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**GEILSTON BAY BOAT CLUB INC.**

**GEILSTON BAY  
BOAT CLUB (INC)**



**CONSTITUTION**

As amended by Special Resolution 21 August 2014

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# GEILSTON BAY BOAT CLUB INC.

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# **GEILSTON BAY BOAT CLUB INC.**

## **RULES OF GEILSTON BAY BOAT CLUB, INC**

These rules supercede, but do not rescind previous rules or decisions taken at General Meetings prior to the adoption of these rules.

### **NAME OF ASSOCIATION**

1. The name of the Association shall be Geilston Bay Boat Club Inc (in these rules called "the Association").

### **INTERPRETATION**

- 2.1 In these rules, unless the contrary intention appears:-

Annual Meeting means an Annual Meeting of members in accordance with rule 19.

Boat (including its derivatives) means any type of water craft.

Committee means the Committee of Management of the Association

General Meeting means a General meeting of members convened in accordance with rules 19 or 20.

Non financial Member means any person who is in arrears in payment to the Association of the Annual Subscription

Ordinary Committeeman means a member of the Committee to whom sub-rule 32 1.2 relates.

Secretary means the Secretary for the time being of the Association

Association Office means the office for the time being of the Association.

- 2.2 In these rules, expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- 2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1931 as the Act as in force on the date of which these rules are adopted by the Association.

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### **ASSOCIATIONS OFFICE**

- 3 The office of the Association shall be at De Bomford Lane, Geilston Bay, or such other place as the Committee may, from time to time, determine.

### **OBJECTS AND PURPOSES OF THE ASSOCIATION**

- 4.1 The objects of the Association shall include:
- 4.1.1 The promotion of improved facilities for boating persons.
- 4.1.2 The encouragement of boating as a sport.
- 4.1.3 The promotion of water safety and a knowledge of navigation and the International Rules for the Prevention of Collision at sea.
- 4.1.4 The encouragement of participation of people of both sexes in the sport of boating.
- 4.1.5 The development of an area at Geilston Bay with slipways, storage facilities, club rooms and other amenities.
- 4.1.6 The encouragement of cruising.
- 4.2 In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include:
- 4.2.1 The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- 4.2.2 The buying, selling, and supplying of, and dealing in, goods of all kinds;
- 4.2.3 The construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- 4.2.4 The accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- 4.2.5 The taking of such steps from time to time as the Committee or the members in General Meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions or otherwise;
- 4.2.6 The printing and publishing of such newspaper, periodicals, books, leaflets, or other documents as the Committee or the members in General Meeting may think desirable for the promotion of the objects and purposes of the Association;
- 4.2.7 The borrowing and raising of money in such terms as the Committee may think fit or as may be approved or directed by resolution passed at a General Meeting;
- 4.2.8 Subject to the provisions of the Trustee Act, 1898 the investment of any monies of the Association not immediately required for any of its objects or purposes in such manner as the Committee may from time to time determine;

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## **GEILSTON BAY BOAT CLUB INC.**

- 4.2.9 The making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of sub-section (1) of Section 78 of the Income Tax and Social Services Contribution Assessment Act 1936 as amended by the Commonwealth relates and as approved by Committee;
- 4.2.10 The establishment and support, or aiding in the establishment and support, of squadrons, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the Association and their dependents, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependents, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependents, and the making of payments towards insurance in relation to any of these purposes;
- 4.2.11 The establishment and support, or aiding in the establishment or support, of any other Association formed for any of the basic objects of the Association;
- 4.2.12 The doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

### **MEMBERSHIP OF ASSOCIATION**

- 5.1 A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription prescribed in, or fixed under, these rules.
- 5.2 A nomination of a person for membership of the Association –
- 5.2.1 shall be made in the required form in writing, signed by two members of the Association, giving all requisite details including name, address, boat name, and occupation of the nominee;
- 5.2.2 shall be accompanied by the written consent of the person nominated (which may be endorsed on the form of nomination) together with the entrance fee, and subscription fee; and
- 5.2.3 shall be lodged with the Secretary of the Association;
- 5.2.4 as soon as practicable after the receipt of a nomination the Secretary shall cause the nomination to be posted on the Association's notice board at the office of the Association for the period of at least 14 days, during which time objections may be made in writing addressed to the Secretary by financial members eligible to vote listing reasons why the nomination should not be accepted by the Committee.
- 5.3 Provisional Membership may be granted by the Committee to the person nominated for membership after their receipt of the nomination for the aforesaid fourteen day period and such further time as is necessary before the Committee approve of the election of the said person.

## **GEILSTON BAY BOAT CLUB INC.**

- 5.4 The Committee shall decide on the election of nominated persons at the next Committee Meeting after the expiration of the aforesaid 14 day period at which time the Secretary shall make available all (if any) objections received in relation to the membership of that person.
- 5.5 Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee, in writing, that he as been approved for membership of the Association, shall enter the nominee's name in a register of members to be kept by the Secretary, whereupon the nominee becomes a member of the Association.
- 5.6 Should a nominee be rejected by the Committee and a petition be received by the Secretary signed by not less than 25 members of the Association eligible to vote paying for his admission, the Secretary shall within 14 days of receipt of same, call a Special General Meeting when the members present will decide the matter providing that the vote for accepting the nomination exceeds two thirds of the members present and entitled to vote.
- 5.7 A member of the Association may, at any time, resign from the Association by delivering by post to the Secretary a written notice of resignation and thereupon shall ipso facto cease to be a member of the Association but no such resignation shall relieve any member from payment of any subscription or any money due and payable by him at the time of resignation nor entitle that member to a refund of any part of the annual subscription or other payment previously made to the Association.
- 5.8 Upon receipt of a notice under sub-rule 5.7, the Secretary shall note the resignation of the member by whom the notice was given in the register of members, whereupon that member ceases to be a member of the Association.
- 5.9 Any right or privilege of a person by virtue of his membership of the Association.
  - 5.9.1 Is not capable of being transferred or transmitted to another person; and
  - 5.9.2 Terminates upon the cessation of his membership, whether by death, resignation or otherwise.
- 5.10 Every member, upon payment of his entrance fee and subscription shall become entitled to the benefits and privileges of the Association and such payment will be considered a declaration of his submission to the Constitution, Rules, Regulations and By-Laws of the Association as duly amended.
- 5.11 In the event of the Association being wound up no member is liable to contribute towards the payment of the debts or liabilities of the Association or the costs, charges, and expenses of the winding up.



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## CATEGORIES OF MEMBERSHIP

- 6.1 There shall exist within the Association the following categories membership:
- 6.1.1 **Full Membership:** A full member is an adult person, who may become an office bearer of the Association, vote at a General Meeting of the Association and enjoy all the rights and privileges which can attach to membership of the Association.
- 6.1.2 **Social Member:** A social member is an adult person deemed by the Committee to be a suitable member and who is not the owner or part-owner of a craft on the Club's register of vessels but who wishes to participate in the Club's social activities. A social member is entitled to all Clubhouse privileges but is not entitled to use other club facilities or vote at a General Meeting of the Association.
- 6.1.3 **Junior Member:** A Junior Member is a person under the age of 18 years. A Junior Member shall have all the rights and privileges of full membership save that he may not hold office in the Association nor vote at a General Meeting of the Association. A Junior Member upon attaining the age of 18 years may become a full member of the Association with the approval of the Committee.
- 6.1.4 **Honorary Member:** The Committee shall have the power to admit any person as an Honorary member of the Association by resolution to that effect, provided that such membership shall not extend beyond the first Committee Meeting following the next Annual General Meeting of the Association, or 28 days. This category may include boating persons visiting from north of the 42<sup>nd</sup> parallel.
- An Honorary Member shall enjoy all the rights and privileges of full membership save that he shall not be entitled to hold office in the Association, nor vote at any General Meeting of the Association. If any Honorary member wilfully infringes any of the Rules and Regulations of the Association or in the opinion of the Committee is guilty of conduct prejudicial to the interest of the Association he may be required to withdraw from the Association and his privileges as such a Member shall cease forthwith.
- 6.1.5 **Life Member:** A Life Member is a person who for services rendered to the Association or for other sufficient reason is nominated by the Committee for that purpose and elected by majority of at least two thirds of the members present and voting at the next Annual Meeting an Honorary Life Member of the Association, provided that such nomination be included in the notice paper of such meeting. Life Members shall enjoy all the rights and privileges of full membership of the Association and shall not be required to pay annual subscriptions.
- 6.1.6 **Crew Member:** A crew member is an adult person wishing to become actively involved in the boating activities of the Club through crewing on a full member's vessel. A crew member is entitled to all Clubhouse privileges but is not entitled to use other club facilities or vote at a General Meeting of the Association.

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- 6.1.7 **Family Member:** A family member is one who is a member of a family made up of two full members and junior members.
- 6.1.8 **Veteran Member:** One who has been a full member for 30 years. A veteran member shall have the rights and privileges of a full member.
- 6.1.9 **Corporate Member:** Corporate membership may be extended to corporate entities that contribute \$1000 in cash or kind. The rights and privileges of such memberships shall be as for a social member or as determined by the Committee.

### **PRIVILEGES OF INVITING FRIENDS**

- 7.1 An adult member shall have the privileges of inviting friends not exceeding 10 at any one time, on to the Association's premises subject to such By-Laws as may be made under these Rules and in strict accordance with the requirements of Liquor Licensing laws as they apply from time to time.
- 7.2 No member may invite to the Association a person who has ceased to be a member pursuant to rules 12 and 13.

### **REGISTER OF MEMBERS**

- 8.1 The secretary shall maintain in a manner prescribed by the Committee, a full and complete list of the names of all members of the Association together with their category of membership and dates of admission. Such register shall, on request, be made available for the perusal of any member of the Association at the Association's office during normal business hours.
- 8.2 A member of the Association must not use information obtained from the Register of Members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, commercial or private purposes; or disclose information obtained from the register to someone else, knowing the information is likely to be used to contact, or send material to, another member of the Association for the purposes of advertising for political, religious, commercial or private purposes.

### **ADDRESSES OF MEMBERS**

9. Members are to communicate their addresses in writing, from time to time, to the Secretary, and all notices sent by post or otherwise to such addresses shall be considered as duly delivered on the day after such postage or delivery, and all such notices so sent to any members who fail to comply with this rule shall be considered as duly delivered if sent by post to their last known address.

### **ANNUAL SUBSCRIPTION**

- 10.1 The annual subscription for each category of membership shall be such amount as is determined by the Committee for that category for each financial year of the Association provided that once determined a subscription for any year shall not be altered and further provided that the subscription shall not in any year be increased by more than 10%

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## **GEILSTON BAY BOAT CLUB INC.**

over that for the preceding year without the prior approval of the majority of members voting at a General Meeting of the Association

- 10.2 Every member who has attained the age of 60 years (or in the event of a person who has retired then in the discretion of the Committee 55 years) who has been a member in the Association for a continuous period or not less than 10 years and paid 50% of the annual subscription applicable to their category of membership for the 2013 and 2014 membership year shall retain the privilege to continue to pay annual subscriptions at the reduced amount whilst retaining the rights and privileges of that category. Once a member ceases to be a member of the Association this privilege is lost.
- 10.3 Subscriptions are payable yearly. If any member shall fail to pay their subscription when due in each year, notice of such failure to pay shall then be sent by the Secretary to the defaulting member or their agent. If payment in full is not made within 30 days of the notice date the member will become non financial and shall cease to be member of the Association. The Secretary will advise the same to the person involved, in writing, but should the person make sufficient explanation to the Committee, together with full payment of all moneys outstanding, the Committee shall have the power to replace such person's name upon the books. No such cessation of membership shall relieve the member from the payment of the subscription or other money due or payable by the member to the Association at the notice date.
- 10.4 Any member elected on or after the first day of January in any year shall pay the full entrance fee (if any) and a pro-rata proportion of the annual subscription.
- 10.5 The Committee may in special circumstances, grant a reduction of or waive the annual subscription.

### **ENTRANCE FEE**

- 11.1 Subject to rule 11.3 there shall be payable by every member an entrance fee of such amount as is determined from time to time by the Committee.
- 11.2 The Committee may prescribe categories of membership that shall not be required to pay an entrance fee.
- 11.3 Should a person desire to be re-elected as a member of the Association within two years of his resignation, the entrance fee payable shall be at the discretion of the Committee.

### **EXPULSION OR DISCIPLINE**

- 12.1 Subject to this rule the Association has the power to:
  - 12.1.1 In the event that a member is found by the Committee to have caused damage to the property of the Association, require him to make restitution therefore and, if restitution is not made within 30 days of being so required, suspend the member until it is made;
  - 12.1.2 Suspend a member from the Association for up to 12 months;

## **GEILSTON BAY BOAT CLUB INC.**

- 12.1.3 Suspend a member from the Association activities for up to 12 months.
- 12.1.4 Expel a member from membership of the Association
- 12.2 If the Committee is of opinion that any member has wilfully infringed any of the Rules and Regulations of the Association, or of the By-Laws and Regulations of the Committee be guilty of conduct prejudicial to the interests of the Association, the Committee shall invite by letter such member to attend before the Committee at a meeting to be held not less than seven clear days after the date of posting of such letter to offer an explanation of his conduct verbally or in writing, and if thereupon two thirds of the members of the Committee present at such a meeting shall consider such an explanation unsatisfactory or insufficient and vote accordingly, or if no explanation shall be forthcoming, the Committee may exercise any of the powers set out in rule 12.1 thereof in which case notice of such determination shall forthwith be given to such a member.
- 12.3 Where a member is expelled from the Association, the Secretary of the Association shall without undue delay cause to be served on the member a notice in writing stating that the member has been expelled and specifying the grounds of the expulsion.
- 12.4 In the event that the Committee determines to expel a member under 12.2 hereof, that member may, within 7 days of being served with notice thereof, give the Committee Notice of Appeal in writing and thereupon the Committee shall convene a Special General Meeting of Members. At such meeting the member expelled shall be permitted to offer an explanation of his conduct either verbally or in writing and if thereupon two thirds of the Members present shall vote in favour of upholding the Appeal the expulsion shall be set aside and the name of the member concerned restored to the list of Members. otherwise such Appeal shall be deemed to have failed and the expulsion shall stand.
- 12.5 Every Special General Meeting for the purpose last aforesaid shall be called and notified in like manner as other Special General Meetings, except that the resolution in pursuance of which such meeting is to be called, shall be passed by the Committee.
- 12.6 The voting at any such Special General Meeting shall be by secret ballot.

### **BANKRUPT**

- 13.1 Subject to rule 13.2 if any member shall become bankrupt, or take the benefit of any Act for the relief of insolvent debtors, or make any assignment for the benefit of the composition with, his creditors he shall cease to be a member of the Association and shall not again be admissible as a member until he has obtained his certificate of discharge or a release from his creditors, after which he may be re-elected without payment of the entrance fee.
- 13.2 The General Committee may at its discretion and after full consideration of the circumstances permit a person who has ceased to be a member through this rule, to be readmitted after one year even if

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## **GEILSTON BAY BOAT CLUB INC.**

a certificate of discharge or release from creditors has not been obtained.

### **INCOME AND PROPERTY OF ASSOCIATION**

- 14.1 The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise to any member of the Association.
- 14.2 The Association shall not –
- 14.2.1 appoint a person who is a member of the Committee to any office of the Association where the holder of such office is paid any remuneration by way of salary, fees or allowances;
- 14.2.2 pay to any person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- 14.3 Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or Member of the Association of:
- 14.3.1 remuneration in return for services actually rendered to the Association by the servant or Member or for the goods supplied to the Association by the servant or Member in the ordinary course of business;
- 14.3.2 interest at a rate determined by the Committee on moneys lent to the Association by the servant or Member; and
- 14.3.3 a reasonable and proper sum by way of rent for premises let to the Association by the servant or Member.

### **ACCOUNTS OF RECEIPTS, EXPENDITURE ETC**

- 15.1 True accounts shall be kept:
- 15.1.1 of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
- 15.1.2 of the property, credits, and liabilities of the Association.
- Subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the Members of the Association.
- 15.2 The Treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the Committee may direct.
- 15.3 The accounts, books and records referred to in rules 15.1 and 15.2 and all books, documents and securities of the Association shall be kept at the Association's office or at such other place as the Committee may decide.

## **GEILSTON BAY BOAT CLUB INC.**

- 15.4 The Treasurer shall submit such general records, accounting books and records of receipts and expenditure to the Committee at any time the Committee may deem fit.

### **BANKING AND FINANCE**

- 16.1 The Treasurer of the Association shall, on behalf of the Association, receive all monies paid to the Association and forthwith after the receipt thereof issue official receipts therefore.
- 16.2 The Committee shall cause to be opened with such bank as the Committee selects a banking account in the name of the Association into which all monies received shall be paid by the Treasurer as soon as possible after receipt thereof.
- 16.3 The Committee may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that may be brought against the bank or bankers, arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- 16.4 Except with the prior authority of the Committee, no payment of a sum exceeding \$100.00 shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, or by electronic funds transfer, but the Committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Committee may impose.
- 16.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the following:
- a. The Treasurer; and a Flag Officer; or
  - b. The Treasurer and Secretary.

### **AUDITOR**

- 17.1 At each Annual General Meeting of the Association, the members present shall appoint a person as the auditor of the Association.
- 17.2 A person so appointed shall hold office until the Annual General Meeting next after that at which he is appointed and is eligible for re-appointment.
- 17.3 The first auditor of the Association may be appointed by the Committee before the first Annual General Meeting, and if so appointed, shall hold office until the first Annual General Meeting, unless previously removed by a resolution of the members at a General Meeting, in which case the members at that meeting may appoint auditors to act until the first Annual General Meeting.
- 17.4 If an appointment is not made at an Annual General Meeting the Committee shall appoint an auditor of the Association of the then current financial year of the Association.

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## **GEILSTON BAY BOAT CLUB INC.**

- 17.5 Except as provided in rule 17.3, an auditor may only be removed from office by special resolution.
- 17.6 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association the Committee may appoint a person as an auditor and person so appointed shall hold office until the next succeeding Annual General Meeting.
- 17.7 A member of the Committee may not be elected as an auditor of the Association.

### **AUDIT OF ACCOUNTS**

- 18.1 Once at least in each financial year of the Association the accounts of the Association shall be examined by the auditor.
- 18.2 The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the Annual General Meeting.
- 18.3 In his report, and in certifying to the accounts, the auditors shall state:
  - 18.3.1 whether he has obtained the information required by him;
  - 18.3.2 whether, in his opinion, the accounts are properly drawn so as to exhibit a true and correct view of the financial position of the Association according to the information at his disposal and the explanations given to him as shown by the books of the Association; and
  - 18.3.3 whether the rules relating to the administration of funds of the Association have been observed.
- 18.4 The auditor:
  - 18.4.1 has a right to access the accounts, books, records, vouchers and documents of the Association;
  - 18.4.2 may require from the servants of the Association such information and explanations as may be necessary for the performance of his duties as auditor;
  - 18.4.3 may employ persons to assist him in investigating the accounts of the Association;
  - 18.4.4 may, in relation to the accounts of the Association, examine any member of the Committee or any servant of the Association.

### **ANNUAL GENERAL MEETING**

- 19.1 The Association shall, in each year, hold an Annual General Meeting.
- 19.2 The Annual General Meeting shall be held on such day (being no later than 3 months after the close of the financial year of the Association) as the Committee may determine.
- 19.3 The Annual General Meeting shall be specified as such in the notice of convening it.
- 19.4 The ordinary business of the Annual General Meeting shall be:

## **GEILSTON BAY BOAT CLUB INC.**

- 19.4.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- 19.4.2 to receive from the Committee, auditor and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
- 19.4.3 to elect the officers of the Association and the ordinary Committee men;
- 19.4.4 to appoint the auditor;
- 19.4.5 to elect the Patron of the Association.
- 19.5 The Annual General Meeting may transact special business of which notice is given to the Secretary either by the Committee or upon the requisition of not less than 10 members of the Association eligible to vote at least 21 days prior to the date of the meeting.
- 19.6 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

### **SPECIAL GENERAL MEETINGS**

- 20.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 20.2 The Committee shall upon the requisition in writing of not less than 25 members eligible to vote, convene a Special General Meeting of the Association.
- 20.3 A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association and may consist of several in the like form, each signed by one or more of the requisitionists.
- 20.4 If the Committee does not cause a Special General Meeting to be held within 28 days from the date on which a requisition therefore is deposited at the office of the Association, the requisitionists, or any of them may convene the meeting; but any meeting so convened shall not be held after 3 months from the date of the deposit of the requisition.
- 20.5 A Special General Meeting convened by the requisitionists in pursuant to these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.
- 20.6 It shall not be competent for any Special General Meeting to transact or entertain any business except that which is specified in the written notice calling the same or as shall in the opinion of at least two thirds of those present, directly arise out of the matter under discussion.

### **NOTICES OF GENERAL MEETINGS**

- 21. The Secretary of the Association shall at least 21 days before the date fixed for holding a General Meeting of the Association, cause to be prominently displayed on the Association's notice board and inserted in



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at least one newspaper published in Hobart an advertisement specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat.

### **BUSINESS AND QUORUM AT GENERAL MEETINGS**

- 22.1 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considered that item.
- 22.2 Fifteen (15) Members personally present (being Members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a General Meeting.
- 22.3 If within one hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the Chairman 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, and if at the adjournment meeting quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting may proceed or if those present resolve it may be dissolved in the absence of a quorum.

### **COMMODORE TO PRESIDE AT GENERAL MEETING**

- 23.1 The Commodore, or in his absence, the Vice-Commodore, or in the absence of both the Commodore and the Vice-Commodore the Rear Commodore shall preside as Chairman at every General Meeting of the Association.
- 23.2 If the Commodore, Vice-Commodore and Rear Commodore are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairman thereat, provided that if the Chairman is a Candidate for any office he shall vacate the Chair during any part of the proceedings relating to the election of that office and the meeting shall thereupon elect another Chairman who shall occupy the Chair until the election proceedings relating to that office are terminated when it shall be resumed by the original Chairman.

### **ADJOURNMENT OF GENERAL MEETINGS**

- 24.1 The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 24.2 An adjournment of a General Meeting shall not be for any period exceeding seven days.
- 24.3 It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

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## **DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS**

25. A question arising at a General Meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has on the show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **VOTES**

- 26.1 Upon any question arising at a General Meeting of the Association, a financial member has one vote only.
- 26.2 All votes shall be given personally.
- 26.3 In the case of an equality of voting on a question the Chairman of the Meeting is entitled to exercise a second or casting vote.
- 26.4 Only a financial full member shall be entitled to vote at any General or Special General Meeting.

## **TAKING OF A POLL**

- 27 If at a meeting a poll of any question is demanded it shall be taken at that meeting in such manner as the Chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question

## **WHEN POLL TO BE TAKEN**

- 28.1 A poll that is demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question be taken at such time before the close of the meeting as the Chairman may direct.
- 28.2 Two scrutineers shall be appointed by the Chairman at every Annual or Special Meeting where a ballot is taken and it shall be the duty of the scrutineers to report to the Chairman only the result of the ballot, and to hand over to him all ballot papers.

## **AFFAIRS OF ASSOCIATION TO BE MANAGED BY A COMMITTEE**

- 29.1 The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 31.
- 29.2 The Committee:
- 29.2.1 shall control and manage the business and the affairs of the Association
- 29.2.2 may subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by General Meetings of Members of the Association:
- 29.2.3 shall hear and determine all disputes and questions arising with respect to the interpretation or construction of any Rule or By-Law

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which determination shall be conclusive subject only to such decision being over-ruled or varied by a General or Special General Meeting of the Association to be held within two (2) calendar months of such decision; and

29.2.4 subject to the Act and these rules, 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 Association.

### **OFFICERS OF THE ASSOCIATION**

30.1 The officers of the Association shall be:

30.1.1 a Commodore;

30.1.2 A Vice-Commodore;

30.1.3 A Rear Commodore;

30.1.4 A Treasurer;

30.1.5 A Secretary.

30.2 Each officer of the Association shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election subject to Rule 30.6 hereof.

30.3 In the event of a casual vacancy in any office mentioned in sub-rule 1 of this rule, the Committee may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.

30.4 The Treasurer may also be either the Commodore, Vice Commodore or Rear Commodore.

30.5 The Commodore, Vice Commodore and Rear Commodore shall be also known collectively as the Flag Officers and each must at the time of his election and thereafter during his term of office, be an owner or part owner of one or more boats upon the Association's Register. In the case of joint ownership, not more than two shareholders of any one boat may be members of the Committee.

30.6 The Flag Officers may not hold the same office for a period exceeding 3 consecutive years, unless an Annual General Meeting approves an extension until the following Annual General Meeting.

30.7 A Special General Meeting may, by resolution to that effect, remove any Officer of the Association.

### **CONSTITUTION OF THE COMMITTEE**

31.1 The Committee shall consist of:

31.1.1 The Officers of the Association who shall be elected at the Annual General Meeting of the Association in each year; and

31.1.2 Not more than six other members who shall hold office for two (2), years, half of whom shall be elected in each even year and half in each odd year.

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- 31.2 In the event of a vacancy or casual vacancy occurring in the office of the ordinary Committee-men the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules until the conclusion of the Annual General Meeting next following the date of his appointment.

### **ELECTION OF MEMBERS OF COMMITTEE**

- 32.1 Nomination of candidates for election as officers of the Association or as ordinary Committeemen:
- 32.1.1 shall be made in writing signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- 32.1.2 shall be delivered to the Secretary of the Association at least 14 days before the date fixed for the holding of the Annual General Meeting.
- 32.1.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting. In the event that there are still insufficient nominations to fill all vacancies on the Committee, the Committee may in its wisdom fill such vacancies at its next ordinary meeting.
- 32.3 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.
- 32.4 If the number of nominations for ordinary Committeemen exceeds the number of vacancies to be filled, a ballot shall be held.
- 32.5 The ballot for the election of Officers and ordinary Committeemen shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 32.6 In the event of a ballot being necessary for all or any office of the Association any Member after the close of nominations may sign a declaration to the Secretary that he will be unable to attend the Annual General Meeting, or call at the Association during the prescribed voting times, and therefore shall be permitted to record his vote, which shall be counted by the scrutineers.
- 32.7 In the event of there being an election for the Flag Officers and/or ordinary Committeemen, Members must vote for the full number of Committeemen who are to be elected.

### **IMMEDIATE PAST COMMODORE**

33. If the outgoing Commodore is not re-elected as a Flag Officer or Member of the Committee, he may be an ex-officio member of the Committee with the same voting powers and privileges of a Member duly elected to the Committee, and may hold office for a period of twelve months following the termination of his office as Commodore. The title of such out-going Commodore for such a period shall be "Immediate Past Commodore". Provided however, that if any Commodore shall resign at any time other than at the Annual General

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Meeting, and provided further that if at the date of such resignation the Office of Immediate Past Commodore shall be vacant, the Commodore so resigning shall hold the office of Immediate Past Commodore until the then next Annual General Meeting of the Association.

### **VACATION OF OFFICE**

34. For the purpose of these rules, the office of an Officer of the Association or of an ordinary Committeemen becomes vacant if the Officer of Committeemen:
  - 34.1 dies;
  - 34.2 becomes bankrupt or applies to take or takes advantage of any laws relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his estate for their benefit;
  - 34.3 becomes of unsound mind;
  - 34.4 resigns his office by writing under his hand addressed to the Committee;
  - 34.5 ceases to be resident in the State;
  - 34.6 fails, without leave granted by the Committee, to attend three consecutive meetings of the Committee;
  - 34.7 ceased to be a member of the Association;
  - 34.8 fails to pay all arrears of subscription due by him within 14 days after he has received a notice in writing signed by the Secretary stating that he has ceased to be a financial member of the Association; or
  - 34.9 is removed from the office pursuant to Rule 30.7

### **MEETINGS OF THE COMMITTEE AND SUB-COMMITTEE**

- 35.1 The Committee shall hold an ordinary meeting as soon as possible after the Annual General Meeting and shall meet at least once in each month as such place and at such time as the Committee may determine.
- 35.2 Special Meetings of the Committee may be convened by the Commodore or any two of its members.
- 35.3 Notice shall be give to members of the Committee of any Special Meeting specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- 35.4 Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 35.5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a Special Meeting, in which case it lapses.
- 35.6 At meetings of the Committee:

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- 35.6.1 the Commodore, or in his absence, the Vice-Commodore, or in the absence of both the Commodore, the Vice-Commodore, the Rear Commodore; or
- 35.6.2 If the Commodore, Vice Commodore and Rear Commodore are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- 35.7 Questions arising at meetings of the Committee or of any Sub-Committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 35.8 Each member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (save the Chairman of the meeting) is entitled to one vote. In the event of an equality of votes on any question, the Chairman may exercise a casting vote.
- 35.9 Where the date of a Committee Meeting has not been fixed at a prior meeting of that Committee written notice of such meeting shall be give to each member of the Committee and will be deemed to have been give if reasonable steps are taken to deliver it to each member either orally or in writing a reasonable time prior to the meeting.
- 35.10 The secretary shall keep full and accurate Minutes (in books provided for that purpose) of the proceedings at all Meetings of members as well as at all Meetings of Committee

### **DISCLOSURE OF INTEREST IN CONTRACTS ETC**

- 36.1 A member of the Committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his interest at the first meeting of the Committee at which the contract or arrangement is first taken into consideration, if his interest then exists or, in any other case, at the first meeting of the Committee after the acquisition of his interest.
- 36.2 If a Member of the Committee becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the Committee after he becomes so interested.
- 36.3 No member of the Committee shall vote as a member of the Committee in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall not be counted.

### **SUB-COMMITTEES AND EXECUTIVE COMMITTEE**

- 37.1 The Committee may at any time appoint a Sub-Committee from the members of the Association as it may think fit and shall prescribe the powers and functions thereof.
- 37.2 The Committee may co-opt as members of a Sub-Committee such persons as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.

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- 37.3 Three appointed members of a Sub-Committee constitute a quorum at a meeting of the Sub-Committee.
- 37.4 A Sub-Committee appointed under Rule 37.1 shall continue in office until the next Annual General Meeting or earlier termination by the Committee.
- 37.5 The Commodore, the Vice-Commodore, the Rear Commodore, the Treasurer and the Secretary constitute and Executive Committee, which may issue instructions to the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the Committee, and where any such instructions are issued shall report thereon to the next meeting of the Committee.

### **FINANCIAL YEAR**

38. The financial year of the Association is the period beginning on the first day of July in each year ending on the 30<sup>th</sup> day of June next following.

### **MEMBERSHIP YEAR**

39. The membership year of the Association is the period beginning on 1<sup>st</sup> September in each year and ending on the 31<sup>st</sup> day of August the next following.

### **NOTICES**

40. A notice required to be served may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at his usual or last known place of abode.

### **REGISTER OF VESSELS**

41. All members vessels shall be registered with the Association.

### **FLAG ETC**

42. The Association Burgee shall be White and Blue with Star

### **HOISTING BURGEE ON UNREGISTERED VESSELS**

43. No member shall under any pretence whatever hoist the Association Burgee on board any vessel, yacht or boat not on the Association Register, under penalty of expulsion. The Rule does not apply to boats or dinghies belonging to Association yachts or vessels made use of by the Association for Regattas or other occasions.

### **FLAG OFFICERS' PENNANTS**

44. The Commodore's Flag shall be the Association Burgee with swallow-tail. The Vice-Commodore's Flag, a similar flag with one black ball in the lower inner canton, and the Rear Commodore's Flag, a similar flag with two black balls in the lower inner canton and placed horizontally.

### **COMMITTEE MAY MAKE FURTHER RULES AND SAILING REGULATIONS**

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45. The Committee may from time to time make such sailing rules and regulations as they may consider necessary, and may alter and repeal any such rules and regulations provided that the same shall not be inconsistent with the Rules and Regulations for the time being of the Association.

### **IMPROPER USE OF ASSOCIATION PREMISES**

46. No member shall give or use the address, or use the fact that he is a member, of the Association in any advertisement or enterprise (supporting or otherwise) or use the Association address for business purposes.

### **ASSOCIATION PROPERTY – PENALTY FOR REMOVAL**

47. No member shall take away from the Association, or deface, tear or injure any newspaper, book, pamphlet or other article, the property of the Association. Members injuring any article, the property of the Association shall pay for the same at a price fixed by the Committee.

### **NOTICES, PAPERS AND PLACARDS**

48. Every notice, paper and/or placard exhibited in or on the Association's premises must be sanctioned by an Officer.

### **TIME OF OPENING AND CLOSING ASSOCIATION PREMISES**

49. The Association shall be open and ready for reception of members at such times as the Committee shall from time to time determine.

### **LIQUOR**

- 50.1 The Association may if the Committee so decide apply for and hold a licence for the supply and sale of liquor to members other than junior members of the Association on premises owned or otherwise occupied by the Association.
- 50.2 No liquor shall be sold or supplied on the Association's premises to any person under 18 years of age.
- 50.3 No liquor shall be supplied to any visitor on the Association's premises who is there other than on the invitation and in the company of a member other than a junior member.
- 50.4 No wines and spirits or other goods other than those provided by the Association shall be kept or used on the premises of the Club
- 50.5 No payment of the salary or emolument of any officer or servant of the club shall be made by way of commission or allowance upon the club's receipts from the sale of liquor.

### **CONDUCT OF SERVANTS – NOT TO BE SENT OUT OF ASSOCIATION OR RECEIVE GRATUITIES**

- 51.1 The conduct of any servant of the Association shall in no instance be made the subject of personal reprimand by any member, but all complaints against servants must be made to the Secretary.
- 51.2 No servant of the Association (unless authorised by the Secretary or in his absence the Ranking Flag Officer) shall be sent out of the



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Association upon any errands or for any purpose under any pretence whatever.

- 51.3 No member shall give any money or any gratuity to any servant of the Association. No servant of the Association shall (except with the approval of the Committee) directly or indirectly receive any money, present or gratuity, from any member or any tradesman or other person employed by the Association.

### **COMPLAINTS**

52. All complaints or suggestions shall be made to the Secretary by letter. Such complaints and suggestions shall be laid before the Committee with as little delay as possible, and an answer sent by the Secretary under their direction.

### **PAYMENT OF BILLS ETC**

53. All members are to pay their bills at once for every expense they incur in the Association. Members introducing Honorary or Visiting members shall be personally responsible for the due payment by them of their bills and all fines inflicted upon them.

### **DISSOLUTION OF THE ASSOCIATION**

54. On application, in writing, made to the Committee by 20% of the members who are eligible to vote, signifying their desire that the Association should be dissolved, a Special General Meeting shall be called to consider the question, of which meeting and its objects notice shall be exhibited on the Association Notice Board for at least one month immediately preceding the day of the meeting, and a copy thereof sent to every member forthwith. At the meeting, votes by proxy will be received, and the votes of at least two thirds of the members shall be necessary to carry the proposition of dissolution. The quorum at such meeting shall consist of 20% of the members in person who are eligible to vote.

### **CALLS**

55. Subject to approval by members at a Special General Meeting the Committee shall have the power from time to time to impose a levy on members of any category for the purposes of the Club and to prescribe the time within which such levy shall be paid. A member of any category so levied who fails to pay such levy within the prescribed time shall be deemed to be non financial and liable to be treated in accordance with the provisions of Rule 10.4 for the cessation of membership of the Club in such circumstances. The total amount of levies made on any members of any category in any one year shall not exceed the annual subscription for that category for the year in which the levy is imposed.

### **NO LIABILITY FOR LOSS**

56. Neither the Association nor any official of the Association shall be responsible for any loss or damage to any article brought by members or guests on to the Association premises or for any loss or damage

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suffered by any member or in consequence of the use of the property of the Association or otherwise unless sanctioned by the Committee.

### **VALIDATION**

57. Any person purportedly appointed a Life Member at a General Meeting of the Association under the previous constitution shall be deemed to have been validly appointed a Life Member of the Association under this constitution.
- 57.1 Any act done by such a person before the adoption of this constitution shall be a valid act if such an act could have been performed by a Full Member of the Association

### **REPEAL**

58. All Rules, By-Laws and Regulations whatever of the Association, except these Rules and Regulations are repealed.

### **BY-LAWS**

59. The Committee shall have the power, from time to time, when and as they think fit, to pass By-Laws for the regulation of the affairs of the Association (provided that they are not inconsistent with any of the Rules for the time being), and to alter or repeal any such By-Laws. Each such change to the By-Laws will become effective upon the date stated therein, being not earlier than 14 days after publication thereof on the Association's Notice Board.

### **SEAL OF THE ASSOCIATION**

- 60.1 The Seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association and the words "Seal" or the words "Common Seal".
- 60.2 The Seal of the Association shall not be affixed to any instrument except by the authority of the Committee, and the affixing thereof shall be attested by the signature of two members of the Committee and that attestation is sufficient for all purposes that the Seal was affixed by authority of the Committee.
- 60.3 The Seal shall remain in the custody of the Secretary.