

The Constitution of the Swan Yacht Club (Inc.)

1. The name of the Club shall be The Swan Yacht Club (Inc.).

2. Objects: The object is to establish, maintain and conduct a Club devoted to;

- a. Encourage amateur boating, both power and sail, and other associated activities.
- b. Encourage the study of seamanship, pilotage and navigation.
- c. Hold and arrange regattas and competitions in yachting, both power and sail, and other associated activities and the offering and granting of contributions towards the provision of prizes and other awards.
- d. Borrow, raise or secure the payment of money for the purpose of the Club in such manner as the members think fit.
- e. Maintain a Club licence under the current Liquor Control Act and its amendments.
- f. Provide and maintain a Clubhouse and sporting amenities for the use of the members, plus Social, Sporting, Cultural and Community pursuits, but, in addition, to provide facilities for literary, scientific, athletic, professional and any other lawful purpose of providing benefits and enjoyment for the members of the Club.
- g. The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed directly or indirectly to members except in good faith in the promotion of those objects.
- h. To promote the sports of Billiards, snooker, indoor balls, bridge and other card games, ball room dancing, darts, and any such sports in which the club participates.
- i. Facilitate integration to insure the preservation of the history of the Fremantle Club into the Club.

3. Definitions: In reading this Constitution, unless the context or such otherwise indicates or requires,

- a. "THE CLUB" means The Swan Yacht Club (Inc.).
- b. "THE CLUB PREMISES" means all land, building, jetties and structures thereon of which the Club is the bona fide occupier.
- c. "THE COMMITTEE" means the Management Committee, duly elected in accordance with the Constitution and Rules.
- d. "ANNUAL MEETING" means an Annual General Meeting.
- e. "SPECIAL GENERAL MEETING" means a General Meeting as defined and called in accordance with Clause 11 hereunder, at which only business that has been described in the notice may be transacted.
- f. "GENERAL MEETING" includes the Annual General Meeting to be held in August of each year, the Half-Yearly General Meeting to be held in February in each year and any Special General Meeting properly convened in accordance with the rules.



- g. "MONTH" means a calendar month.
- h. "FINANCIAL YEAR" means from July 1 each year until the following June 30.
- i. "THE ACT" means the Liquor Control Act 1988, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these rules.
- j. "BY- LAWS AND APPENDICES" means the codes and regulations under which the Club operates and are formulated by the Committee, in accordance with rule 16I.
- k. "BOAT" shall, where the context so admits or requires, include any vessel (which must be a minimum of 4.3 metres in length), whether propelled by sail or power or by a combination thereof. Where it is necessary to distinguish between types of vessel, a prefix such as "Sailing" or "Power" may be used as is appropriate.
- l. "BOAT OWNER" shall be that person in whose name any boat is registered in the Club's register of boats. Where a boat is owned by or registered in the name of a partnership, the partners must advise the General Manager in writing of the names of all partners and their respective percentage interests in the partnership.
- m. "BOATING RIGHTS" means the right granted by the Committee to use all the Club's boating facilities.
- n. "FINANCIAL MEMBER." A member shall be deemed to be a Financial Member as and when his/her current membership subscription has been paid.
- o. "FLAG OFFICER" shall be the Commodore, the Vice-Commodore, the Rear- Commodore or the Rear-Commodore Power and Angling. Each flag officer shall be a boat owner as defined in the Rules.
- p. "SENIOR FLAG OFFICER" means the Commodore or Vice-Commodore.
- q. "JUNIOR FLAG OFFICER" means the Rear-Commodore or Rear-Commodore Power.
- r. "GENERAL MANAGER" means the person engaged by the Management Committee to manage and administer the functions of the Club on a day-to-day basis in accordance with the Constitution, Rules, Appendices and directions given by the Management Committee from time to time.
- s. "MEMBER" means a person accepted by the Committee to membership of the Club in one of the categories of membership.
- t. "VOTING MEMBER" means Ordinary, Life, and Member for Life, Country and Senior.

4. Membership

The Club shall keep an up-to-date register of members in respect of Ordinary, Country, Member for Life, Senior, Affiliate, Social, Associate, Life, Honorary, Temporary and Provisional Members. This register must be available for inspection by the members at the Club premises.

Fees shall be the same as listed in Appendix A. as attached to the By-Laws and set by the Management Committee.

Membership of the Club shall consist of the following:

- a. ORDINARY MEMBER.
 - i. A person over 18 years of age duly nominated and then appointed by the Committee
 - ii. Qualifies for all rights and privileges of the club, including voting and use of boating facilities.



- b. **LIFE MEMBER.** The members may elect a person who has rendered meritorious service to the Club as a Life Member for such service.
 - i. A Committee Consisting of: The Management Committee plus seven (7) Life Members nominated by the Body of Life Members may nominate a member for Life Membership.
 - ii. Such nomination must be confirmed at an election at the Annual General Meeting by a motion supported by not less than 75% of the financial voting members present.
 - iii. When Life Membership has been conferred a suitable badge shall be presented.
 - iv. A Life Member shall be liable to pay any fees relating to the marina and club facilities, but shall not be liable to pay any such fees or levies relating to membership.
- c. **COUNTRY MEMBER.** A member whose usual place of residence is outside a radius of 150km from the Clubhouse by the shortest practical road route.
- d. **MEMBER FOR LIFE.**
 - i. The member was a member of the Fremantle Club Inc., immediately prior to the winding up of the Fremantle Club Inc.; or
 - ii. The membership for life was created by the committee as a prize for the fundraising raffle; or
 - iii. By Sale to a member for such consideration as committee may determine from time to time and this category shall be classified as "a purchased MFL" No further purchased MFL's shall be issued by the committee.
 - iv. A person who is a Member for Life has the same privileges as an Ordinary Member.
 - v. A Member for Life shall be liable to pay any fees and special purpose levies relating to the marina and the club facilities, but shall not be liable to pay any fees relating to membership.
 - vi. A Member for Life is not transferable by the Member for Life to another person.
- e. **SENIOR ORDINARY MEMBER.**
 - i. An Ordinary Member who holds a current Social Security pension card.
 - ii. Qualifies for the same privileges as an Ordinary and pays only 50% of the Ordinary Membership fee.
- f. **SOCIAL MEMBER.**
 - i. A Social Member shall have the privilege of using the facilities of the Clubhouse.
 - ii. A Social Member shall not have the right to vote, hold office or have tenancy of a mooring pen.
 - iii. A Social Member has the right to nominate and/or second an application for membership by any person seeking to join the Club as a Social Member.
 - iv. A Social Member application for membership can be approved by the General Manager who will then report that acceptance to the next Management Committee Meeting.
- g. **ASSOCIATE MEMBER.** The spouse or sibling of an Ordinary Member.



- h. **AFFILIATE MEMBER.** A person who qualifies for membership in accordance with the By –Laws and who has proved current financial membership of a body which has been approved by simple majority at a General Meeting as an affiliate body.
- i. **TEMPORARY MEMBER.** A person who is on any day visiting the Club as a member or an official of another Club (which includes people who are assisting a visiting club) –
 - a. To engage in a pre-arranged event with the Club as per the Club's objects; or
 - b. To hold a pre – arranged function at the Club involving the use of the Club's sporting facilities.
- j. **RECIPROCAL MEMBER.** Members of such other sporting clubs as the Management Committee may decide shall be admitted as Reciprocal Members provided that such members are financial members of and entitled to vote at the General Meeting of their club (Reciprocal Association)
- k. **SPECIAL CIRCUMSTANCES MEMBER.** A person who for age, ill-health or infirmity and distance from the Club has retired from active participation but desires to retain an association with the Club.
- l. **HONORARY MEMBER.** Membership that may be granted to Club Patrons, Sponsors, Selected Government Officers, members of the armed forces and any other such persons as the Committee may decide from time to time. Honorary membership will be restricted at any one time to a level deemed appropriate by the Management Committee or as may be suggested by the Liquor Licensing Authority
- m. **CORPORATE MEMBER.** (i) Organisations through senior management conducting community or tourism related business in Perth and its surrounds that have made a contribution to the club through business, sponsorship or donations. (ii) Corporate membership will be restricted at any one time to a level deemed appropriate by the club or as may be required by the Liquor Licencing Authority.

Only Ordinary, Member for Life, Life, Country and Senior Members shall be allowed to vote.

5. Application for Membership

- a. **Ordinary Member.** Any person desiring to become such a member of the Club shall sign an membership application form which must bear the signatures of two members of the Club (who are entitled to vote) as a proposer and seconder. The form shall also have the name, address, occupation, of the new member. When the General Manager receives the application form it will then be placed on the club notice board for not less than seven days provided that an interval of not less than 2 weeks shall have elapsed between nomination and election. No person shall be entitled to exercise any of the privileges of a member until all subscriptions due have been paid.
- b. The Committee shall have the right to refuse to admit any person to membership without assigning any reason.
- c. On the acceptance of a new member, the General Manager shall, after the payment of the subscription, enrol the member on the Club register. Thereafter, the member is entitled to the privileges of the Club and is bound by it's By – Laws.



6. Members' Rights

- a. The rights and privileges of every member shall be personal and shall not be in any manner transferable by their own act or through any other person on their behalf or by operation of law, and on any member ceasing by death (or otherwise) to be a member all their interest shall go to the estate.
- b. The Committee may revoke the membership of any Affiliate, Honorary, Social, Temporary, Special Circumstances or Reciprocal Member at any time without notice and add others as required.
- c. Honorary, Social, Reciprocal, Special Circumstances, Affiliate and Temporary Members shall not be entitled to vote or be present at any meeting of the members of the Club, or have any right, title or interest in or to any of the property of the Club, or propose or second any candidate for admission as a member.
- d. All membership categories are entitled to:
 - i. Invite guests to the Club, but the number of guests shall not exceed the maximum number as contained in the Liquor Licensing Act 1988 and its amendments.
 - ii. Hold private family and business functions without limit to number of guests, providing that the sale of liquor shall be
 - a. Ancillary to a meal supplied at the Club by or on behalf of the Club to a member and to each of the guests of that member, being guests of whose attendance was given prior notice to the Club.
 - b. To a member, for consumption by the guests of that member at a function held by or on behalf of that member at the Club.
- e. Functions. Members are entitled to host functions on the Club premises after written application for said function has been considered and approved by the General Manager. Said function cannot exclude any member his/her rightful access to Club premises. The General Manager will furnish the applicant with a written copy of Club rules relating to functions after the application has been approved and any additional conditions and restrictions he/she shall see fit.
- f. Upon request members will be provided access to the club By – Laws and the record of its office holders.

7. Subscriptions

- a. The entrance fee and annual subscription of the Club shall be set by majority vote of the Management Committee prior to the commencement of the financial year. Notice of the fees and subscriptions shall be notified to the members via the Club notice board. Annual fees not to increase by more than 8% per annum unless agreed to by the membership.
- b. All subscriptions are due from July 1 each year and are payable in advance on or before the date of the Election of Officers.



8. New Members

Subscriptions must be paid one week after acceptance of nominations.

If elected between July 1 and December 31—full annual subscription.

If elected between January 1 and June 30—50% annual subscription.

9. Liability Subscription

- a. Any member who does not notify the General Manager in writing before the date of the Annual Meeting of his/her withdrawal from the Club shall be liable for the subscription for the current Club year.
- b. The Committee shall have the power by resolution to remove from the roll of members the name of any new member who fails to pay his/her subscription within two weeks from the date of his election.
- c. Any member whose subscription is in arrears after September 30 each year shall cease to be a member, unless the Committee upon receiving an explanation in writing from that member shall otherwise decide.
- d. A member who is considered by the Management Committee to be going through a genuine hardship may be eligible for consideration for their membership category to be converted to Special Circumstance membership which will be as per clause 4(k).

10. General Meetings

- a. The Annual General Meeting of members shall be held in August of every year. Notice of the meeting and agenda items, including special notices of motion, must be posted on the Club notice board for 21 days before the date of the meeting. At this meeting, a report shall be presented by the Commodore on behalf of the Management Committee, and the Treasurer shall present the Club's statement of accounts and balance sheet for the past year, duly audited. These accounts together with the minutes of the previous General Meeting will be forwarded to Ordinary Members 10 calendar days prior to the meeting and other business in accordance with these rules may be transacted.
- b. Five per cent of the Ordinary, Member for Life, Life Members, Country and senior financial members present shall constitute a quorum at a General Meeting or Special General Meeting. The chairman of the meeting shall be a Flag Officer.
- c. In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time, the meeting shall lapse. The said meeting will then be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.
- d. A Half-Yearly General Meeting shall be conducted in February of each year along similar guidelines to the AGM.
- e. Financial voting members may vote by proxy in relation to any notice of motion to be voted on at any General Meeting. Forms of proxy as set out in Appendix F to be available to any voting member on request to the General Manager.
- f. A financial member may only be allocated 1 proxy vote.

Before issuing a form of proxy to any voting member, the General Manager shall:



- a. Ensure that the relevant member is qualified to vote.
- b. Fill in the form to the extent of the name and membership number of the member to whom it is issued;
- c. Sign the form for identification.

The form of proxy shall specify the meeting at which the vote(s) is/are to be cast and shall direct the Chairperson of that meeting to either vote in favour of or against (or abstain from voting for or against) one or more specified notice(s) of motion to be submitted to that meeting.

Original forms of proxy (including emailed forms) must be returned to the General Manager no later than 5.00pm of the day before the relevant meeting is to be held. Copies, including faxes, of forms of proxy will not be accepted.

The order of business at the Annual Meeting shall be as follows:

- a. Reading notice of meeting.
- b. Confirmation of the last Annual Meeting Minutes and any other General Meeting Minutes not yet confirmed and confirming or amending same.
- c. Presentation of the-Commodore's Report, discussion and adoption.
- d. Presentation of all other reports, discussion and adoption.
- e. Presentation of the Statement of Accounts and Balance Sheet, to be received and adopted.
- f. To vote on nominations for Life Memberships, if any.
- g. Declaration of the poll of Officers and Committee.
- h. Elect Club Captains.
- i. Election of Club Registered Auditor.
- j. Special Business of which Notice of Motion has been given.
- k. Other business.

11. Special General Meetings

The Management Committee may, at any time, call a Special General Meeting by giving adequate notice on the Club notice board and a copy mailed to the voting members. A Special General Meeting shall also be called by the Management Committee on the requisition signed by not less than 25 voting members stating in detail the purpose of the meeting. Notice of the meeting and a copy of the requisition shall be posted on the notice board and mailed to the voting members at least seven days before the date of the said meeting. Only business of which notice shall have been given as above or in accordance with these rules shall be transacted at a Special General Meeting. Five per cent of financial members qualified to vote shall form a quorum. In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time, the meeting shall lapse. The said meeting will then be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.



12. General Provision

- a. No member shall be entitled to take any legal action against the Club (other than a claim for goods sold and delivered and services rendered) and must conform to the decisions of the Committee and, in the case of an appeal, to the decision of the General Meeting to which he/she appeals. These rules shall be the rules of the Club and shall be binding on members.
- b. Correct accounts and books shall be kept showing the financial affairs of the Club.
- c. No liquor shall be sold or supplied for consumption other than on the Club's premises, unless the member purchasing it removes such liquor from the premises of the Club.
- d. The Clubhouse and other Club facilities are to be provided and maintained from the joint funds of the Club, and no person shall be entitled under these rules to derive any benefit or advantage from the Club that is not shared equally by every member thereof.

13. Management Committee and Election of Office Bearers

- a. The affairs of the Club will be managed exclusively by a Committee of Management consisting of:
 - i. The Commodore
 - ii. Vice-Commodore
 - iii. Rear-Commodore
 - iv. Rear-Commodore Power and Angling
 - v. Treasurer
 - vi. All above positions are elected for a one year term.
 - vii. General Manager (Honorary Member)
 - viii. Six committee persons, of who four are boat owners are elected for a two year term. In the situation where there are more than three positions vacant, the three members polling the highest number of votes are elected for a two year term. The remaining positions are elected for a one year term.
- b. Members unable to attend the voting at such times may lodge a postal vote to the General Manager prior to 5pm Friday preceding the Annual General Meeting.



ELECTION OF OFFICERS AND COMMITTEE

1. The members qualified to vote shall elect the Flag Officers, the Treasurer and other members of the Management Committee annually. Any changes of personnel as the result of such an election shall take place immediately after the declaration of the election results by the Returning Officer at an Annual General Meeting.
2. With the exception of the Rear-Commodore Power and Angling, the serving members may only occupy Flag Officer positions for a period of not more than two consecutive years. After such time, a Flag Officer having served his/her two years shall vacate that Flag Officer position and shall not seek re-election for the same position in the ensuing year.
3. Financial voting members desirous of becoming Rear Commodore Power and Angling shall in any of the 47 months prior to nominating, have served at least 10 months as either a Committee Person, Treasurer, Power Yacht Captain or Angling Section Captain.
4. Clause 4. Financial voting members desirous of becoming Rear Commodore shall in any of the 47 months prior to nominating, have served at least 10 months as either a Committee Person, the Rear Commodore Power and Angling or Treasurer.
5. Financial voting members desirous of becoming Vice Commodore shall in any of the 47 months prior to nominating, have served at least 10 months as either Rear Commodore or Rear Commodore Power and Angling.
6. Financial voting members desirous of becoming Commodore shall in any of the 47 months prior to nominating, have served at least 10 months as either Vice Commodore or Rear Commodore.
7. In the event of an unexpected vacancy occurring in a Flag Officer position, the next most senior Flag Officer shall, subject to Rule 6, move up and fill the vacancy.
 - a. In the case of the a Committee member or Flag Officer moving up to fill an unexpected vacancy in a Flag Officer position , the remainder of the year served in the higher position shall not count as one of the two years a Flag Officer can serve in that role.
8. In the event of an unexpected vacancy occurring in a Flag Officer position, the Rear-Commodore Power and Angling shall have the option of moving up to Rear-Commodore or continuing as Rear-Commodore Power and Angling.
9. The vacancy thereby caused in either the position of Rear-Commodore or Rear-Commodore Power and Angling shall be filled from the ranks of existing Committee Persons who are boat owners.
10. A serving Flag Officer can only be removed from office by a resolution passed at a General Meeting of members. The notice convening the meeting must include the appropriate notice of motion.
11. A member who is under suspension under Section 21 of the Constitution shall be ineligible to nominate for any position on the Committee of Management for that year's elections.
12. Only a financial voting member may nominate for a position of Committee Person.
13. There shall be a minimum of four boat owners elected as members of the Management Committee, not counting Flag Officers.



14. The Committee shall, at least 42 days prior to the Annual General Meeting, appoint a member who is not a candidate for office to act as Returning Officer for the forthcoming elections.
15. The General Manager shall, not less than 42 days (six weeks) prior to the Annual General Meeting in each year, place a notice in the Clubhouse calling for nominations for positions to be filled.
16. Nominations must be in writing, addressed to the General Manager and signed by the candidate and his proposer and seconder, all of whom must be financial voting members.
17. Such nominations shall be forwarded so as to reach the General Manager not later than 5.00pm. on the day 28 days prior to the Annual General Meeting, when nominations shall be closed.
18. In the case when no more than the required number of officers shall be nominated, those so nominated shall be declared elected.
19. If there shall be insufficient nominations to fill the whole of the vacancies of the list of officers, those nominated shall be declared elected and shall have power to fill the vacancies and any casual vacancies that may occur.
20. In the event of there being no eligible candidate nominating for the office of Commodore, the Committee shall have the power to co-opt any Past Commodore, including the Immediate Past Commodore, to nominate and serve for one year as Commodore.
21. In the event of a ballot being necessary for any position in the election, the following shall apply:
 - a. At the close of nominations, the General Manager shall prepare a ballot paper containing particulars of the positions to be filled and the names of the candidates, a boat owner denoted by an asterisk, a retiring Committee Person by a dot.
 - b. The General Manager shall, on the Friday prior to the Annual General Meeting, prepare a master roll on which shall appear the name of every financial voting member.

The position of a candidate's name on the ballot paper shall be determined by a draw conducted by the Returning Officer in the body of the Clubhouse immediately after closure of nominations.
 - c. The Returning Officer shall cause the name of every member issued with a ballot paper (signed for identification by the General Manager or Returning Officer) to be marked off the master roll after the member shall have presented his/her current membership card.
 - d. Each member whose name appears on the master roll shall be entitled to only one ballot paper unless the same be damaged or defaced, when the Returning Officer shall be entitled on the return of the original to issue the member with a replacement ballot paper.
 - e. A financial voting member who will be unable to attend during voting hours for any reason shall be entitled to an absentee vote/postal vote on personal or written application to the General Manager or Returning Officer at any time after ballot papers are available and prior to the Friday preceding the Annual General Meeting.
 - f. The member so applying shall be issued with a ballot paper (signed for identification by the General Manager or Returning Officer), a ballot paper envelope and an outer envelope. The ballot paper shall be sealed in the ballot paper envelope, which shall be enclosed in the outer envelope bearing the member's name and number and returned to the Returning Officer no later than 5.00pm on the Friday of the election.
 - g. Each member shall vote for candidates as indicated on the ballot paper.



- h. A ballot paper shall be valid only for the sections fully and correctly marked. The decision of the Returning Officer in respect to the validity of any ballot paper or any part thereof shall be final.
- i. The annual election of officers shall be by ballot and will take place in the Clubhouse in the presence of the Returning Officer or his proxy on the Friday from 5pm to 8pm and Saturday from 10am to 6pm immediately prior to the Annual General Meeting.
- 22. The Committee shall engage the Club's auditors in their professional capacity to count the votes prior to the Annual General Meeting and to submit a certified result of the ballot to the Returning Officer, who shall announce the results at the Annual General Meeting. Upon such announcement being made, the members concerned shall be deemed elected.
- 23. Voting shall be determined as first past the post.
- 24. In the case of a tied vote, the candidate to be elected shall be determined by a draw conducted by the Returning Officer.
- 25. The counting of votes shall be open to members.
- 26. The result of the ballot, including the votes cast for each candidate, shall be displayed in the Clubhouse.
- 27. Each candidate may provide a statement of up to 200 words and a passport-sized photograph to the General Manager 21 days prior to the AGM for inclusion in an issue of Cygnus.
- 28. No member, whether a candidate or not, shall canvass votes in writing other than a candidate's statement in Cygnus.
- 29. Immediate Past Commodore
 - 1. The Commodore, having vacated or having been voted out of such position, shall then be the Immediate Past Commodore for one year.
 - 2. While holding that position he shall be entitled to attend all Committee and Sub-Committee meetings, but shall not be entitled to vote or to be counted in a quorum.
 - 3. Thereafter, with the exception of 'Election of Officers and Committee rule 20' he/she must serve as a Committee Person for 10 months before being nominated as a Flag Officer.

14. Procedures at General Meeting

- a. The Commodore shall have the casting vote only and shall decide all questions of order unless otherwise provided by these rules.
- b. All Notices of Motion for consideration at the Annual Meeting must be handed to the General Manager in writing no less than 21 days prior to the date set for said meeting and posted on the Club notice board in the Clubhouse for 21 days before the meeting.



15. The Management Committee and Terms

- a. The executive positions on the Management Committee shall be Commodore, Vice-Commodore, Rear-Commodore and Rear Commodore Power and Angling.
- b. The quorum at all Committee meetings shall be seven (7) members of the eleven (11) elected members, two (2) of whom should be Flag Officers.
- c. Committee meetings shall be held monthly. Special meetings may be called by the Commodore or on the request of three members of the Committee.
- d. If, without satisfactory explanation, any Committee person shall absent himself from three consecutive Committee meetings, his/her office shall be terminated forthwith unless the disqualification shall be dispensed with on a resolution of the Committee. Any member of the Committee removed from office shall have the right of appeal by calling a Special General Meeting.
- e. No member of the Committee shall be held to have resigned his seat until his resignation, in writing, has been accepted by the Committee.
- f. Any vacancy occurring in the Committee shall be filled at a meeting of the Committee when a member shall be elected to fill such a vacancy until the next election, provided the member elected at such Committee meeting shall hold office in the place of, and upon the same terms and conditions as, his/her predecessor.
- g. The Commodore shall preside at all Club and management meetings and, in his absence, the Vice-Commodore or Rear-Commodore. Should neither be present, the meeting shall elect a Chairperson. All resolutions of the Committee shall be decided by a majority vote of all those present. In case of equality of votes, the proposal before the Committee shall be decided in the negative. The Commodore or, in his absence, the acting Chairman shall be authorised to speak on behalf of the Club.

16. Powers of the Committee

The business of the Club shall be managed exclusively by the Committee, which exercise all powers of the Club may except those required to be exercised by the Club at a General Meeting.

Without prejudice to the powers conferred by the last preceding rule, the Committee shall, subject to the rules, have powers to do the following things:

- a. To purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit.
- b. To determine from time to time the conditions on which and time when members may use the property of the Club or any part or parts thereof, and when and under what conditions the premises of the Club or any part or parts thereof shall be used by members.
- c. To determine what persons (if any), not being members of the Club, shall be permitted to use the premises of the Club or any part or parts thereof, and during what time and under what conditions and when and at what times and places and under what conditions such persons shall be supplied with refreshments.
- d. To appoint any other officials of the Club and to remove them as occasions may require at its discretion and to define their respective duties.



- e. To delegate (subject to such conditions as it thinks fit) any of its powers to Sub-Committees consisting of such members of the Committee and other members of the Club co-opted for the purpose as it may determine, and to make such regulations as to the proceeding of such Sub-Committees as may be thought desirable.
- f. To regulate and control its own meetings and the transaction of business thereat.
- g. To pay any servant of the Club a gratuity for faithful and diligent service as deemed fit.
- h. In accordance with the rules, to suspend or expel any member.
- i. To enter into or accept any lease or tenancy of the premises.
- j. To take and defend all legal proceedings by or on behalf of the Club.
- k. To borrow, raise or secure the payment of money, and to sell and dispose of the assets of the Club.
- l. To make, alter and repeal By Laws not consistent with the rules and management of the Club premises, the admission of members and the conduct of the Club and its affairs.
- m. To do and perform any other act, matters and things in connection with or relative to the management of the Club and shall not by these rules require to be done by the Club in General Meetings.
- n. To appoint a member as a delegate to sporting bodies and associations with which the Club may from time to time be affiliated as may be required by the rules thereof, and such delegate shall hold office in accordance with the rules of such sporting bodies and associations, respectively.
- o. Every member of the Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith on behalf of the Committee, and the Committee may use the funds of the Club for any such purpose required, together with any reasonable expenses incidental to Committee activities.
- p. A member of the Committee who has any direct or indirect pecuniary interest in any matter under contemplation by the Committee shall, as soon as he/she becomes aware of his/her interest, disclose the nature and extent of such interest to the Committee and shall not take part in any deliberation or decision of the committee with respect to that matter.

17. General Manager

- a. He or she shall hold office during the pleasure of the Committee at such remuneration and conditions as the Committee may think proper. This responsibility specifically includes the control of the staff, including the power to hire, suspend or dismiss. If a person appointed as General Manager is also a member of the Club, his/her membership shall become equivalent to that of an Honorary Member, together with such other privileges as the Committee may determine from time to time.
- b. The Committee may appoint another person as a nominee for the General Manager for such periods and purposes as the Committee sees fit. References to "the General Manager" include the person acting as such nominee in the absence of the General Manager.
- c. It shall also be the duty of the General Manager to conduct the affairs of the Club under the direction of the Committee and to keep the books provided for that purpose correct, to keep a book of accounts showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature, also full



and accurate minutes of the proceedings of all meetings as well as meetings of the Committee, all of which books including minute books of all meetings of the Management Committee, Open Mooring, Sub Committee's and all General and Special Meetings. These books should be kept in bound form, and be open to inspection by Ordinary Members at reasonable times, and shall be produced to the committee at every meeting thereof.

- d. The General Manager shall maintain suitable records of the names in full and the addresses of all members of the Club for the time being and the date of the last payment by each member of his/her subscriptions and the names in full and the addresses of all Honorary Members, the date of their acceptance and the period of their membership.
- e. All payments shall be made by cheque on the authority of the Committee to be signed by any of the following two (2):
 - i. The Commodore
 - ii. The Vice-Commodore
 - iii. The Treasurer
 - iv. The General Manager
- b. Every notice directed to be exhibited in the Club premises shall be exhibited on the Club's notice board.

18. Sub-Committees

The Committee may delegate any of its powers to Sub-Committees consisting of such Ordinary Members as it thinks fit, provided that no act of any Sub-Committee shall be binding on the Committee or Club until ratified by the Committee. Such Sub-Committee must report to and be responsible to the Committee.

19. Auditors

There shall be a registered Auditor, not a member of the Committee, who shall be elected at the Annual General Meeting. Such Auditor shall audit the accounts and have power at any time to call for all books, papers, accounts, etc., relating to the affairs of the Club. The Auditor shall be entitled to receive such remuneration as the Committee may from time to time determine. The auditor need not necessarily be a member of the Club.

20. Alteration and Repeal of Clauses in the Constitution

- a. No repeals of any existing Clauses and no new Clauses or alteration, amendments or suspension of a Clause shall be valid unless a motion therefore is carried by a 75% majority of members present and voting at a General or Special General Meeting.
- b. Notices of motions to repeal, alter or suspend any Clause shall be given to the General Manager at least 21 days preceding the Annual or Special General Meeting at which the motion shall be presented. The General Manager shall exhibit the proposal on the Club notice board at least 21 days prior to such meeting.



- c. As soon as practicable of the making of any proposal for a change to the Constitution of the club, the club shall provide to the Director of Liquor Licencing the proposed changes. No affect will be given to the changes without the prior approval of the Director.
- d. Within 1month after the making of any amendment or addition to the Constitution to clauses of the Club, passed by Special Resolution, The Management Committee shall send or deliver a certified copy of the amendment or alteration to the Consumer Direction Division of the Department of Commerce. No affect will be given to the amendments without the approval of this Department. A final copy will also be sent to the Director of Liquor Licensing.

21. Suspension or Expulsion of Members

The Commodore, Vice-Commodore, Rear Commodore or Rear Commodore of Power and Angling, in receiving a complaint from the General Manager of a member's behaviour, may suspend a member for a period of time until disciplinary action under Clauses 21(a) and 21(b) can be taken. The Management Committee is required to exempt any member of that Committee from hearing a charge in which he/she has an interest. Any member charged with misconduct under Clause 21(a) or Clause 21(b) shall be furnished with a written copy of the charge and summoned before the Management Committee, which shall, after hearing the accuser and accused and taking such evidence as it may consider proper, if it finds the charges proved, inflict a penalty of suspension from all or any of the privileges of membership. If the Management Committee considers that on a charge of gross misconduct suspension as above is insufficient, it may declare him/her to be expelled. But, in any case, the accused shall have the right of appeal to a Special General Meeting called for the purpose, at which meeting the decision of 75% of the members present shall be final.

- a. A member who shall fail in the observance or commit any breach of the Constitution of the Club or any Rule of the Club or of any order or direction of the Management Committee or Duty Officer.
- b. A member who shall, in the sole judgment of the Management Committee, have been guilty in or out of the Club's premises of any act, conducted matter or thing calculated to bring discredit on the Club or its members, or to impair or affect the enjoyment of the Club by other members.
- c. Any expelled member of the Club who wishes to appeal his/her expulsion by the Committee is required, within seven days from the date of notice of expulsion, to lodge a petition signed by 25 financial voting members with his/her appeal and the sum of \$400 with the General Manager to defray the cost of a Special General Meeting.

22. Supply of Liquor—Liquor Act to Be Observed

The Club shall appoint and maintain an Approved Manager for the purposes of observing liquor licensing requirements and regulations.

The Club shall be open for sale of liquor during such hours as the Committee shall from time to time determine and as permitted under the Liquor Act.



23. Common Seal

The Club shall have a Common Seal, which shall be kept in the custody of the General Manager and shall not be affixed to any document except by the authority of the Committee and in the presence of one member of the Committee. Any document to which the Seal is affixed shall be countersigned by the General Manager or an officer appointed by the Management Committee for that purpose.

24. Dissolution of the Club

If upon winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred

- a. To another similar Club incorporated under the Associations Incorporation Act of 1987 (and any amendments); or
- b. For charitable purposes.

Which incorporated Club or purposes, as the case requires, shall be determined by the resolution of the members when authorising and directing the Committee under Section 33(3) of the Associations Incorporation Act of 1987 (and any amendments) to prepare a distribution plan of the surplus property of the Club within 30 days of the dissolution.

25. Affiliate Body

Any group of persons, all of whom meet the Club's criteria for membership and who are associated together for any lawful purpose within the objects of this Club, may apply to the Committee to become an affiliate body of the Club. Voting members by a simple majority may accept, reject or terminate affiliation.