



# *The Darwin Sailing Club Inc.*

## CONSTITUTION OF THE DARWIN SAILING CLUB INCORPORATED

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# **THE DARWIN SAILING CLUB INCORPORATED**

## **CONSTITUTION**

### **PART 1 – PRELIMINARY**

#### **1 Name**

The name of the incorporated Association is The Darwin Sailing Club Incorporated (the "Club").

#### **2 Objects and purposes**

The objects and purposes of the Club are as follows:

- (1) to promote and encourage participation in the sailing and racing of all types of sailing craft on Darwin Harbour, surrounding waters and elsewhere;
- (2) to provide training and education in the use and operation of marine vessels and related activities, to foster marine safety and the preservation of the marine environment;
- (3) to participate in community activities relevant to the Club's purposes; and
- (4) to provide and maintain Club premises and facilities for the members of the Club.

#### **3 Minimum number of members**

The Club must have at least fifty (50) members.

#### **4 Definitions**

In this Constitution, unless the contrary intention appears:

"Act" means the Associations Act and regulations made under that Act;

"Board" means the management committee of the Club;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the Banking Act 1959 of the Commonwealth;

"Commodore" means the Chairperson;

"Flag Officer" means the Commodore, Vice Commodore, Rear Commodore Sailing and Rear Commodore Training;



"general meeting" means a general meeting of members convened in accordance with clause 47;

"member" means an Ordinary Member or an Associate Member of the Club, where the context admits;

"Out of Session Resolution" means a resolution which has been circulated by the Secretary to the Board members by electronic transmission and passed by not less than four (4) Board members in a return email to the Secretary;

"register of members" means the register of the Club's members established and maintained under section 34 of the Act;

"Rules" means rules, regulations or policies made for the advancement, management and administration of the Club and the advancement of the sport of sailing;

"special resolution" means a resolution notice of which is given under clause 50 and passed in accordance with section 37 of the Act;

"Subcommittee" means a committee exercising delegated powers and functions of the Board and includes the following:

- (a) Sailing Committee
- (b) Training Committee

and such other committees as the Board may establish from time to time;

"Vice Commodore" means the Vice Chairperson.

## **PART 2 - CONSTITUTION AND POWERS**

### **5**

#### **Powers of the Club**

- (1) For achieving its objects and purposes, the Club has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, the Club may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;

- (d) raise and borrow money on the terms and in the manner it considers appropriate;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

**6 Effect of Constitution**

This Constitution binds every member and the Club to the same extent as if every member and the Club had signed and sealed this Constitution and agreed to be bound by it.

**7 Inconsistency between Constitution and Act**

If there is any inconsistency between this Constitution and the Act, the Act prevails.

**8 Altering the Constitution**

- (1) The Club may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the Public Officer must ensure compliance with section 23 of the Act.

## **PART 3 – MEMBERS**

### *Division 1- Membership*

**9 Classes of Membership**

- (1) The Club shall have two classes of membership - Ordinary Members and Associate Members.
- (2) Ordinary Members shall consist of the following:
  - (a) Full Members
  - (b) Life Members
  - (c) Junior Members
- (3) Associate Members shall consist of the following:
  - (a) Social Members
  - (b) Honorary Members
  - (c) Temporary Members
- (4) Ordinary Members may participate in the sailing activities of the Club and use all sailing related facilities of the Club.

- (5) A Full Member means a person who wishes to sail or support the sailing activities of the Club, use the facilities of the Club and has the right to participate in the decision making processes of the Club.
- (6) A Life Member means a person who:
  - (a) has rendered special service to the Club;
  - (b) is nominated by the Board for life membership; and
  - (c) is elected at a general meeting.

A Life Member shall have all the rights and privileges of a Full Member without payment of membership fees. The spouse or de facto spouse of a Life Member will be granted Social Membership without payment of membership fees.

- (7) An Active Sailing Member means a Full Member or a Life Member, but not a Junior Member, who during a period of 6 months immediately prior to his or her application for inclusion on the list of Active Sailing Members made not less than 10 days prior to a general meeting, has:
  - (a) sailed for at least 10 hours; or
  - (b) participated in the organisation or running of at least 3 club sailing events, or
  - (c) contributed in a substantial way to the sailing activities of the Club,and has been assessed and approved by the Sailing Committee and ratified by the Board in its absolute discretion.
- (8) A Junior Member means a person less than 18 years of age and who does not have the right to participate in the decision making processes of the Club.
- (9) A Social Member means a person who wishes to participate in the social activities of the Club and who does not have the right to participate in the decision making processes of the Club.
- (10) An Honorary Member means a person deemed to be an Honorary Member by special resolution of the Board, for a maximum of 12 months at a time, who has no obligation to pay a membership fee, is entitled to participate in the social activities of the Club and who does not have the right to participate in the decision making processes of the Club.
- (11) A Temporary Member means a person who is:

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- (a) a member of another sailing club (whether in Australia or elsewhere) and who is a visitor to Darwin; or
- (b) an owner, skipper or crewman of a yacht visiting Darwin; or
- (c) a visitor to Darwin who resides at least one 100 kilometres from the Club; or
- (d) a persons who has enrolled in approved courses to be held at the Club; or
- (e) a local resident from within the greater Darwin area, and who is deemed to be a temporary member by a delegate of the Board for a period of no more than 3 months in any one (1) year upon payment of the membership fees prescribed from time to time,

and who does not have the right to participate in the decision making processes of the Club.

#### **10 Application for membership**

To apply to become a member of the Club a person must:

- (a) submit a written application for membership to the Board:
  - (i) in a form approved by the Board;
  - (ii) proposed by one member and seconded by another member; and
  - (iii) be signed by the person and both of the members referred to in subclause (a)(ii).

#### **11 Approval of Board**

- (1) Any application for Full Membership and Junior Membership shall be considered by way of an out of session motion by the Board.
- (2) If an application for Full Membership or Junior Membership is not passed by an out of session motion, the Board shall convene a formal meeting to determine the application as soon as practicable.
- (3) If an application for Full Membership or Junior Membership is rejected by the Board the application fee if any and the annual subscription must be refunded.
- (4) The Board need give no reason for the rejection of an application.



- (5) Any application for membership as an Associate Member must be in a form approved by the Board, contain such particulars as the Board requires, be signed by the applicant and be accompanied by any applicable application fee and annual subscription.
- (6) Applicants for Associate Membership of the Club shall become Associate Members when they have complied with clause 11(5).
- (7) The number of members of the Club shall be such number of Ordinary Members and Associate Members as the Board determines from time to time.
- (8) The Board may transfer a member from membership in one class to membership in another class provided that such transfer shall only take effect from the following financial year.

## **12      Joining fee**

- (1) If an application for membership is approved by the Board, the applicant becomes a member on payment of the joining fee.
- (2) The joining fee is the amount determined from time to time by resolution at a general meeting.

## **13      Annual membership fees**

- (1) The annual membership fee is the amount determined from time to time by resolution at a general meeting.
- (2) The annual membership fee shall become due on the anniversary of the membership and shall be payable within 6 weeks.
- (3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Board determines otherwise.

## *Division 2 - Rights of members*

### **14      General**

- (1) Subject to clause 15(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Club –
  - (a) is not capable of being transferred or transmitted to another person;and



- (b) terminates on the cessation of membership whether by death, resignation or otherwise.

**15 Voting**

- (1) Subject to subclause (2), each Ordinary Member, but not a Junior Member, has one vote at general meetings of the Club.
- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

**16 Notice of meetings and special resolutions**

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

**17 Access to information**

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings; and
- (c) annual reports and financial reports.

**18 Raising grievances and complaints**

- (1) A member may raise a grievance or complaint about a Board member, the Board or another member of the Club.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

*Division 3 - Termination, death, suspension and expulsion*

**19 Termination of membership**

Membership of the Club may be terminated by:

- (a) a notice of resignation addressed and posted to the Club or given personally to the Secretary or another Board member; or
- (b) non-payment of the annual membership fee within the time allowed under clause 13(3); or
- (c) expulsion in accordance with this Division.

**20 Death of member or whereabouts unknown**

If a member dies or the whereabouts of a member is unknown, the Board must cancel the member's membership.

## **21 Suspension or expulsion of members**

- (1) If the Board considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Club, the Board must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
  - (a) be in writing and include:
    - (i) the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
    - (ii) the particulars of the conduct; and
    - (iii) be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Board must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Board may suspend or expel or decline to suspend or expel the member from the Club and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

## **22 Appeals against suspension or expulsion**

- (1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Board's decision.
- (2) The appeal must be considered at a general meeting of the Club and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the member.

- (4) The member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel him or her is confirmed by a resolution of the members.

## **PART 4 – BOARD**

### *Division 1 – General*

#### **23 Role and powers**

- (1) The business of the Club must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Club except those matters that the Act or this Constitution requires the Club to determine through a general meeting of members.
- (3) The Board may appoint and remove staff.
- (4) The Board may establish one or more Subcommittees consisting of the members of the Club the Board considers appropriate.
- (5) The Board shall have the power to make, repeal and amend the Rules as it may from time to time consider necessary in the interests of the Club and such Rules shall be placed before Ordinary Members at the next general meeting for ratification and when ratified, shall be recorded and published to the membership in a manner determined by the Board and shall be binding on the Club and all members.

#### **24 Composition of Board**

- (1) The Board consists of:
  - (a) a Chairperson (Commodore);
  - (b) a Vice Chairperson (Vice Commodore);
  - (c) a Secretary;
  - (d) Treasurer; and;
  - (e) 3 general Board members
- (2) The Commodore, Vice Commodore and 3 general Board members shall be elected by the Ordinary Members.
- (3) Elected members of the Board shall hold office for a 2 year term.

- (4) The Treasurer and Secretary shall be appointed by the Board having regard to the personal skills and experience required for those positions on the Board.
- (5) The Treasurer and Secretary shall hold office for a 2 year term.
- (6) Unless elected directly as a separate office holder, the Board must appoint one Board member to be the Club's Public Officer.

## **25 Delegation**

- (1) The Board may delegate to a Subcommittee or staff any of its powers and functions other than:
  - (a) this power of delegation; or
  - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke wholly or in part, the delegation.

## **26 Sailing and Training Committees**

- (1) At its first meeting following the annual general meeting, the Board shall ratify the appointment of a Sailing Committee and a Training Committee.
  - (a) Sailing Committee Structure
    - (i) The Sailing Committee shall consist of Rear Commodore Sailing (who shall be the Chair), a Safety Officer, an officer representing the Club on the Board of Yachting Northern Territory and a minimum of 3 other members.
    - (ii) All members of the Sailing Committee must be Active Sailors and one member shall be appointed Secretary.
    - (iii) Rear Commodore Sailing and Rear Commodore Training must be Active Sailors. The term of office for each position shall be 2 years.

- (iv) Persons nominating candidates for the positions of Rear Commodore Sailing and Rear Commodore Training must be Active Sailors.
  - (v) A list of the candidates' names for the position of Rear Commodore Training and Rear Commodore Sailing in alphabetical order with the proposer's and seconder's names shall be posted on the web site of the Club and in a conspicuous place on the Club premises not less than 7 days before the annual general meeting at which the elections are to be held.
- (b) Nominations for the Sailing Committee
- (i) At the annual general meeting all members of the Sailing Committee (other than Rear Commodore Sailing if applicable) shall retire from office but shall be eligible for re-appointment.
  - (ii) The Rear Commodore Sailing shall call for nominations for membership of the Sailing committee within 14 days after the annual general meeting.
  - (iii) The selection of the safety officer and the balance of Active Sailing Member positions shall be undertaken by the Rear Commodore Sailing in the following manner-
    - a) Any Active Sailing Member may be nominated by any 2 other Active Sailing Members to serve as a member of the Sailing committee;
    - b) the nominations, which shall be in writing and signed by the Active Sailing Member, the proposer and seconder, shall be lodged with the Rear Commodore Sailing or with such delegate of the Rear Commodore as notified to the membership; and
    - c) if a vacancy remains on the Sailing Committee after the application of a) and b) or if the office of a Sailing Committee member becomes vacant, the Rear Commodore Sailing may appoint any Active Sailing Member to fill that vacancy.



- (c) Powers and Functions of the Sailing Committee
  - (i) The Sailing Committee shall maintain a list of Active Sailing Members whose eligibility for inclusion on the list shall be reviewed by the Sailing Committee on an annual basis.
  - (ii) The Sailing Committee shall make such recommendations to the Board as it deems fit in relation to applications for inclusion on the list of Active Sailing Members and in relation to the status of current members on the list.
  - (iii) Applications for inclusion on the list of Active Sailors may be made by an Ordinary Member and must be ratified by the Board not less than 10 working days before that Ordinary Member exercises a right or entitlement arising from inclusion on the list.
  - (iv) The Active Sailor list, as ratified by the Board, shall be published on 30 September each year.
  - (v) The Sailing Committee shall be responsible to the Board for the organisation, safety and running of all Sailing Club sailing events and for all matters relating to Club sailing activities including junior and youth sailing.
  - (vi) The Sailing Committee may make Rules binding on all members engaged in Club racing.
- (d) Training Committee Structure
  - (i) The Training Committee shall consist of a Rear Commodore Training (who shall be the Chair) and 4 members. All members of the Training Committee must be Active Sailors. One officer shall be appointed Secretary.
  - (ii) At the annual general meeting all members of the Training Committee (other than Rear Commodore Training if applicable) shall retire from office but shall be eligible for re-appointment.
  - (iii) The selection of the appointees to the Training Committee shall be undertaken by the Rear Commodore Training.
- (e) Powers and Functions of the Training Committee

- (i) The Training Committee shall make such recommendations to the Board as it deems fit in relation to training courses and events.
  - (ii) The Training Committee shall be responsible to the Board for the organisation, safety and running of all club training and for all matters relating to club training activities.
- (f) Committee Procedures

The following procedures shall apply to all Committees established under clause 26.

- (i) If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.
- (ii) A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and, in the case of an equality of votes the question shall be deemed to be decided in the negative.

## *Division 2 - Tenure of office*

### **27 Eligibility of Board Members**

- (1) A Board member must be a member of the Club who is 18 years of age or over.
- (2) Only Active Sailing Members may nominate candidates for the positions of Commodore, Vice Commodore and 3 general Board members.
- (3) Board members, other than Board appointees, must be elected to the Board at an annual general meeting

### **28 Nominations for election to Board**

- (1) A member is not eligible for election to the Board unless the Secretary receives a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting.
- (2) The nomination must be signed by:
  - (a) the nominator and a seconder; and

- (b) the nominee to signify his or her willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may:
  - (a) propose or second himself or herself for election or re- election; and
  - (b) vote for him or herself.

## **29 Election of Board Members**

- (1) The Board must call for nominations from Ordinary Members but not Junior Members for elected Board positions in accordance with clauses 27 and 28.
- (2) A list of the candidates' names in alphabetical order with the proposer's and seconder's names shall be posted on the web site of the Club and in a conspicuous place on the Club premises.
- (3) No Election by Default
  - (a) If a position on the Board to be nominated by Active Sailing Members is not filled after a declaration in accordance with clause 31(1), the position will be deemed to be a casual vacancy pursuant to clause 35 of the Constitution and an eligible member will be appointed by the Board to fill that vacancy.
- (4) Transitional Arrangements
  - (a) At the first annual general meeting following the adoption of this Constitution, all members of the Board shall cease to hold office.
  - (b) At the first annual general meeting following the adoption of this Constitution, the terms of office of the Vice Commodore and one Board member elected to those positions shall be for 1 year. Thereafter the terms of office shall be 2 years.
  - (c) The Commodore presiding at the first annual general meeting after the adoption of this Constitution shall decide in the event of a dispute which Board member shall hold office for 1 year.

## **30 Retirement of Board Members**

- (1) A Board member must retire at the end of their elected term unless the member vacates the office under clause 33 or is removed under clause 34.
- (2) The Chairperson of the outgoing Board must preside at the annual general meeting until a new member is elected as Chairperson.

- (3) Members may serve consecutive terms on the Board.

**31 Election by default**

- (1) If the number of persons nominated for election to the Board under clause 28 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Board at the annual general meeting.
- (2) Any unfilled vacancies are taken to be casual vacancies and must be filled by the new Board in accordance with clause 35.

**32 Election by ballot**

- (1) If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Board.

**33 Vacating office**

The office of a Board member becomes vacant if:

- (a) the member:
  - (i) is disqualified from being a board member under section 30 or 40 of the Act;
  - (ii) resigns by giving written notice to the Board;
  - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
  - (iv) ceases to be a resident of the Territory; or
  - (v) ceases to be a member of the Club;
- (b) The member is absent from more than:
  - (i) 3 consecutive Board meetings; or
  - (ii) 3 Board meetings in the same financial year without tendering an apology to the Chairperson;



of which meetings the member received notice and the Board has resolved to declare the office vacant.

**34 Removal of Board Member**

- (1) The Club, through a special general meeting of members, may remove any Board member before the member's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

**35 Filling casual vacancy on Board**

- (1) If a vacancy remains on the Board after the application of clause 32 or if the office of a Board member becomes vacant under clause 34, the Board may appoint any member of the Club to fill that vacancy.
- (2) However, if the office of Public Officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.
- (3) The continuing members of the Board may act notwithstanding any casual vacancy on the Board but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or for summoning a general meeting of the Club, but for no other purpose.

*Division 3 - Duties of Board Members*

**36 Collective responsibility of Board**

- (1) As soon as practicable after being elected to the Board, each Board member must become familiar with the Act and regulations made under the Act.
- (2) The Board is collectively responsible for ensuring the Club complies with the Act and regulations made under the Act.

**37 Chairperson and Vice Chairperson**

- (1) Subject to subclauses (2) and (3), the Chairperson must preside at all general meetings and Board meetings.
- (2) If the Chairperson is absent from a meeting, the Vice Chairperson must preside at the meeting.
- (3) If the Chairperson and the Vice Chairperson are both absent, the presiding member for that meeting must be:



- (a) a member elected by the other members present if it is a general meeting; or
- (b) a Board member elected by the other Board members present if it is a Board meeting.

### **38 Secretary**

The Secretary must:

- (a) coordinate the correspondence of the Club;
- (b) ensure minutes of all proceedings of general meetings and of Board meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;
- (d) unless the members resolve otherwise at a general meeting - have custody of all books, documents, records and registers of the Club, other than those required by clause 39(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

### **39 Treasurer**

(1) The Treasurer must:

- (a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club;
- (b) pay all moneys received into the account of the Club within 5 working days;
- (c) make any payments authorised by the Board or by a general meeting of the Club;
- (d) ensure cheques are signed or electronic payments and transfers of funds are electronically authorised by him or her and at least one other Board member, or by any two (2) other Board members, or one (1) other Board member and one (1) staff member, authorised by the Board.

(2) The Treasurer must ensure the accounting records of the Club are kept in accordance with section 41 of the Act.

- (3) The Treasurer must coordinate the preparation of the Club's annual statement of accounts.
- (4) If directed to do so by the Chairperson, the Treasurer must submit to the Board a report, balance sheet or financial statement in accordance with that direction.
- (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Club unless the members resolve otherwise at a general meeting.
- (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

**40 Public Officer**

- (1) The Public Officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The Public Officer must keep a current copy of the Constitution of the Club.

**41 Patron**

The Board may invite any person to be the Patron of the Club for such period as the Board determines.

## **PART 5 - MEETINGS OF THE BOARD**

**42 Frequency and calling of meetings**

- (1) The Board must meet together for the conduct of business not less than 6 times in each financial year.
- (2) The Chairperson, or at least half the Board members, may at any time convene a special meeting.
- (3) A special meeting may be convened to deal with an appeal under clause 21.

**43 Voting and decision making**

- (1) Each Board member present at the meeting has a deliberative vote.
- (2) A question arising at a Board meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

**44 Quorum**

For a Board meeting, 4 Board members constitute a quorum.

**45 Procedure and order of business**

- (1) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

**46 Disclosure of interest**

- (1) A Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Club must disclose the nature and extent of the interest to the Board in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The Chairperson must ensure a Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

## **PART 6 - GENERAL MEETINGS**

**47 Convening general meetings**

- (1) The Club must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Club must hold all subsequent annual general meetings within 5 months after the end of the Club's financial year.
- (3) The Board:
  - (a) may at any time convene a special general meeting;
  - (b) must, within 30 days after the Secretary receives a notice under clause 21, convene a special general meeting to deal with the appeal to which the notice relates; and
  - (c) must, within 30 days after it receives a request under clause 48(1), convene a special general meeting for the purpose specified in that request.

- (d) The Board will convene at least 2 general meetings in each financial year.
- (e) The Secretary must give all members not less than 14 days' notice of a general meeting of the Club.

#### **48 Special general meetings**

- (1) Forty (40) Ordinary Members, excluding Junior Members, may make a written request to the Board for a special general meeting.
  - (a) The request must:
    - (i) state the purpose of the special general meeting; and
    - (ii) be signed by the members making the request.
- (2) If the Board fails to convene a special general meeting within the time allowed:
  - (a) for clause 47(3)(b) - the appeal against the decision of the Board is upheld; and
  - (b) for clause 47(3)(c) - the members who made the request may convene a special general meeting as if they were the Board.
- (3) If a special general meeting is convened under subclause (2)(b), the Club must meet any reasonable expenses of convening and holding the special general meeting.
- (4) The Secretary must give to all members not less than 21 days' notice of a special general meeting.
- (5) The notice must specify:
  - (a) when and where the meeting is to be held; and
  - (b) the particulars of and the order in which business is to be transacted.

#### **49 Annual general meeting**

- (1) The Secretary must give to all members not less than 21 days' notice of an annual general meeting.
- (2) The notice must specify:
  - (a) when and where the meeting is to be held; and
  - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
  - (a) first - the consideration of the accounts and reports of the Board;
  - (b) second - the election of new Board members;

- (c) third - any other business requiring consideration by the Club at the meeting.

**50 Special resolutions**

- (1) A special resolution may be moved at any general meeting of the Club.
- (2) The Secretary must give all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

**51 Notice of meetings**

- (1) The Secretary must give a notice under this Part by:
  - (a) serving it on a member personally; or
  - (b) sending it by post to a member at the address of the member appearing in the register of members; or
  - (c) sending it by email to the last known email address of a member as notified to the Club by the member from time to time.
- (2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

**52 Quorum at general meetings**

At a general meeting 20 Ordinary Members entitled to vote constitute a quorum.

**53 Lack of quorum**

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present:
  - (a) for an annual general meeting or special general meeting convened under clause 47(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
  - (b) for a meeting convened under clause 47(3)(b) - the members who are present in person may proceed with hearing the appeal for which the meeting is convened; or
  - (c) for a meeting convened under clause 47(3)(c) - the meeting lapses.



- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by absentee vote may proceed with the business of that general meeting as if a quorum were present.
- (3) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- (4) 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.
- (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

## **54**

### **Voting**

- (1) Subject to clause 15, each Ordinary Member present in person or by absentee vote at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting:
  - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by absentee vote;
  - (b) a special resolution put to the vote is passed if three-quarters of the members, who are present in person or by absentee vote, vote in favour of the resolution; and
  - (c) a special resolution which results in the alteration of the Constitution put to the vote is passed if two thirds of Ordinary Members, present or by absentee vote AND two thirds of Ordinary Members who appear on the Active Sailors list, present or by absentee vote but not members under 18 years of age vote in favour of the special resolution.
- (3) A poll may be demanded by the Chairperson or by 3 or more members present in person.
- (4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

**Absentee voting**

- (1) An Ordinary Member may not appoint a proxy.
- (2) An Ordinary Member may, in relation to a general meeting, vote by way of an absentee vote.
- (3) An absentee vote must be in the form provided by the Board upon the request of an Ordinary Member and received no later than 48 hours before the commencement of the meeting.
- (4) For the removal of all doubt, an absentee vote must contain the specific resolution being voted upon by the Ordinary Member in absentia or otherwise will be deemed invalid and will not be counted in calculating the required majority.

**PART 7 - FINANCIAL MANAGEMENT****Financial year**

The financial year of the Club is the period of 12 months ending on 30 June or such other 12 month period as the Board determines from time to time.

**Funds and accounts**

- (1) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (2) Subject to any restrictions imposed by the Club at a general meeting, the Board may approve expenditure on behalf of the Club within the limits of the budget.
- (3) All cheques, tokens, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed in accordance with subclause 39(1)(d).  
  
All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt or as soon as practicable after that day.
- (4) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

## **58 Accounts and audits**

The responsibility of the Board under clause 36(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Club's annual statement of accounts; and
- (c) the auditing of the Club's accounts.

## **PART 8 - GRIEVANCE AND DISPUTES**

### **59 Grievance and disputes procedures**

- (1) This clause applies to disputes between:
  - (a) a member and another member; or
  - (b) a member and the Board.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (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 after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) for a dispute between a member and another member - a person appointed by the Board; or
    - (ii) for a dispute between a member and the Board - a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Club can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (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 natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 9 - MISCELLANEOUS**

### **60 Common Seal**

- (1) The common seal of the Club must not be used without the express authority of the Board and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Club must be witnessed by any 2 of the following:
- (a) the Chairperson;
  - (b) the Secretary;
  - (c) the Treasurer.
- (3) The common seal of the Club must be kept in the custody of the Secretary or another person the Board from time to time decides.

### **61 Distribution of surplus assets on winding up**

- (1) If on the winding up or dissolution of the Club and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that:
- (a) has similar objects or purposes;
  - (b) is not carried on for profit or gain to its individual members; and
  - (c) is determined by resolution of the members.