

RULES

SOMERS YACHT CLUB (INC.)
(A7635)

RULES OF SOMERS YACHT CLUB (INC.)

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NAME:

1. The name of the Club shall be the Somers Yacht Club (Inc.) (officially recognised abbreviation SsYC).

OBJECTS:

2. The objects of the Club shall be to encourage and foster the sport of yachting and yacht racing and particularly yacht sailing in every respect and by any means (including the promotion of regattas including State or National championships and the giving of prizes) and to maintain from the funds of the Club amenities for the members of the Club and their guests, and to provide facilities for the care, maintenance and supervision of yachts of Members and the doing of all things incidental to or not inconsistent with the foregoing.

MEMBERSHIP:**Members may be either Sailing or Social****Sailing Members:**

3. (a) Persons intending to sail regularly or undertake the activities listed in Rule 24(c) shall be eligible to be Sailing Members of the Club. For the purpose of these rules, sponsorship is permitted for Sailing Members.
- (b) For the purpose of these rules an 'active Sailing Member' is defined by Rule 24(c)

Social Members:

4. (a) A person not intending to sail or undertake the activities listed in Rule 24(c) shall be eligible to be a Social Member but may enter races for a maximum of three races in any Club year but shall not qualify to receive trophies except on regatta days.
- (b) A Social Member shall be entitled to all the privileges of the Club and shall have voting rights save that:
 - (i) A Social Member shall not vote on sailing or patrol boat issues or vote to change the objects of the Club;
 - (ii) A maximum of four Social Members may be nominated and elected to the General Committee in any Club year and Rule 24(a) is modified accordingly; and
 - (iii) A Social Member shall not be entitled to be a Flag Officer.

The Club shall consist of the following classes of members (Rules 5 to 10)**Adult Members:**

5. A person who is 25 years of age or over on 1 July in each year shall be eligible to be an Adult Member and shall elect to be either a Sailing Member or a Social Member.

Youth Members:

6. A person who is under 25 years of age and 8 years of age or over on 1 July in each year shall be eligible to be a Youth Member.

Temporary Members:

7. (a) Visitors to the Club may, on the nomination in writing of two members aged 18 years of age and over on 1 July in each year (who shall be responsible for their good conduct and other obligations during their temporary membership), be elected Temporary Members for a period not exceeding three weeks, providing however that no person shall be elected as a Temporary Member more than once in each Club year.
- (b) Each Temporary Member shall pay a subscription according to the subscriptions set by the Committee for that year but shall not pay any entrance fee provided however, that if a single person or couple and/or a parent and any of his or her children are

nominated for temporary membership, only one subscription shall be payable to cover such persons and/or children. No Temporary Membership shall be effective until the relevant subscription has been paid to the Club.

- (c) Temporary Members may also be elected by any two members of the General Committee but their Temporary Membership may at any time be terminated by any six members of the Committee.
- (d) No Temporary Members shall be entitled to vote or to hold any office or to nominate candidates for membership or office or have any claim or interest to or in funds of the Club and Temporary Members shall be only entitled to such other privileges of the Club as may from time to time be decided by the General Committee.

Day Sail Pass Members

- 8. (a) Visitors to the Club may, by filling out a Day Sail Pass Application form apply to be a Day Sail Pass Member.
- (b) Day Sail Pass Members are only entitled to access and/or use of the Club and its facilities for a one-day period and have no other membership rights. Day Sail Pass Members shall not qualify to receive trophies except on regatta days.
- (c) Acceptance of an application for Day Sail Pass Membership will be confirmed by the Club issuing the person with a Day Sail Pass Membership Number identifying the date membership is granted and the member's details shall be entered into the Club's membership data base.
- (d) A Day Sail Pass Membership shall only be granted to a person for 3 days in any sailing season. The General Committee may, at its discretion charge a subscription for each day membership is granted but will not charge an entry fee. Day Sail Pass Memberships may at any time be terminated by any Club Flag Officer providing verbal advice to that effect.

Honorary Members:

- 9. Members of other Yacht Clubs affiliated with a National or State Yachting Authority visiting the Club in connection with any regatta or function organised by the Club may be elected Honorary Members for the period of such regatta or other function and such time before and after the same as shall be reasonable in the circumstances without payment of any subscription or entrance fee. Honorary Members shall be entitled only to such privileges as shall be from time to time authorised by the Committee and may be elected and removed from Honorary Membership in the same manner as Temporary Members are elected or removed.

Honorary Life Members

- 10. A Member who has rendered distinguished service to the Club over a long period may be elected an Honorary Life Member in accordance with the following procedure. Honorary Life Membership can only be recommended by the General Committee and must be approved by at least three-quarters of members present at a General or Special General Meeting who are qualified to vote with at least 25 members voting on the occasion PROVIDING THAT at the time of election the number of Honorary Life Members shall not exceed 1% of the membership of the club aged 18 years or over on 1 July each year.

Privileges of Membership

- 11. (a) All members aged 18 years of age and over on 1 July in each year shall be entitled to all the privileges of the Club and shall have full voting rights except as provided in Rule 4(b)(i) and Rule 56(b).
- (b) Youth Members under 18 years of age as at 1 July in each year shall be entitled to all the privileges of the Club except they will not be entitled to:
 - (i) Vote at meetings of members;
 - (ii) Nominate candidates for membership or office; or
 - (iii) Hold any office other than that of a member of a sub-committee.
- (c) Temporary, Day Sail Pass, and Honorary Member's entitlements are regulated pursuant to rules 7, 8, and 9.

- (d) A member of the Club shall not be liable to contribute to:
 - (i) The debts and liabilities of the Club; and
 - (ii) The costs, charges and expenses of the winding up of the Club.

Nomination and Election of Members:

12. (a) Every nomination for admission as a member (other than a Temporary, Day Sail Pass or Honorary Member) shall be proposed by a member aged 18 years or over as at 1 July in each year and seconded by another member aged 18 years or over at 1 July in that year who is not the partner of the proposer. Every such nomination shall be in writing and provide such information as may from time to time be prescribed by the Committee and be accompanied by payment of the entrance fee and subscription.
- (b) Other than Day Sail Pass Member, nomination forms shall be signed by the proposer and seconder and by the nominee and shall be lodged with the Membership Officer and the Membership Officer shall list such nomination form before the next meeting of the General Committee.
- (c) If either the proposer or seconder ceases to be a member or if either shall by notice in writing withdraw the nomination, the nomination shall be void without prejudice to any subsequent nomination. Any omission from or inaccuracy in the particulars relating to or the description of any nominee shall render the nomination voidable at the discretion of the Committee.
- (d) Upon agreement by the three Flag Officers, the above procedure may be waived and the nominated members may become a member by immediate resolution by the three Flag Officers.
- (e) Save as provided in paragraph 12(d), new memberships (other than Temporary Members, Day Sail Pass or Honorary Memberships) shall be approved by the General Committee by a show of hands. One adverse vote in five shall exclude.

Acceptance of Membership:

13. Immediately on the acceptance of a nominee as a member the Membership Officer shall notify the member. A member elected on or after the first day of February and before the first day of July shall pay only a pro rata subscription to the end of the Club year.

Change from Youth to Adult Membership:

14. A Youth Member on ceasing to be qualified as a Youth Member under Rule 6 may continue as a Youth Member until the end of the current Club year and shall thereupon become an Adult Member and an entrance fee shall not be payable.

Retiring Members:

15. Any member wishing to withdraw from membership of the Club shall give notice in writing to the Honorary Secretary and shall pay all monies due at the date of such notice. If such retiring member subsequently desires to rejoin the club his/her nomination and election shall be governed by the Rules except that payment of another entrance/joining fee will be at the discretion of the General Committee.

SUBSCRIPTIONS ENTRANCE FEES AND CALLS

Entrance Fee:

16. Every member other than a Temporary Member, Day Sail Pass or Honorary Member shall with the application for membership of the Club pay an entrance fee provided that, in any case where not less than three fourths of the Committee Members present at a duly convened meeting of the General Committee consider it in the interests of the Club to do so, the Committee may waive, reduce or defer any entrance fee or permit the same to be paid by instalments. In respect to adult couples (and or their children) only one entrance fee shall be payable.

Club Year

Financial:

17. (a) The Club Financial Year shall commence on the 1st July in each year and the membership year shall commence on the 1st October in each year.

Source of Funds

(b) The funds of the Club may be derived from joining fees, annual subscriptions, race entry fees, yard storage fees, donations, fund raising activities, interest and any other sources approved by the General Committee.

Annual Subscriptions:

18. (a) The annual subscription shall be the amount as determined by the General Committee together with fees for ancillary amenities provided by the Club.
- (b) The notification of subscriptions fees along with fees for ancillary amenities shall be sent to all members before the end of the Club membership year and be due and payable by 1st October in that year.
- (c) Life Members and their partner or spouse shall not be liable to pay the annual subscription but shall pay any ancillary fees applicable.
- (d) Notwithstanding the definition of active Sailing Member, the Committee shall not levy a 'sailing' subscription against members actively involved in the sailing administration of the Club or patrol boats and who do not sail.

Family Subscription Concession:

19. An Adult Member may, in respect of any Club year, pay the Club the amount described in the subscription notification as 'Family Membership' for one or two Adult Members and all Youth Members under the age of 25 years who are their children at the same electoral address.

Calls:

20. Every member shall be liable for and bound to pay any calls which shall be made pursuant to a Resolution carried at a General Meeting of members called (inter alia) for that purpose. If so required by the Committee each member shall pay to the Club the amount of any levy or other sum of money payable by the Club in respect of that member to the State or National Yachting Council or other similar body with which the Club may be affiliated.

Special Powers of Committee as to Payment of Subscriptions by Members:

21. Notwithstanding anything hereinbefore contained, the General Committee may at any time if a three fourths majority of those Committee Members present considers it desirable and in the interests of the Club, reduce or defer any subscription for any period or permit the same to be paid by instalments.

Subscriptions or other moneys overdue:

22. (a) Any member failing to pay any subscription, call, yard space, boat registration, locker fee, storage fee, race entry fee or other money due to the Club within two months of the same becoming due and payable, may, by resolution of the General Committee and without prejudice to his/her membership, be suspended from all privileges of the Club until he/she has paid same. If the money shall be overdue for more than four months the member's name may, by resolution of the Committee, be struck off the List of Members unless the non-payment shall be satisfactorily explained to the Committee.
- (b) Any money due or owing as described in Rule 22(a) may be recoverable by the Honorary Treasurer of the Club who may sue either in his/her own name or on behalf of the Club. All such moneys may be recoverable from a member who has retired or ceased for any cause to be a member, if payable or due or accrued prior to his/her retiring or ceasing from any cause to be a member and nothing in these rules shall relieve or be deemed to relieve him/her from liability for the same.

OFFICE BEARERS AND OFFICERS**Election of Office Bearers:**

23. (a) A Commodore, a Vice Commodore and a Rear Commodore (who will be designated Flag Officers and each of whom shall be an active Sailing Member as hereinafter defined), an Honorary Secretary, an Honorary Treasurer and up to seven members of Committee (hereinafter called 'the elected Committee Members') shall be elected by

the members at the Annual General Meeting and shall hold office until the following Annual General Meeting.

- (b) The above Office Bearers (together with any supernumerary members of Committee) elected pursuant to Rule 23(a) shall form the General Committee of the Club provided that, if the retiring Commodore does not seek re-election as Commodore, he/she shall hold office as an additional member of the General Committee until the following Annual General Meeting.
- (c) The Honorary Secretary and Honorary Treasurer shall rank in precedence in that order after the Flag Officers (and where applicable, the Immediate Past Commodore) and in priority to the elected Committee Members and Supernumerary members.

Qualifications for election of Office Bearers:

- 24. (a) No person shall be eligible for nomination or election as an Office Bearer unless he/she is as at 1 July in each year.
- (b) Of the up to twelve Office Bearers at least eight shall be active Sailing Members including the Flag Officers.
- (c) For the purpose of these rules an 'active Sailing Member' is one who during the yachting season immediately prior to his/her election was either actively engaged in the sailing activities of the Club or was actively engaged in the sailing administration of the Club or patrol boats and expects to be so engaged throughout the next twelve months.
- (d) A past Office Bearer may be re-elected to the General Committee.

Professional Officers:

- 25. An Accounts Reviewer and Honorary Solicitor shall also be appointed at the Annual Meeting and shall hold office until the following Annual Meeting and need not be members of the Club or active Sailing Member. No-one who is a member, (whether ex-officio or otherwise) of the General Committee shall be eligible for office as or be elected or act as Accounts Reviewer.

Nomination of Office Bearers and Professional Officers:

- 26. (a) Candidates for the position of Office Bearers shall be nominated in writing by two members aged 18 years or over as at 1 July in each year and the nomination form shall be signed by the candidate and shall state whether the candidate nominated is an active Sailing Member as defined by the rules.
- (b) All nominations shall be delivered to the Honorary Secretary not later than ten days immediately prior to the date of the Annual Meeting and shall be posted on a Club Notice Board or in some other place directed by the General Committee for at least eight days immediately preceding the Annual Meeting.

Annual General Meeting to fill vacancies:

- 27. If insufficient members are nominated in accordance with Rule 26 for election as Office Bearers the vacancies may be filled at the Annual General Meeting then being held. If less than eight of the Office Bearers properly nominated in accordance with Rule 26 for election as Officer Bearers are active Sailing Members then any member aged 18 or over nominated at such Annual General Meeting who is so qualified shall be entitled to election providing that the number of Social Members on General Committee shall not exceed four.

Resignation or Removal of Office Bearers and Officers:

- 28. (a) No Office Bearer or Professional Officer or other officer of the Club shall be held to have resigned his/her Office until his/her resignation is put in writing and sent to the Committee.
- (b) An Office Bearer is removed from office by:
 - (i) Special resolution; or
 - (ii) If he/she dies or becomes insolvent under administration.

Forfeiture of Office:

29. Any Office Bearer who shall have been absent from three consecutive General Committee Meetings without satisfactory explanation shall be deemed to have forfeited his/her office on the Committee passing a resolution to that effect.

Extraordinary Vacancies:

30. Extraordinary vacancies in any office (including Honorary and Professional Offices) may be filled by the General Committee.

Supernumerary Members of Committee:

31. The General Committee may in their absolute and unfettered discretion appoint any member 18 years of age or over as at 1 July in each year to be a Supernumerary Member of the Committee until the conclusion of the next Annual General Meeting following his/her appointment. The number of Supernumerary Members holding office pursuant to this rule shall not at any time exceed two and any such appointment may at any time be revoked by a two-thirds majority of the other members of the Committee. Any member holding office pursuant to this rule shall be entitled to attend and take part in meetings of the Committee and to vote thereat.

DUTIES OF OFFICE BEARERS AND OFFICERS**Duties of Commodore:**

32. It shall be the duty of the Commodore to enforce the rules and By Laws of the Club and to preside at all meetings and to take command of the Club's squadron of yachts.

Duties of Vice-Commodore and Rear-Commodore:

33. It shall be the duty of the Vice-Commodore and Rear-Commodore to assist the Flag Officers respectively senior to him or her in the discharge of their duties and should such officer or officers not be present officiate in their stead.

Duties of Honorary Secretary:

34. (a) It shall be the duty of the Honorary Secretary to keep a minute book of the proceedings of the Club, which shall be produced at every meeting; to keep a correct roll of all Members; to notify the Honorary Treasurer of the election of new Members; to notify each Member-elect of his/her election; to keep a register of all yachts enrolled in the Club; to file all documents, records, reports and communications in connection with the business of the Club; to notify each member of every meeting; to act generally on behalf of the Club; and as the Committee from time to time directs; to enforce the Rules in respect to the Liquor Licence.
- (b) Any of the above duties may be delegated to others as approved by the Committee.

Common Seal:

35. (a) The common seal of the Club shall be kept in the custody of the Honorary Secretary.
- (b) 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 signatures either of two Members of the Committee or of one Member of the Committee and the Honorary Secretary or any Flag Officer of the Club.

Duties of Honorary Treasurer:

36. (a) The Honorary Treasurer shall keep correct accounts and records showing the financial affairs of the Club and the particulars usually kept in records of a like nature and shall receive all moneys on behalf of the Club and lodge the same in the Club's bank to the credit of the Club and shall produce all bank statements and reconciliation statements and all other records of the Club in his/her custody at each ordinary meeting of the General Committee.
- (b) The Honorary Treasurer shall also pay all accounts by cheque or electronic banking through the Club's bankers. Details of all payments will be presented at each ordinary meeting of the General Committee. If a cheque is used, it must be signed by two of such officers of the Club as shall be nominated by the General Committee and

payments via electronic banking initiated by the Treasurer or a designated Flag Officer will be authorised by such officers.

- (c) At the Annual General Meeting of Members, he/she shall produce a reviewed Statement of Financial Position, Statement of Financial Performance and Statement of Cash Flow for the year ending on the last day of June duly examined and approved by the Accounts Reviewer and such reports shall be posted on the notice board for fourteen days immediately preceding the meeting.
- (d) The Honorary Treasurer shall prepare a budget of income and expenditure each year for the General Committee and shall advise the Committee on the investment of Club Funds and act generally as the Committee from time to time directs.

Inspection of Records:

37. All records, registers, rolls including minutes of general meetings and committee meetings and other documents shall be available for inspection within 7 days by a member upon application by that member to the Honorary Secretary or a Flag Officer providing always that such disclosure shall not be in breach of any Legislation or Regulation.

Duties of Accounts Reviewer:

38. The Accounts Reviewer shall prior to the Annual General Meeting review the accounts of the Club including the Statement of Financial Position and Statement of Financial Performance for the year ending the last day of June and if required by the Committee review such accounts or any parts thereof at any other time or times.

MANAGEMENT OF THE CLUB

Powers of the Committee:

39. (a) The entire management and control of the affairs of the Club shall be in the hands of and under the management of the General Committee and the property of the Club shall be subject to the control and disposition of the Committee who are empowered subject to Rule 39(b). The Committee shall have the power of appointment and dismissal of all employees of the Club, and shall have power to perform all such acts, deeds and things as shall appear to them desirable or necessary for the management of the Club and its property and affairs. The orders in writing of a quorum of those assembled at the meetings and signed by the Chairman of the day and attested by the Honorary Secretary, shall vindicate anything done or purported to be done by them in pursuance of such direction and no person not being a member of the Club shall be entitled to inquire into the regularity of such direction beyond the verification of the signature of the Honorary Secretary providing always that the Committee Members are to discharge their duties with reasonable care and diligence and in good faith.
- (b) The negotiation of any loan, the issuing of debentures, the giving of any security over any property of the Club, the granting or accepting of leases of any land or buildings the property of the Club for any term exceeding seven years, and all other measures in any way extending the liability of the Club beyond the assets and estimated revenue of the Club, shall require the previous sanction of a General or Special General Meeting of the Club.,

Meetings of Committee:

40. (a) The Committee shall meet at such times as may be deemed necessary or desirable to conduct the business of the Club and the Honorary Secretary shall when requested by a Flag Officer or any two members of the Committee immediately call a meeting of the General Committee to be held on or as soon as practicable after the date specified by the officer or members requesting the same.
- (b) Not less than seven days' notice shall be given of each Committee Meeting to all members of the Committee unless in any case of urgency at least five members of the Committee agree to a shorter notice.
- (c) Minutes of all resolutions and proceedings of the Committee shall be entered in a Minute Book to be provided for such purpose.

- (d) Six Members present shall form a quorum and at all meetings of the Committee the chair shall be taken by the senior Flag Officer present and in the absence of a Flag Officer the meeting shall elect a Chairman. The Chairman of the meeting shall have a casting vote as well as a personal vote.

By-Laws:

- 41. The Committee may make By Laws and regulations and alter or amend such By Laws as required from time to time and may impose and enforce fines and penalties for their breach. Such regulations and By Laws shall have the same force and effect as the Rules, but shall not be in any way opposed to the Rules. Such By Laws and regulations shall be notified to members by letter or exhibition on a Club Notice Board or otherwise as the Committee shall prescribe.

Sub-Committees:

- 42. The Committee may appoint such Sub-Committees as may be deemed to be required, not necessarily out of their own number. Such Sub-Committees are to be under the absolute control of the General Committee. One half of the members of any such Sub-Committee shall (unless otherwise specified, or unless there be a Sub-Committee of two) form a quorum.

Sailing Committee:

- 43. Any Sailing Committee appointed under the previous Rule shall make recommendations to the General Committee and administer all matters relating to the Club sailing, including the exercise of all powers given to a Sailing Committee under the Racing Rules for the time being adopted by the Club and this Rule shall be read in conjunction with Rule 73.

Vesting of Property:

- 44. Pursuant to the Associations Incorporation Reform Act 2012, all property held by a person on trust or otherwise for or on behalf of the Club or for any of its purposes shall be vested in the Club subject to Section 9 of the said Act.

Safety Officer:

- 45. (a) The Committee shall appoint a Safety Officer who shall be a member of the Sailing Committee.
- (b) The Safety Officer shall be deemed an officer of the Club (but not necessarily a member of General Committee) and shall be covered by and indemnified by the Club's insurance as may be appropriate from time to time.
- (d) The Safety Officer shall advise and report to Sailing Committee on the procedures and equipment required to minimise the risks inherent in sailing activities and develop and practise emergency drills for Club members and maintain continuous safety training within the Club so that a structured and detailed safety management system is maintained and practiced.

Racing Coordinator:

- 46. (a) The Committee shall appoint a Racing Co-ordinator who shall be a member of the Sailing Committee.
- (b) The Racing Co-ordinator shall be deemed an officer of the Club (but not necessarily a member of the General Committee) and shall be covered by and indemnified by the Club's insurance as may be appropriate from time to time.
- (c) The Racing Co-ordinator shall advise and report to Sailing Committee on the procedures for the conduct of racing within the Club and work with the Safety Officer.

Insurance:

- 47. (a) The Committee shall ensure that all members of the Committee and Sub Committees and Club Officers are covered by the Club's liability insurance and in particular for negligence of whatever nature or kind and otherwise that any Club property, buildings, plant and equipment are insured together with all necessary public risk, workcover and other required insurance as the Committee shall decide upon from time to time.
- (b) The Club shall indemnify Committee members against any liability incurred in good

faith by a Committee member.

GENERAL MEETING

Annual General Meeting:

48. The Annual General Meeting of the Club shall be held not earlier than the 1st day of July and not later than the end of September at such place at Somers and on a date and at a time to be fixed by the Committee for the purpose of considering the report of the retiring Committee, and the Club's reviewed Statement of Financial Position, Statement of Financial Performance and Statement of Cash Flows and of electing Office Bearers and Professional Officers for the ensuing year, and for the transaction of any other business of which notice has been given in accordance with Rule 51. Failing a quorum of twenty-five members 18 years of age or over as at 1 July in that year at the expiration of one half hour from the time appointed for assembling the Meeting to stand adjourned until that day week at the same time and place, and so on until the requisite number of members shall be present.

Special General Meeting:

49. A Special General Meeting of the Club may be called at any time by a Flag Officer or by the Committee for the consideration of any special business of which notice has been given in accordance with Rule 51. Subject to the same restrictions the Committee shall call a Special General Meeting of the Club on the written requisition of ten members 18 years of age and over as at 1 July in that year within twenty-one days from the receipt by the Honorary Secretary of such requisition. If the Honorary Secretary of Committee shall fail or neglect to call such a special meeting, the persons that requisition shall be at liberty to call such meeting by giving notice as provided by the Rules of the Club or by giving at least twenty-one days' notice by advertisement in one daily newspaper circulating throughout Victoria and one other newspaper circulating at least throughout the Mornington Peninsula Shire.

Business of Meeting:

50. The business at any General or Special General Meeting shall be confined to the objects for which such meeting is called.

Notice of Meeting:

51. Notice of any General Meeting or Special General Meeting and of any business to be transacted thereat shall be exhibited on a Club notice board for at least fourteen days before the date of meeting. At least twenty-one days prior to any general or special meeting the Honorary Secretary shall e-mail, fax or mail notice of such meeting and the business to be transacted to each member (other than an Honorary or temporary Member) having a registered address in Australia.

Omission to Give Notice:

52. The accidental omission to forward any prescribed notice of any meeting to any member or members entitled to vote at such meetings shall not invalidate any meeting or resolution passed at such meeting provided that the omission shall not affect in excess of five percentum of the members entitled to vote.

Quorum and Chairman at General Meeting:

53. At all General and Special General Meetings of the Club twenty-five members qualified to vote shall form a quorum unless otherwise herein specified. At all meetings the Chair shall be taken by the Senior Flag Officer present, and in the absence of a Flag Officer the meeting shall elect a Chairman from amongst the other members of the General Committee present, and in the absence of any members of the Committee the meeting shall elect a Chairman from amongst the members present.

Votes at Meetings:

54. At all meetings of the Club votes shall be given personally, and not by proxy. Votes may be taken on the voices, by a show of hands, or otherwise as the Chairman shall decide, or by ballot if so required by one-third of the members present. The Chairman shall have a personal vote as well as a casting vote. No member shall be entitled to vote at any meeting of the Club if at the time of that meeting, any subscription or other monies due and payable by the member to the Club, have not been paid.

Resolutions at Meetings binding on Members:

55. All resolutions passed at General or Special General Meetings of the Club shall be conclusive and binding on all members, whether they shall have been present at such meetings or not.

AMENDMENT AND INTERPRETATION OF RULES**New Rules, Alterations to Rules, Alterations to Statement of Purposes etc.**

56. (a) No new Rules or alterations or suspension of a Rule and no new statement of purposes or alteration of the statement of purposes shall be made:
- (i) without the sanction of three-quarters of the members present at a General or Special General Meeting and qualified to vote with at least fifteen members 18 years of age or over as at 1 July in that year voting on the occasion;
 - (ii) without the proposed new Rule or alteration or suspension of a Rule or the proposed new statement of purposes or alteration to the statement of purposes signed by two members 18 years of age or over as at 1 July in that year, having been handed to the Honorary Secretary and having been exhibited on a notice board of the Club for twenty-one days immediately preceding the day of the meeting.
- (b) Notice stating the resolution or resolutions to be proposed shall be mailed, e-mailed or faxed to every member referred to in Rule 51 (with the notice of the meeting at which the resolution or resolutions are to be proposed) at least twenty-one days before such meeting. The Honorary Secretary shall within one month after the passing of the special resolution altering the statement of purposes or the Rules, lodge with the Registrar of Incorporated Associations notice in writing of the resolution setting out particulars of the alteration together with a declaration signed by at least two members of the Committee of the Club to the effect that the special resolution was passed in accordance with the Associations Incorporation Act.
- (c) Rules 24 and Rules 56 cannot be revoked, varied or altered unless by a vote in favour of such revocation, variation or alteration by a minimum of seventy-five per centum of Sailing Members as defined in Rule 24(c)
- (d) Any new Rule or alteration to the Rules do not have any effect unless and approved by the Registrar of Consumer Affairs Victoria.

Interpretation of Rules:

57. (a) For the purposes of these Rules where the context so admits, the male shall include the female and the gender-neutral term (they/them) and the singular shall include the plural.
- (b) In the event of any doubt or difficulty arising as to the meaning of any Rule or By-Law, the General Committee shall have power to pronounce a decision upon it, which decision shall be final and binding on the members, save that such decision shall be subject to affirmation or reversal by a Special General Meeting of members called for that purpose, according to the Rules.

Production of Rules:

58. Inspection of the Club's Rules and By-Laws of the Club shall be made available to members via the Club's website. However, a copy of the Rules and By-laws shall remain upon the Club premises for inspection by any member.

YACHTS**Registration of Yachts:**

59. Any member desiring to make use of any of the facilities of the Club for his/her yacht (which for the purpose of this Rule and Rules 60-63 shall include as well as sailing boats other boats which the Committee considers not undesirable) including the use of the yard, ramps, storage facilities and winch, and/or taking part in racing or other sailing functions of the Club, shall

apply each season to have his/her yacht registered on the Yacht Register. The information to be supplied and entered on the Yacht Register shall include the Yacht's name, class and number, name of owner, and such other particulars as the Committee may from time to time prescribe.

Qualification of Yachts:

60. No yacht which shall in the opinion of the Committee for any reason appear unfit or undesirable shall be placed or remain on the Yacht Register.

Revision of Register:

61. On any change of ownership taking place in respect of any yacht on the Yacht Register such yacht shall be deleted from the Yacht Register.

Yachts on Loan:

62. Yachts belonging to members while on loan or hire to non-members shall not be entitled to the Club privileges or to fly the Club Burgee.

Yacht Not on Register:

63. No yacht owner or visitor or power boat owner or visitor not on the Yacht Register shall be entitled to any of the benefits or privileges of the Club nor without the permission of the Committee first obtained make use of any of the facilities of the Club or to take part in any race or function of the Club.

FLAGS

Burgees:

64. The Club Burgees shall be kelly green with a broad gold vertical and triangular in shape with the hoist at least 18 cm and the length approximately double the hoist. The Burgee of each Flag Officer shall be the Club Burgee swallow-tailed and that of the Commodore to have three gold balls, the Vice-Commodore to have two gold balls and that of the Rear-Commodore one gold ball in the upper head quarter. The Club Burgee shall not be flown on any vessel or boat not on the Yacht Register save that it may with the permission of a Flag Officer be flown on vessels or boats made use of by the Club for regattas and other special occasions. No Flag Officer's Burgee shall be flown on any yacht unless such Flag Officer is on board or in effectual control of such yacht.

CENSURE FINE EXPULSION ETC

65. Discipline, suspension and expulsion of members

- (a) The Committee when enforcing its powers pursuant to Rules 22 and 39 must comply with these Rules.
- (b) If the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club the Committee may by resolution:
 - (i) fine that member an amount not exceeding \$500; or
 - (ii) suspend that member from membership of the Club for a specified period; or
 - (iii) expel that member from the Club.
- (c) A resolution of the Committee under sub-rule (b) does not take effect unless:
 - (i) at a meeting held in accordance with sub-rule (d), the Committee confirms that resolution; and
 - (ii) if the member exercises a right of appeal to the Club under this Rule, the Club confirms the resolution in accordance with this Rule.
- (d) A meeting of the Committee to confirm or revoke a resolution passed under sub-rule (b) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (e).

- (e) For the purpose of giving notice in accordance with sub-rule (d), the Honorary Secretary must as soon as practicable, cause to be given to the member a written notice:
 - (i) setting out the resolution of the Committee and the grounds on which it is based; and
 - (ii) stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the member that he or she may do one or both of the following -
 - * attend that meeting;
 - * give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (v) informing the member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.
- (f) At the meeting of the Committee to confirm or revoke a resolution passed under sub-rule (b), the committee must:
 - (i) give the member, or his or her representative, an opportunity to be heard; and
 - (ii) give due consideration to any written statement submitted by the member; and
 - (iii) determine by resolution whether to confirm or to revoke the resolution.
- (g) If at the meeting of the Committee, the Committee confirms the resolution, the member may, no later than 48 hours after that meeting, give the Honorary Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.
- (h) If the Honorary Secretary received a notice under sub-rule (g), he or she must notify the Committee and the Committee must convene a General Meeting of the Club to be held within 21 days after the date on which the Honorary Secretary received the notice.
- (i) At a General Meeting of the Club convened under sub-rule (h):
 - (i) no business other than the question of the appeal may be conducted;
 - (ii) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (iii) the member, or his or her representative, must be given an opportunity to be heard; and
 - (iv) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (j) A resolution is confirmed if, at the General Meeting, not less than two-thirds of the members present vote in person, or by proxy in favour of the resolution. In any other case, the resolution is revoked.

66. Disputes and mediation:

- (a) The grievance procedure set out in this rule applies to disputes under these Rules between:
 - (i) a member and another member; or
 - (ii) a member and the Club.
- (b) 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.
- (c) 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.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - * in the case of a dispute between a member and another member, a person appointed by the General Committee; or
 - * in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A member of the Club can be a mediator providing always that the member is an unbiased decision maker.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must give the parties to the mediation process every opportunity to be heard.

MISCELLANEOUS

Rights of Persons Ceasing to be Members:

- 67.** No member retiring from membership of the Club or ceasing from any cause to be a member shall have any right, title or interest in, or to any of the property of the Club, or to use any flag, emblem, insignia, or uniform of the Club, and the member so retiring or ceasing to be a member shall forthwith return to the Club all keys held by him/her/her to the Club premises or parts thereof and all other Club property (if any) held by him/her.

Removal of or damage to Club Property:

- 68.** No members shall without the approval of the Committee remove from any Club premises or deface or injure any article the property of the Club. Members removing breaking or damaging any Club property of any kind shall pay for the same at a price to be fixed by the Committee.

No Liability for Loss:

- 69.** Neither the Club nor any official of the Club shall be responsible for any loss or damage to any article brought by members or guests on to the Club premises or for any loss or damage suffered by any member or guest in or about the Club premises or in consequence of the use of the property of the Club or otherwise.

Address of Members:

- 70.** Every member shall communicate in writing his/her residential and email address or any alteration thereof to the Honorary Secretary who shall register same. If any Member fails to give notice of alterations of their address the Honorary Secretary may insert their new address in the Register in lieu of the existing registered address. All notices delivered or posted to the

registered address shall be deemed to have been duly given. If no address is given notices sent care of the Somers Post Office shall be deemed to be sufficient.

Political Discussions, etc. not permitted:

71. No political or religious subjects or questions shall be discussed on the Club premises or at any meeting or function held by the Club nor shall any objectionable language or betting be allowed.

Notice Board:

72. The Committee shall make such provision for a Club Notice Board or for the display of notices relating to the affairs and activities of the Club and to any regattas or functions organised by the Club as the Committee deem most suitable from time to time.

Sailing By Laws:

73. The Sailing By Laws of the Club shall be those from time to time adopted by the State or National Yachting Authority in Australia subject to such variations as the Sailing Committee shall deem necessary from time to time to meet local conditions as may be permitted by such Rules. Any such variations shall be notified to members and competitors as required.

No distribution to Members:

74. Any distribution whether in money, property or otherwise of the assets of the Club amongst any of the members of the Club is prohibited providing always that the Club may pay a member reimbursement for expenses or services properly incurred and approved by the Committee.

DISSOLUTION OF THE CLUB

75. Dissolution:

The Club may be wound up voluntarily or dissolved by special resolution passed by a majority of not less than three-quarters of the members present at a General Meeting called for that purpose. On the winding up or dissolution of the Club any surplus assets after satisfaction of the debts and liabilities of the Club and the costs charges and expenses of the winding up or dissolution shall not be distributed amongst the members but shall be donated or transferred to such other Club, Association or Body having objects similar or mainly similar to those of the Club or to such charitable purposes as shall be decided by special resolution passed by a majority of not less than three quarters of the members at a General Meeting called for that purpose.

LIQUOR LICENCE

76. Liquor

The Committee is authorised to maintain a Club Licence within the meaning of the Liquor Control Reform Act 1998 or as may be amended from time to time. The licence is subject to the following Rules:

- (a) the payment of any amount to an officer member or servant of the Club by way of commission or allowance from the receipts of the Club for the supply of liquor is prohibited;
- (b) a visitor to the club must not be supplied with liquor in the Club premises unless the visitor is a guest in the company of a member of the Club;
- (c) a person cannot be exempted from the obligation to pay the ordinary subscription for membership of the Club unless the person is of a class specified in the Rules and the admission or exemption is in accordance with the rules of the Club;
- (d)
 - (i) the facilities of the Club must be provided from and maintained from the joint funds of the Club;
 - (ii) except as otherwise permitted under the Liquor Control Reform Act 1998, no person shall receive a greater profit, benefit or advantage from the club than that to which any member is entitled;

- (e) the Membership Officer must keep a register containing the name and address of each member of the Club and particulars of the last subscription for membership paid by the member;
- (f) the register referred to in sub paragraph (e) shall be kept open for inspection at anytime by a licensing inspector, an authorised member of the police force, the Director of Liquor Licensing Victoria or a person authorised in writing by the Director;
- (g) the Honorary Secretary must maintain and keep on the Club premises proper accounts and records of the transactions of the Club and such other records as will sufficiently explain the financial operations and financial position of the Club;
- (h) The Club will at all times comply with all terms and conditions of the relevant planning scheme and any permit issuing by the relevant authority; and
- (i) Otherwise the Club must comply with the Liquor Control Reform Act 1988 and any Regulations made thereunder.

----- End of Rules -----