

## RULES OF THE MERRICKS YACHT CLUB INCORPORATED

### 1 NAME

The name of the incorporated association is Merricks Yacht Club Incorporated (in these Rules called "the Club").

### 2 DEFINITIONS

(1) In these Rules, unless the contrary intention appears--

"Act" means the **Associations Incorporation Reform Act 2012**;

"Committee" means the Committee of Management of the Club;

"Club" means the Merricks Yacht Club Incorporated;

"financial year" means the year ending on 30 April;

"general meeting" means a general meeting of members convened in accordance with Rule 12.

"member" means a member of the Club;

"ordinary member of the Committee" means a member of the Committee who is not an officer of the Club under Rule 16 (3);

"Regulations" means regulations under the Act;

"relevant documents" has the same meaning as in the Act;

"special resolution" means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.

"spouse" means a husband or wife of that person and includes a person living with that person as a member of a couple on a genuine domestic basis although not legally married; and

"writing" includes printing, typing, lithography, messages communicated by electronic means and other modes of producing words in a visible form, and "written" has a corresponding meaning.

(2) In these Rules, a reference to the Secretary of the Club is a reference--

a) if a person holds office under these Rules as Secretary of the Club--to that person; and

b) in any other case, to the public officer of the Club.

### 3 PURPOSES

The purposes of the club shall be to encourage yachting and boating and to provide and maintain, from the funds of the Club, appropriate facilities for these activities.

### 4 MEMBERSHIP OF THE CLUB

(1) The membership of the Club is divided into the following categories:

a) Boating Member – a person over 23 years of age who shall be entitled to the use of all the facilities of the Club.

b) Social Member – a person over 23 years of age who is excluded from boating activities but otherwise can use all Club facilities.

c) Young Adult Member – Any person under the age of 23 years. Young Adult Members shall be entitled to the use of all the facilities of the Club, subject to any restrictions which the Committee may impose.

d) Life Member - in consideration of special and distinctive services rendered to the Club by a Member, the Committee may recommend such Member as a Life Member. Such recommendation shall be subject to confirmation at a General Meeting of Members. A Life Member shall be entitled to all the rights and privileges of a Senior Member without payment of subscriptions. A Life Member's spouse shall be given such rights and privileges as the Committee determines.

e) Temporary Member – may be granted to a visitor and their immediate family to the Club for a maximum period of one month. The person must be approved by two Committee members at least one of whom shall be the Commodore, Vice Commodore or Rear Commodore. The prescribed subscription shall be payable in advance. Temporary members shall not be entitled to vote or hold any office or nominate candidates for membership or office or have any claim or interest to or in funds of the Club. Temporary members shall be entitled to those privileges of the Club as may be determined from time to time by the Committee. Temporary Membership will not be entitled to qualify for or be awarded club perpetual trophies and/or awards. The Committee may at any time terminate the membership of any temporary member.

- f) Honorary Member - may be granted to a non-member elected by the Committee because they have rendered special services to the Club or to the sport of sailing or boating upon such terms and conditions as the Committee may from time to time determine.
  - g) Absentee Member – may be granted to a member who expects to be absent from the Club for the Club year. Absentee members shall not be entitled to vote or hold any office or nominate candidates for membership or office or have any claim or interest to or in funds of the Club.
  - h) Honorary Visitor Member - may be granted to members of other yacht clubs affiliated with Yachting Victoria Inc. Honorary Visitor Members shall not be entitled to vote or hold any office or nominate candidates for membership or office or have any claim or interest to or in funds of the Club.
  - i) Remote Member – may be granted to a person who is unable to use the club facilities on a regular basis because their primary residence is greater than 200 kilometres from the Club.
  - j) Temporary Day/Event Member - Applies to non-member boat owners wishing to participate for a Day Event - which is a 'Yacht Club Event' as defined in the Sailing and Social Program. Non-member sail boat owners will be permitted to launch their boats through the Yacht Club facilities for recreational sailing subject to payment/registration. Temporary Day/Event Member must be registered on the 'Visitors Register'. The prescribed subscription shall be payable at the time of registration and payment shall be noted on the 'Visitors Register'. State Titles and/or Invited Sail Racing events are exempt from Temporary Day/Event Fees and are covered by race entry fees. Temporary Day/Event Member(s) shall not be entitled to vote or hold any office or nominate candidates for membership or office or have any claim or interest to or in funds of the Club. A Temporary Day/Event Member shall be entitled to those privileges of the Club as may be determined from time to time by the Committee. Temporary Membership will not be entitled to qualify for or be awarded club perpetual trophies and/or awards. The Committee may at any time refuse to accept an application for, terminate the membership of any Temporary Day/Event Member or where this has become a regular occurrence, encourage the non-member to take out membership of the Yacht Club. Subject to that person's decision to commit and pay for membership, the committee may elect to not accept further Temporary Day/Event registrations of that non-member. Clauses 2, 3, 4, 5, 6, 7 & 8, of Section 4 Memberships of the Club, do not apply to Temporary Day/Event Member
- (2) The category of each member shall be determined at the 1<sup>st</sup> day of May in each year of membership.
  - (3) An application of a person for membership of the Club must--
    - a) be made in writing on the form prescribed by the Committee from time to time;
    - b) be proposed and seconded by two members of the Club; and
    - c) be lodged with the Secretary of the Club.
  - (4) The Committee must determine whether to approve or reject the application. No reason for rejection need be given by the Committee.
  - (5) An applicant for membership becomes a member and is entitled to exercise the rights of membership when all fees and subscriptions are paid and his or her name is entered in the register of members.
  - (6) A right, privilege, or obligation of a person by reason of membership of the Club--
    - a) is not capable of being transferred or transmitted to another person; and
    - b) terminates upon the cessation of membership whether by death or resignation or otherwise.
  - (7) The Secretary must keep and maintain a register of members containing--
    - a) the name and address of each member; and
    - b) the date on which each member's name was entered in the register.
  - (8) A past member wishing to rejoin the Club following a lapse of membership shall be exempt from paying the entrance fee provided always that:
    - a) the requirements of Rule 6 (1) were met at the time of resignation;
    - b) during the previous membership, at least two years subscription and other monies due to the Club were paid, and
    - c) at rejoining, any levies or debentures which may have been imposed during the previous two years are paid.

## **5 GENERAL RIGHTS OF MEMBERS**

- (1) A member of the Club who is entitled to vote has the right-
  - a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - b) to submit items of business for consideration at a general or special meeting; and
  - c) to attend and be heard at general meetings; and
  - d) to vote at a general meeting; and
  - e) to have access to the minutes of general meetings and other documents of the Club as provided for in these Rules; and
  - f) to inspect the register of members.

## **6 CEASING MEMBERSHIP**

- (1) A member of the Club, who has paid all moneys due and payable by a member to the Club, may resign from the Club by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1)--
  - a) the member ceases to be a member; and
  - b) the Secretary must record in the register of members the date on which the member ceased to be a member.
- (3) Any member shall upon ceasing to be a member for any reason whatsoever, forfeit all rights to claim upon the Club and its property and funds. Provided that nothing in these rules shall hinder or prevent payment to members or former members of any monies due under debentures duly issued by the Club.

## **7 ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES**

- (1) The entrance fees (if any) and annual subscriptions shall be fixed from time to time at the Annual General or at a Special General Meeting and shall become due and payable within one month of being approved.
- (2) At the discretion of the Committee, a rebate of part of the annual subscription may be allowed to a member elected to the Club after the 31st January of any year.
- (3) Any member failing to pay any fees to the Club within two months of the same becoming due and payable may without prejudice to his or her membership be by resolution of the Committee suspended from all privileges of the Club until such outstanding fees have been paid. If the fees shall be overdue for nine months or more his or her name may, by resolution of the Committee be struck off the list of members unless the non payment shall be explained to and accepted by the Committee.
- (4) Every member shall be liable for and bound to pay any levies pursuant to a resolution passed by a simple majority of members at a general meeting.

## **8 DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

- (1) Subject to these Rules, 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--
  - a) fine that member an amount not exceeding \$500; or
  - b) suspend that member from membership of the Club for a specified period; or
  - c) expel that member from the Club.
- (2) A resolution of the Committee under sub-rule (1) does not take effect unless--
  - a) at a meeting held in accordance with sub-rule (3), the Committee confirms the resolution; and
  - b) if the member exercises a right of appeal to the Club under this rule, the Club confirms the resolution in accordance with this rule.
- (3) A meeting of the Committee to confirm or revoke a resolution passed under sub-rule (1) 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 (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice--
  - a) setting out the resolution of the Committee and the grounds on which it is based; and
  - b) 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
  - c) stating the date, place and time of that meeting; and
  - d) informing the member that he or she may do one or both of the following--
    - (i) attend that meeting;
    - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
  - e) 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.
- (5) At a meeting of the Committee to confirm or revoke a resolution passed under sub-rule (1), the Committee must--
  - a) give the member, or his or her representative, an opportunity to be heard; and
  - b) give due consideration to any written statement submitted by the member; and
  - c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Committee, the Committee confirms the resolution, the member 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.

- (7) If the Secretary receives a notice under sub-rule (6), 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 Secretary received the notice.
- (8) At a general meeting of the Club convened under sub-rule (7)--
  - a) no business other than the question of the appeal may be conducted; and
  - b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - c) the member, or his or her representative, must be given an opportunity to be heard; and
  - d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **9 DISPUTES AND MEDIATION**

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between--
  - a) a member and another member; or
  - b) a member and the Club.
- (2) The parties to the dispute must, with the knowledge of the Committee, 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.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be--
  - a) a person chosen by agreement between the parties; or
  - b) in the absence of agreement--
    - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Club; or
    - (ii) 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).
- (5) A member of the Club can be a mediator.
- (6) The mediator cannot be a member who is 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; and
  - b) allow due consideration by all parties of any written statement submitted by any party; and
  - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (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.

## **10 ANNUAL GENERAL MEETINGS**

- (1) The Committee shall in each calendar year convene an annual general meeting of the Club.
- (2) The Committee shall determine the date, time and place of the annual general meeting.
- (3) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (4) The ordinary business of the annual general meeting shall be--
  - a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - b) to receive from the Committee reports upon the transactions of the Club during the last preceding financial year; and
  - c) to elect officers of the Club and the ordinary members of the Committee; and
  - d) to receive and consider the financial statements submitted by the Club in accordance with the Act; and
  - e) to appoint an Auditor.
- (5) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **11 SPECIAL GENERAL MEETINGS**

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.

- (3) The Committee may, whenever it thinks fit, convene a special general meeting of the Club and where, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Committee must convene a special general meeting before the expiration of that period.
- (4) The Committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Club.
- (5) The request for a special general meeting must--
  - a) state the objects of the meeting; and
  - b) be signed by the members requesting the meeting; and
  - c) be sent to the address of the Secretary.
- (6) If the Committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (7) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Club to the persons incurring the expenses.

## **12 NOTICE OF GENERAL MEETINGS**

- (1) The Secretary of the Club, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Club, must cause to be sent to each member of the Club, a written notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (3) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary, of that business, who must include that business in the notice calling the next general meeting.

## **13 PROCEEDINGS AT GENERAL MEETINGS**

- (1) All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.
- (2) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (3) The quorum for a meeting will be five members entitled under these Rules to vote at a general meeting.
- (4) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present--
  - a) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
  - b) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (5) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.
- (6) The Commodore, or in the Commodore's absence, the Vice-Commodore, shall preside as Chairperson at each general meeting of the Club. If the Commodore and the Vice-Commodore are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.
- (7) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (8) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with these rules.
- (9) Except as provided in sub-rule (8), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **14 MANNER OF DETERMINING WHETHER RESOLUTION CARRIED**

- (1) A question arising at a general meeting of the Club shall be determined on a show of hands, unless a poll is demanded by not less than 3 members.
- (2) A declaration by the Chairperson that a resolution has been
  - a) carried;
  - b) or carried unanimously;

- c) or carried by a particular majority;
  - d) or lost; and
- an entry to that effect in the minute book of the Club--is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (3) If a poll is demanded in the aforesaid manner, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
  - (4) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.
  - (5) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

## **15 VOTING AT GENERAL MEETINGS**

- (1) Upon any question arising at a general meeting of the Club, Boating Members, Social Members, Life Members and Young Adult Members over the age of 18 years, shall each be entitled to one vote.
- (2) All votes must be given personally or by proxy.
- (3) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Club have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- (4) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (5) The notice appointing the proxy must be--
  - a) for a meeting of the Club convened under rule 8 (7), in the form set out in Appendix 1; or
  - b) in any other case, in the form set out in Appendix 2.

## **16 COMMITTEE OF MANAGEMENT**

- (1) The affairs of the Club shall be managed by a Committee of Management.
- (2) The Committee--
  - a) shall control and manage the business and affairs of the Club; and
  - b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Club; and
  - c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.
  - d) May make rules and regulations for the proper conduct of the Club facilities and activities.
- (3) The members of the Committee shall consist of:-
  - a) the officers of the Club as follows:  
Commodore;  
Vice-Commodore;  
Rear Commodore;  
Treasurer; and  
Secretary.
  - b) no fewer than 2 and no more than 12 ordinary members-- each of whom shall be elected at the annual general meeting of the Club in each year, subject to Part c. hereof.
  - c) The immediate past Commodore shall be "ex officio" a member of the Committee for one year.
- (4) No person shall be eligible to hold the position of Commodore unless they have previously served as a Committee member for the period of not less than 1 year.
- (5) Each member of the Committee shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (6) In the event of a casual vacancy occurring in the office of a member of the Committee, the Committee may appoint a member of the Club, subject to Sub-rule (4), to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **17 ELECTION OF COMMITTEE MEMBERS**

- (1) Nominations of candidates for election as officers of the Club or as ordinary members of the Committee must be--

- a) made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - b) delivered to the Secretary of the Club not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one officer of the Club, or as an ordinary member of the Committee, prior to the annual general meeting.
  - (3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
  - (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
  - (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
  - (6) The ballot for the election of officers and ordinary members of the Committee must be conducted at the annual general meeting in such manner as the Committee may direct.
  - (7) The office of an officer of the Club, or of an ordinary member of the Committee, becomes vacant if the officer or member--
    - a) ceases to be a member of the Club; or
    - b) becomes an insolvent under administration within the meaning of the Corporations Law; or
    - c) resigns from office by notice in writing given to the Secretary.
    - d) Is absent from three consecutive meetings of such Committee unless an acceptable explanation has been given.

#### **18 PROCEEDINGS OF THE COMMITTEE**

- (1) The Committee must meet at least 4 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the Commodore or by any 6 members of the Committee.
- (3) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting. Notice of a Special Meeting shall specify the general nature of the business to be conducted and no other business may be conducted at such a meeting.
- (4) Any 5 members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.
- (5) No business may be conducted unless a quorum is present.
- (6) If within half an hour of the time appointed for the meeting a quorum is not present--
  - a) in the case of a special meeting--the meeting lapses;
  - b) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (7) The Committee may act notwithstanding any vacancy on the Committee.
- (8) At meetings of the Committee--
  - a) the Commodore or, in the Commodore's absence, the Vice-Commodore presides; or
  - b) if the Commodore and the Vice-Commodore are absent, or are unable to preside, the members present must choose one of their number to preside.
- (9) Questions arising at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (10) Each member present at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

#### **19 REMOVAL OF COMMITTEE MEMBER**

- (1) The Club in general meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or Commodore of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (3) The Secretary or the Commodore may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting.

## **20 SUB COMMITTEES**

- (1) The Committee may appoint Sub-Committees, as it sees fit, to advise the Committee or to otherwise assist in the running of the Club
- (2) The members of a Sub-Committee shall include at least one of the members of the Committee together with other members appointed by the Committee.
- (3) No Sub-Committee shall have any executive power nor shall it incur any obligations, cause any notices to be posted or circulated or take any action without first obtaining approval of the Committee.
- (4) The Committee may delegate any of its powers to any Sub-Committee and the Sub-Committee shall abide by all regulations imposed by the Committee.

## **21 MINUTES OF MEETINGS**

The Secretary of the Club must keep minutes of the resolutions and proceedings of each general meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings.

## **22 FINANCIAL MANAGEMENT**

- (1) The Treasurer of the Club must--
  - a) collect and receive all moneys due to the Club and make all payments authorised by the Club; and
  - b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee at least one of whom shall be an officer of the Club. In addition, where it is appropriate, electronic banking is to be applied to transactions.
  - a) A debit card facility may be established, from which expenditures may be made by a person authorised in writing by the Committee to do so; provided that the debit card shall be operated from a standalone bank account, and that any deposit into the standalone bank account shall be authorised by 2 Committee members, and be limited to a monetary limit approved by the Committee in advance.
  - b) Save as permitted in paragraph (a), authorisation is achieved through at least 2 committee members authorising transactions using electronic secure banking tools that are commonly available.
- (3) The Committee shall not incur a capital expenditure or capital liability greater than \$20,000 during any one year without authority of the members at a general meeting.
- (4) The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.
- (5) No member, officer or servant of the club shall receive payment of any amount by way of commission or allowance from the receipts of the club for the supply of liquor.

## **23 SEAL**

- (1) The common seal of the Club must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two members of the Committee or, of one member of the Committee and of the public officer of the Club.

## **24 ALTERATION OF THE RULES**

These rules may only be altered by special resolution of a general meeting of the Club.

## **25 NOTICES TO MEMBERS**

- (1) A notice that is required to be given to a member, by or on behalf of the Club, may be given by--
  - a) delivering the notice to the member personally; or
  - b) sending it by prepaid post addressed to the member at that member's address shown in the register of members. Any notice sent by post shall be deemed to have been served at the expiration of 48 hours after the envelope or wrapper containing the same is sent and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted; or
  - c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
  - d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

## **26 WINDING UP**



In the event of the winding up or the cancellation of the incorporation of the Club, the assets of the Club will not be distributed to members, but will be transferred to or donated to such other club, association or body having objects similar to those of the Club or to such charitable purposes as shall be decided by the members in general meeting.

**27 CUSTODY AND INSPECTION OF BOOKS, REGISTERS AND RECORDS**

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, registers, documents and securities of the Club.
- (2) All accounts, books, registers, securities and any other relevant documents of the Club must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, registers, securities and any other relevant documents of the Club for private and non-commercial use only.

**28 MEMBER'S ACCESS TO MINUTES OF THE ASSOCIATION**

- (1) Members of the Club may on request inspect and make copies of the minutes of general meetings of the Association free of charge.
- (2) Members of the Club may request to access the minutes of Committee meetings. Upon receiving such a request, the Committee may, at its absolute discretion, decide to permit or refuse the request.

**29 CLUB EMBLEM AND BURGEE**

The Club Emblem and Burgee shall be as shown in Appendix 3 of these Rules.

**30 VISITORS**

- (1) Any member may introduce visitors to the Club and such member shall be responsible for their conduct
- (2) In respect to Club events where liquor may be available,
  - a) a register shall be kept of the visitors name, address and the introducing members name.
  - b) liquor shall not be supplied to a visitor unless they are in the company of the introducing member.

**APPENDIX 1**

**FORM OF APPOINTMENT OF PROXY for MEETING of  
MERRICKS YACHT CLUB Inc. Convened Under Rule 8 (7)**

(Reg No. A0014049A)

I, ..... (name)

of..... (address)

being a Member of the Merricks Yacht Club Inc.

appoint .....(name of Proxy Holder)

of .....(address of Proxy Holder)

being a Member of Merricks Yacht Club Inc., as my proxy to vote for me, on my behalf, at the appeal to the General Meeting of the Club convened under Rule 8 (7) to be held on (date) and at any adjournment of that Meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution:-

(details of resolution)

Signed..... Date .....

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**APPENDIX 2**

**MERRICKS YACHT CLUB Inc.**

(Reg No. A0014049A)

**FORM OF APPOINTMENT OF PROXY**

I, ..... (name)

of..... (address)

being a Member of the Merricks Yacht Club Inc.

appoint .....(name of Proxy Holder)

of .....(address of Proxy Holder)

being a Member of Merricks Yacht Club Inc., as my proxy to vote for me, on my behalf, at the Annual/Special\* General Meeting of the Club to be held on (date) and at any adjournment of that Meeting.

My proxy is authorised to vote in **favour of / against** (cross out one) the following resolution:-

(details of resolution)

Signed..... Date .....

\* Delete if not applicable

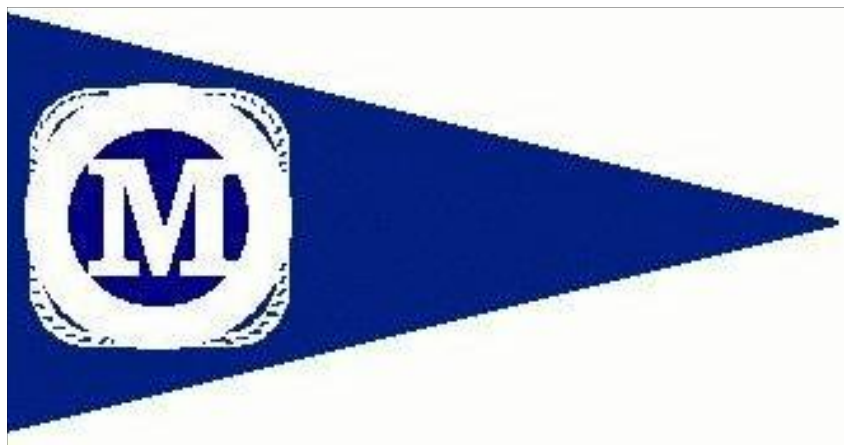
### APPENDIX 3



#### **MERRICKS YACHT CLUB EMBLEM**

COLOURS: Areas shown black are to be Reflex Blue (Pantone Matching System)  
Areas shown white are to be white

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#### **MERRICKS YACHT CLUB BURGEE**

COLOURS: Areas shown black are to be Royal Blue  
Areas shown white are to be white