## **32.0 Trustees**

- 32.1 There shall be three Trustees of the Association, who shall be Club members appointed by an Annual General Meeting on the recommendation of the Committee and whose appointment shall be terminated in the same way or by resignation by notice in writing to the Secretary or on the Trustee ceasing to be a member of *the Club*.
- 32.2 Notwithstanding any one vacancy the continuing *Trustees* may act until the vacancy is filled.
- 32.3 *The Trustees* to whom *the Club's* function and property is legally committed, shall ensure that, at all times, the Rules of *the Club* are maintained to the benefit of *members*.

# Koombana Bay Sailing Club Rules of Association - Schedule 1

## Schedule of Membership Categories

Membership	Definition	Provisions	Social Privileges	Silver Card (Activities Insurance)	Boat Ownership	Infrastructure Access	Hold Office	Attendance at General Meetings	Voting at General Meetings	Annual Fee
<b>Honorary Life Members</b>	Members who have rendered valuable service to the Club may, upon the recommendation of the Board of Management, confirmed by a majority of three-fourths of votes of the members present at any Annual General Meeting, be elected Honorary Life Members of the Club.	Only one member may be nominated for election as Honorary Life Member in any one year. Names of Honorary Life Members shall only be removed from the roll upon the recommendation of the Board of Management, confirmed by a resolution passed on the majority of three-fourths of votes of the members present at any Annual General Meeting.	Yes	Yes	Yes	Yes	Yes	Yes	Yes	N/A
<b>Paid-up Life Members</b>	Members who have paid a one-off fee for the privileges of the Club for the balance of their life.	Paid-up Life Memberships are created for the purpose of raising substantial one-off sums of money to meet the objects of the Club. The opportunity to purchase a Paid-up Life Membership shall only be available when offered by the Club after being passed by resolution at an AGM upon recommendation of the Board of Management.	Yes	Yes	Yes	Yes	Yes	Yes	Yes	N/A
<b>Senior Members</b>	Members who are over 18 years of age at the date of the AGM, nominated as a Senior Member and fulfilled the qualifications for membership under Rule 5.0 of the Rules of Association.	Designed for those who wish to fully participate in club activities and privileges.	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
<b>Crew Membership</b>	Members who are over 18 years of age at the date of the AGM, nominated as a Crew Member and fulfilled the	Designed for those who wish to participate in club activities and privileges in a limited capacity.	Yes	Yes	No	No	No	Yes	No	Yes

	qualifications for membership under Rule 5.0 of the Rules of Association.		Yes	Yes	No	No	No	Yes	No	No	No	Yes	
<b>Junior or Student Membership</b>	Members who are under 18 years of age or a full-time student at the date of the AGM, nominated as a Junior or Student Member and fulfilled the qualifications for membership under Rule 5.0 of the Rules of Association.	Designed for those under 18 years of age or studying full time who wish to participate in club activities and privileges in a limited capacity.	Yes	Yes	No	No	No	Yes	No	No	No	Yes	
<b>Social Membership</b>	Members who are over 18 years of age at the date of the AGM, nominated as a Social Member and fulfilled the qualifications for membership under Rule 5.0 of the Rules of Association.	Designed for those who wish to enjoy club facilities but not participate in sporting activities.	Yes	Yes	No	No	No	No	Yes	No	No	Yes	
<b>Temporary Membership</b>	A person who is on any day visiting the Club as a member or an official of another club: <ul style="list-style-type: none"> <li>that is to engage in a pre-arranged event with the host club conducted for the purposes of one of the host clubs' principal objects; or</li> <li>that is to hold a pre-arranged function at the host club involving the use of the host club's sporting facilities.</li> </ul> may be taken to be a person who is accorded temporary membership on that day.	Temporary membership to facilitate participation in one off club events nominated by the Board of Management. Effective for the term of the event.	Yes	Yes	Yes	No	No	Yes	No	No	No	NA	
<b>Family Membership</b>	Spouses and juniors, of a senior member, who have nominated as a Senior, Crew, Junior or Student Member and fulfilled the qualifications for membership under Rule 5.0 of the Rules of Association.	Designed to encourage families to participate in club activities. Spouses and Juniors of Senior members enjoy a 50% discount on membership categories with sailing privileges.	Privileges as per the category of membership nominated for										Yes



<b>Visiting Membership</b>	Crews of visiting boats wishing to use club facilities and have fulfilled the qualifications for membership under Rule 5.0 of the Rules of Association.	Designed to provide for visiting boat crews, staying for an extended period, to use club facilities on a temporary basis. The maximum term of a Visiting Membership is 6 calendar months from arrival and cannot be renewed.	Yes	Yes	Yes	Yes	No	No	No	Yes
<b>Guest</b>	Invitee of a member visiting the Club. The maximum number of guests per member per day for the purposes of section 48(4)(b) of the Liquor Licensing Act is five (5) or such lesser number as may be permitted by the Director.	Designed to allow members to bring guests to the Club and participate in sailing and social events.	Yes	No	No	No	No	Yes	No	Yes





