

Rules of Geilston Bay Boat Club Incorporated



Revised: 4th July 2024 & 20th August 2025 (replacement of rules 34 & 35).

Adapted from: Model Rules for an Association (*Associations Incorporation Act (Model Rules) Regulations 2017*) and Rules of Geilston Bay Boat Club Inc. as last amended on 21st August 2014.

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1. Name of association

The name of the association is Geilston Bay Boat Club Incorporated.

2. Interpretation

In these rules, unless the context otherwise requires –

accounting records has the same meaning as in the Act;

Act means the *Associations Incorporation Act 1964*;

annual general meeting means an annual general meeting of the Club held under rule 13;

association has the same meaning as in the Act;

auditor means the person appointed as the auditor of the Club under rule 10;

authorised deposit-taking institution means a body corporate that is an authorised deposit-taking institution for the purposes of the *Banking Act 1959* of the Commonwealth;

basic objects of the Club means the objects and purposes of the Club as stated in rule 4(1);

boat includes every description of water craft used or capable of being used as a means of transportation on water;

Club means the association referred to in rule 1;

committee means the committee of management referred to in rule 23;

executive means the executive committee referred to in rule 31;

financial year has the same meaning as in the Act;

flag officers means the commodore, the vice commodore and the rear commodore collectively;

general meeting means –

- (a) an annual general meeting; or
- (b) a special general meeting;

member means a person admitted as a member of the Club under rule 5;

officer of the Club means a person elected as an officer of the Club at an annual general meeting or appointed as an officer of the Club under rule 24(4);

ordinary business of an annual general meeting means the business specified in rule 13(5);

ordinary committee member means a member of the committee other than an officer of the Club;

special committee meeting means a meeting of the committee that is convened under rule 28(2);

special general meeting means a special general meeting of the Club convened under rule 14;

special resolution has the same meaning as in the Act.

3. Club's office

The office of the Club is to be at the following place or at any other place the committee determines:

48 Debomfords Lane, GEILSTON BAY TAS 7015

4. Objects and purposes of Club

The objects and purposes of the Club consist of –

(1) the following basic objects:

- (a) the promotion of improved facilities for boating persons;
- (b) the encouragement of boating as a sport;
- (c) the promotion of water safety and a knowledge of navigation and the International Rules for the prevention of Collision at Sea;
- (d) the encouragement of participation by people in the sport of boating;
- (e) the development of an area at Geilston Bay with slipways, storage facilities, club rooms and other amenities; and
- (f) the encouragement of cruising by boat,

and

(2) the following objects and purposes:

- (a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Club;
- (b) the purchase, sale or supply of, or other dealing in, goods;
- (c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Club;
- (d) the acceptance of a gift for any of the objects or purposes of the Club;
- (e) the taking of any step the committee, or the members of the Club at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Club;
- (f) the printing or publication of any newspaper, periodical, book, leaflet or other document the committee, or the members of the Club at a general meeting, determine desirable for the promotion of any of the objects or purposes of the Club;
- (g) the borrowing and raising of money in any manner and on terms –
 - (i) the committee thinks fit; or
 - (ii) approved or directed by resolution passed at a general meeting;
- (h) subject to the provisions of the *Trustee Act 1898*, the investment, in any manner the committee determines, of any money of the Club not immediately required for any of the objects or purposes of the Club;
- (i) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the *Income Tax Assessment Act 1936* of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit employees or past employees of the Club and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Club and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Club;

- (l) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Club is amalgamated in accordance with the provisions of the Act and the rules of the Club;
- (m) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Club.

5. Membership of Club

- (1) A person who applies and is approved for membership in accordance with this rule is eligible to be a member of the Club on payment of the entrance fee and the annual subscription specified in rule 32.
- (2) A person is not to be admitted as a member unless –
 - (a) the person applies for membership in accordance with subrule (3); and
 - (b) the person is approved for membership by the committee.
- (3) An application by a person for membership is to be –
 - (a) made in writing; and
 - (b) accompanied by two written references or the names and contact details of two referees; and
 - (c) signed by the applicant and stating that they –
 - (i) wish to become a member of the Club; and
 - (ii) support the purposes of the Club; and
 - (iii) agree to comply with these rules and any by-laws made thereunder; and
 - (d) accompanied by payment of the entrance fee and the annual subscription for the category of membership being applied for; and
 - (e) lodged with the secretary.
- (4) As soon as practicable after the receipt of an application, the secretary is to –
 - (a) refer the application to a subcommittee comprising the flag officers, which must review the details provided by the applicant and make a written recommendation to the secretary within 10 days whether to accept or reject the application; and
 - (b) give notice to all members eligible to vote of the application and of the name of the applicant and of the provisions of subrule (6).
- (5) For the purpose of making a recommendation under subrule (4)(a) the subcommittee may request the applicant attend for an interview.
- (6) Within 10 days of the date of the notice given under subrule (4)(b) any financial member eligible to vote may by notice in writing lodged with the secretary object to the admission of the person as a member giving reasons for objection.
- (7) The secretary is to refer the application to the committee, which must decide by resolution whether to accept or reject the application at the next meeting of the committee held at least 14 days after receipt of the application under subrule (3)(e), at which time the secretary is to make available the recommendation made under subrule (4)(a) and all, if any, objections received under subrule (6) but without identifying the member who made the objection.
- (8) The secretary must notify the applicant in writing of the committee's decision as soon as practicable after the decision is made.

- (9) If an application is rejected by the committee, it must return any money accompanying the application to the applicant.
- (10) No reason need be given for the rejection of a application, unless requested in writing by the applicant in which case no information will be given that may identify any member who made an objection under subrule (6).
- (11) If an application is approved by the committee, the secretary is to enter the applicant in the register of members in accordance with subrule (15).
- (12) A member may resign by serving on the secretary a written notice of resignation.
- (13) On receipt of a notice from a member under subrule (12), the secretary is to remove the name of the member from the register of members.
- (14) A person –
 - (a) becomes a member when their name is entered in the register of members; and
 - (b) ceases to be a member when their name is removed from the register of members under subrule (13) or rule 32(7).
- (15) The secretary is to maintain, or establish and maintain, a register of members containing –
 - (a) the name of each member and the date on which they became a member; and
 - (b) the member's postal or residential address or address of business or employment; and
 - (c) an email address, if any, that the member has nominated as the email address to which notices from the Club may be sent; and
 - (d) the name or identifying description of every Adult member's boat or boats; and
 - (e) the name of each person who has ceased to be a member and the date on which the person ceased to be a member.

5A. Categories of membership

- (1) The categories of membership of the Club are –
 - (a) **Adult**; being a person over the age of 18 years who is the owner, part-owner, lessee or part-lessee of a boat. An Adult member may hold office in the Club, vote at general meetings and enjoy all the rights and privileges which attach to membership of the Club;
 - (b) **Junior**; being a person under the age of 18 years. A Junior member may not hold office in the Club nor vote at general meetings, but may enjoy all the rights and privileges which attach to membership of the Club;
 - (c) **Social**; being a person over the age of 18 years who is not the owner, part-owner, lessee or part-lessee of a boat. A Social member may not hold office in the Club nor vote at general meetings, but may enjoy club rooms privileges only;
 - (d) **Life**; being an Adult member who, for outstanding services rendered to the Club or for other sufficient reason, is nominated by the committee and elected a Life member at a general meeting, provided that such nomination has been included in the notice of meeting. A Life member retains all the rights and privileges which attach to an Adult member; and
 - (e) **Honorary**; being a visiting member of another boat or sailing club. An Honorary member may not hold office in the Club nor vote at general meetings, but may enjoy all the rights and privileges which attach to membership of the Club. A person may be an Honorary member for no more than one month.

- (2) (a) A person who applies for membership in accordance with rule 5 and who has paid the entrance fee and the annual subscription specified in rule 32, may, before the application for membership is approved by the committee in accordance with rule 5(2)(b) be deemed a Provisional member if so recommended by the subcommittee established under rule 5(4)(a).
- (b) A Provisional member may enjoy all the rights and privileges which attach to the category of membership of the Club for which they are nominated, except that a Provisional member may not hold office in the Club nor vote at general meetings.

6. Liability of members

- (1) Any right, privilege or obligation of a person as a member –
 - (a) is not capable of being transferred to another person; and
 - (b) terminates when the person ceases to be a member, except the obligation for payment of any monies due or payable by the member to the Club.
- (2) If the Club is wound up, each person who was, immediately before the Club is wound up, a member, and each person who was a member within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute –
 - (a) to the assets of the Club for payment of the liabilities of the Club; and
 - (b) for the costs, charges and expenses of the winding-up; and
 - (c) for the adjustment of the rights of the contributors among themselves.
- (3) Any liability under subrule (2) is not to exceed \$10.
- (4) Despite subrule (2), a former member is not liable to contribute under that subrule in respect of any liability of the Club incurred after they ceased to be a member.

7. Income and property of Club

- (1) The income and property of the Club is to be applied solely towards the promotion of the objects and purposes of the Club.
- (2) No portion of the income or property of the Club is to be paid or transferred to any member unless the payment or transfer is made in accordance with this rule.
- (3) The Club may –
 - (a) pay a person or member –
 - (i) remuneration in return for services rendered to the Club, or for goods supplied to the Club, in the ordinary course of business of the person or member; or
 - (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Club; or
 - (iii) interest at a rate not exceeding 7.25% on money lent to the Club by the person or member; or
 - (iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Club by the person or member; and
 - (b) pay a member of the committee remuneration in return for carrying out the functions of a member of the committee; and
 - (c) pay a member of a subcommittee remuneration in return for carrying out the functions of a member of the subcommittee; and

- (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member to an office in that other association, organisation or body.
- (4) Despite subrule (3)(a), (b) and (c), the Club is not to pay a person any amount under that subrule unless the Club or committee has first approved that payment.
- (5) Despite subrule (3)(d), the Club is not to appoint or nominate a member under that subrule to an office in respect of which remuneration is payable unless the Club or committee has first approved –
 - (a) that appointment or nomination; and
 - (b) the receipt of that remuneration by that member.

8. Accounts of receipts and expenditure

- (1) True accounts are to be kept of the following:
 - (a) each receipt and payment of money by the Club and the matter in respect of which the money was received or paid;
 - (b) each asset and liability of the Club.
- (2) The accounts are to be open to inspection by the members of the Club at any reasonable time, and in any reasonable manner, determined by the committee.
- (3) The treasurer of the Club is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Club in the form and manner the committee determines.
- (4) The accounts, books and records are to be kept at the Club's office or at any other place the committee determines.

9. Banking and finance

- (1) On behalf of the Club, the treasurer of the Club is to –
 - (a) receive any money paid to the Club; and
 - (b) immediately after receiving the money, issue an official receipt in respect of the money; and
 - (c) cause the money to be paid into the account opened under subrule (2) as soon as practicable after it is received.
- (2) The committee is to open with an authorised deposit-taking institution an account in the name of the Club.
- (3) The committee may –
 - (a) receive from an authorised deposit-taking institution a cheque drawn by the Club on any of the Club's accounts with the authorised deposit-taking institution; and
 - (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- (4) Except with the authority of the committee, a payment of an amount exceeding \$100 is not to be made from the funds of the Club other than –
 - (a) by cheque drawn on the Club's account; or
 - (b) by the electronic transfer of funds from the Club's account to another account at an authorised deposit-taking institution.

- (5) The committee may provide the treasurer of the Club with an amount of money to meet urgent expenditure, subject to any conditions the committee may impose in relation to the expenditure.
- (6) A cheque is not to be drawn on the Club's account, and an amount is not to be electronically transferred from the Club's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the committee. The committee may authorise the making of a class of payment.
- (7) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be –
 - (a) signed by the treasurer of the Club or, in the treasurer's absence, by any other member, or members, of the executive the committee nominates for that purpose; and
 - (b) countersigned by the secretary.
- (8) An electronic transfer of an amount from the Club's account to another account at an authorised deposit-taking institution –
 - (a) may only be authorised by the treasurer of the Club or, in the treasurer's absence, by any other member, or members, of the executive the committee nominates for that purpose; and
 - (b) may only be authorised by a person referred to in paragraph (a) if the authorisation has been approved by the secretary.

10. Auditor

- (1) At each annual general meeting, the members of the Club present at the meeting are to appoint a person as the auditor of the Club.
- (2) If an auditor is not appointed at an annual general meeting under subrule (1), the committee is to appoint a person as the auditor of the Club as soon as practicable after that annual general meeting.
- (3) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- (4) The auditor may only be removed from office by special resolution.
- (5) If a casual vacancy occurs in the office of auditor, the committee is to appoint a person to fill the vacancy until the end of the next annual general meeting.

11. Audit of accounts

- (1) The auditor is to audit the financial affairs of the Club at least once in each financial year of the Club.
- (2) The auditor, after auditing the financial affairs of the Club for a particular financial year of the Club, is to –
 - (a) certify as to the correctness of the accounts of the Club; and
 - (b) at the next annual general meeting, provide a written report to the members of the Club who are present at that meeting.
- (3) In the report and in certifying the accounts under subrule (2), the auditor is to –
 - (a) specify the information, if any, that they have required under subrule (5)(b) and obtained; and
 - (b) state whether, in their opinion, the accounts exhibit a true and correct view of the financial position of the Club according to the information at their disposal; and

- (c) state whether the rules relating to the administration of the funds of the Club have been observed.
- (4) The treasurer is to deliver to the auditor a list of all the accounting records, books and accounts of the Club.
- (5) The auditor may –
 - (a) have access to the accounting records, books and accounts of the Club; and
 - (b) require from any employee of, or person who has acted on behalf of, the Club any information the auditor considers necessary for the performance of their duties; and
 - (c) employ any person to assist in auditing the financial affairs of the Club; and
 - (d) examine any member of the committee, or any employee of, or person who has acted on behalf of, the Club, in relation to the accounting records, books and accounts of the Club.

12. Exemptions under the Act

- (1) For any financial year that the Club is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act –
 - (a) an auditor is not required to be appointed for that financial year under rule 10 unless the Club elects to have the financial affairs of the Club for that financial year audited in accordance with the Act and these rules; and
 - (b) if an auditor is not appointed for a financial year by virtue of paragraph (a) –
 - (i) rules 10 and 11 do not apply in respect of the Club for that financial year; and
 - (ii) rule 13(5)(b), to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Club in respect of that financial year; and
 - (iii) rule 13(5)(d) does not apply in respect of the annual general meeting held by the Club in respect of that financial year.
- (2) For any financial year that the Club is exempt from the requirement to provide an annual return by virtue of section 24B(1B) of the Act, the committee must provide, as part of the ordinary business of the annual general meeting for that financial year, a copy of the annual financial report given under the *Australian Charities and Not-for-profits Commission Act 2012* of the Commonwealth in respect of that financial year.

13. Annual general meeting

- (1) The Club is to hold an annual general meeting each year.
- (2) An annual general meeting is to be held on any day (being not later than 3 months after the end of the financial year of the Club) the committee determines.
- (3) An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- (4) The notice convening an annual general meeting is to specify the purpose of the meeting.
- (5) The ordinary business of an annual general meeting is to be as follows:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

- (b) to receive from the committee, auditor, employees and other persons acting on behalf of the Club reports on the transactions of the Club during the last preceding financial year of the Club;
 - (c) to elect the officers of the Club and the ordinary committee members;
 - (d) to appoint the auditor and determine their remuneration;
 - (e) to determine the remuneration of employees and other persons acting on behalf of the Club; and
 - (f) if recommended by the committee, to elect the patron of the Club.
- (6) An annual general meeting may transact business of which notice is given in accordance with rule 15.
- (7) Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Club, by the secretary or, in the absence from the meeting of the secretary, by an officer of the Club who is nominated by the chairperson of the meeting.

14. Special general meetings

- (1) The committee may convene a special general meeting of the Club at any time.
- (2) The committee, on the requisition in writing of at least 10 members of the Club entitled to vote, is to convene a special general meeting of the Club.
- (3) A requisition for a special general meeting –
 - (a) is to state the objects of the meeting; and
 - (b) is to be signed by each of the requisitionists; and
 - (c) is to be deposited at the office of the Club; and
 - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the committee does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Club, any one or more of the requisitionists may convene the meeting within 3 months after the day on which the requisition is deposited at the office of the Club.
- (5) A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the committee.
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Club.

15. Notices of general meetings

- (1) At least 14 days before the day on which a general meeting of the Club is to be held, the secretary is to publish a notice specifying –
 - (a) the place, day and time at which the meeting is to be held; and
 - (b) the nature of the business that is to be transacted at the meeting.
- (2) A notice is published for the purposes of subrule (1) if the notice –
 - (a) is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
 - (b) appears on a website, or at an electronic address, of the Club; or
 - (c) is sent to each member entitled to vote at –

- (i) the member's postal or residential address or address of business or employment; or
- (ii) an email address that the member has nominated as the email address to which notices from the Club may be sent; or
- (d) is given by another means, determined by the secretary, that is reasonably likely to ensure that the members of the Club entitled to vote will be notified of the notice.

15A. Proxies

- (1) The committee may determine that any member entitled to vote may appoint another member entitled to vote as their proxy to attend, speak and vote on their behalf at a general meeting.
- (2) If the committee makes a determination under subrule (1) –
 - (a) the appointment of a proxy must be in writing and signed by the member making the appointment;
 - (b) notice of a general meeting given to a member under rule 15 must state that the member may appoint another member as a proxy for the meeting;
 - (c) a form appointing a proxy must be given to the chairperson of the meeting before or at the commencement of the meeting; and
 - (d) a member must not act as proxy for more than 10% of the members of the Club entitled to vote or 10, whichever is the lesser, on any one occasion

15B. Use of technology

- (1) The committee may determine that a member not physically present at a general meeting may participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) A member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

16. Business and quorum at general meetings

- (1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- (2) Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is present at the time when the meeting considers that business.
- (3) A quorum for the transaction of the business of a general meeting is the presence (in person or as allowed under rule 15A) of 10% of members entitled to vote or 10, whichever is the lesser.
- (4) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –
 - (a) if convened on the requisition of members of the Club, is dissolved; or
 - (b) if convened by the committee, is to be adjourned to the same day in the next week at the same time and –
 - (i) at the same place; or
 - (ii) at any other place specified by the chairperson –
 - (A) at the time of the adjournment; or
 - (B) by notice in a manner determined by the chairperson.

- (5) If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

17. Chairperson at general meetings

At each general meeting of the Club, the chairperson is to be –

- (a) the commodore; or
- (b) in the absence of the commodore, the vice commodore; or
- (c) in the absence of the commodore and the vice commodore, the rear commodore; or
- (d) in the absence of the commodore and the vice commodore and the rear commodore, a member elected to preside as chairperson by the members of the Club present and entitled to vote at the general meeting.

18. Adjournment of general meetings

- (1) The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Club who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- (3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

19. Determination of questions arising at general meetings

- (1) A question arising at a general meeting of the Club is to be determined on a show of hands.
- (2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Club, is evidence of that fact unless a poll is demanded on or before that declaration.

20. Votes

- (1) On any question arising at a general meeting of the Club, a member (including the chairperson) has one vote only.
- (2) Despite subrule (1), in the case of an equality of votes, the chairperson has a second or casting vote.

21. Taking of poll

If at a general meeting a poll on any question is demanded –

- (a) the poll is to be taken at that meeting in the manner that the chairperson determines; and
- (b) the result of the poll is taken to be the resolution of the meeting on that question.

22. When poll to be taken

- (1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- (2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

23. Affairs of Club to be managed by a committee

- (1) The affairs of the Club are to be managed by a committee of management constituted as provided in rule 25.

- (2) The committee –
 - (a) is to control and manage the business and affairs of the Club; and
 - (b) may exercise all the powers and perform all the functions of the Club, other than those powers and functions that are required by these rules to be exercised and performed by members of the Club at a general meeting; and
 - (c) has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Club.

24. Officers of the Club

- (1) The officers of the Club are as follows:
 - (a) the commodore;
 - (b) the vice commodore;
 - (c) the rear commodore;
 - (d) the treasurer;
 - (e) the secretary.
- (2) Subject to subrule (4), the officers of the Club are to be elected in accordance with rule 26.
- (3) Each officer of the Club is to hold office until the end of the next annual general meeting after that at which they are elected and subject to subrule (7) is eligible for re-election.
- (4) If a casual vacancy in an office referred to in subrule (1) occurs, the committee may appoint one of its members to fill the vacancy until the end of the next annual general meeting after the appointment.
- (5) If an office referred to in subrule (1) is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.
- (6) The office of treasurer may be held by the commodore, the vice commodore or the rear commodore.
- (7) The commodore, the vice commodore and the rear commodore shall be collectively known as the flag officers, none of whom may hold the same office for a period exceeding three consecutive years, unless an extension is approved at an annual general meeting until the end of the next annual general meeting.

24A. Secretary

The secretary is to hold the office of public officer and must perform any duty or function required under the Act to be performed by the public officer of an incorporated association.

25. Constitution of the committee

- (1) The committee consists of –
 - (a) the officers of the Club; and
 - (b) six other members elected at the annual general meeting or appointed in accordance with this rule, who shall hold office for two years; half of whom shall be elected in each even year and half in each odd year; and
 - (c) subject to subrules (6) or (7), an immediate past commodore.
- (2) In the event of joint ownership or joint lesseeship of a boat, not more than two joint owners or joint lessees of any one boat may be members of the committee.
- (3) An ordinary committee member is to hold office until the end of the second annual general meeting after that at which they are elected and is eligible for re-election.

- (4) If a casual vacancy occurs in the office of an ordinary committee member, the committee may appoint a member to fill the vacancy for the unexpired term of the vacating member.
- (5) If an office of an ordinary committee member is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.
- (6) If an outgoing commodore is not elected at the annual general meeting as an officer or other member of the committee they may be an ex officio member of the committee until the end of the next annual general meeting, as immediate past commodore.
- (7) If a commodore resigns their office at any time other than at an annual general meeting, and provided the office of immediate past commodore is vacant at the date of such resignation, they may be an ex officio member of the committee until the end of the next annual general meeting, as immediate past commodore.

26. Election of members of committee

- (1) A nomination of a candidate for election as an officer of the Club, or as an ordinary committee member, is to be –
 - (a) made in writing, signed by two members of the Club entitled to vote and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - (b) delivered to the secretary at least 10 days before the day on which the annual general meeting is to be held.
- (2) If insufficient nominations are received to fill all vacancies on the committee –
 - (a) the candidates nominated are taken to be elected; and
 - (b) further nominations are to be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies on the committee to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies on the committee to be filled, a ballot is to be held.
- (5) If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the committee to be filled, a ballot is to be held in relation to those further nominations.
- (6) The ballot for the election of officers of the Club and ordinary committee members is to be conducted at the annual general meeting in the manner determined by the committee.

27. Vacation of office

For the purpose of these rules, the office of an officer of the Club, or of an ordinary committee member, becomes casually vacant if the officer or committee member –

- (a) dies; or
- (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with their creditors or makes an assignment of their remuneration or estate for their benefit; or
- (c) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or
- (d) resigns office in writing addressed to the secretary; or
- (e) ceases to be ordinarily resident in Tasmania; or
- (f) is absent from three consecutive meetings of the committee without the permission of the other members of the committee; or

- (g) ceases to be a member; or
- (h) fails to pay, within 14 days after receiving a notice in writing signed by the secretary stating that the officer or committee member has failed to pay one or more amounts of annual subscriptions, all such amounts due and payable by the officer or member; or
- (i) is removed by special resolution.

28. Meetings of the committee

- (1) The committee is to meet at least once in each month, except in the months of December or January, and in the month of or after an annual general meeting, at any place and time the committee determines.
- (2) A meeting of the committee, other than a meeting referred to in subrule (1), may be convened by the commodore or any four of the members of the committee.
- (3) Written notice of any special committee meeting is to be served on members of the committee and is to specify the general nature of the business to be transacted.
- (4) A special committee meeting may only transact business of which notice is given in accordance with subrule (3).
- (5) Business is not to be transacted at a meeting of the committee unless a quorum is present.
- (6) A quorum for the transaction of the business of a meeting of the committee is the presence, in person or as allowed under rule 28A, of 5 members of the committee.
- (7) If a quorum is not present within half an hour after the time appointed for the commencement of –
 - (a) a meeting of the committee (other than a special committee meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or
 - (b) a special committee meeting, the meeting is dissolved.
- (8) At each meeting of the committee, the chairperson is to be –
 - (a) the commodore; or
 - (b) in the absence of the commodore, the vice commodore; or
 - (c) in the absence of the commodore and the vice commodore, the rear commodore; or
 - (d) in the absence of the commodore and the vice commodore and the rear commodore, a member of the committee elected to preside as chairperson by the members of the committee present at the general meeting.
- (9) Any question arising at a meeting of the committee is to be determined –
 - (a) on a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (10) On any question arising at a meeting of the committee, a member of the committee (including the chairperson) has one vote only.
- (11) Despite subrule (10), in the case of an equality of votes, the chairperson has a second or casting vote.
- (12) Written notice of each committee meeting is to be served on each member of the committee by –
 - (a) giving it to the member during business hours before the day on which the meeting is to be held; or

- (b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment entered on the register of members maintained under rule 5(15); or
- (c) sending it by post, to the member's postal or residential address or address of business or employment entered on the register of members maintained under rule 5(15), in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
- (d) faxing it to the member's fax number before the day on which the meeting is to be held ; or
- (e) emailing it to the email address of the member, that the member has nominated as the email address to which notices from the Club may be sent, before the day on which the meeting is to be held.

28A. Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) A committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

29. Disclosure of interests

- (1) If a member of the committee or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the committee or subcommittee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the committee.
- (2) If at a meeting of the committee or a subcommittee a member of the committee or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

30. Subcommittees

- (1) The committee may –
 - (a) appoint a subcommittee from the committee; and
 - (b) prescribe the powers and functions of that subcommittee.
- (2) The committee may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Club.
- (3) A quorum for the transaction of the business of a meeting of the subcommittee is three appointed members entitled to vote.
- (4) The secretary is to convene meetings of a subcommittee.
- (5) Any question arising at a meeting of a subcommittee is to be determined –
 - (a) on a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (6) On any question arising at a meeting of a subcommittee, a member of the subcommittee (including the chairperson) has one vote only.

- (7) Written notice of each subcommittee meeting is to be served on each member of the subcommittee by –
- (a) giving it to the member during business hours before the day on which the meeting is to be held; or
 - (b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment entered on the register of members maintained under rule 5(15); or
 - (c) sending it by post, to the member's postal or residential address or address of business or employment entered on the register of members maintained under rule 5(15), in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
 - (d) faxing it to the member's fax number before the day on which the meeting is to be held ; or
 - (e) emailing it to the email address of the member, that the member has nominated as the email address to which notices from the Club may be sent, before the day on which the meeting is to be held.

31. Executive committee

- (1) The commodore, the vice commodore, the rear commodore, the treasurer and the secretary constitute the executive committee.
- (2) During the period between meetings of the committee, the executive committee may issue instructions to the secretary and employees of the Club in matters of urgency connected with the management of the affairs of the Club.
- (3) The executive committee is to report on any instructions issued under subrule (2) to the next meeting of the committee.

32. Annual subscription and entrance fee

- (1) The committee is to determine –
 - (a) the entrance fee, if any, for a financial year of the Club, that is payable by an applicant for membership of the Club; and
 - (b) subject to subrules (2) and (3), the annual subscription for each category of membership, for a financial year of the Club, that is payable by members of the Club.
- (2) The committee is to determine a family annual subscription for up to two Adult members and any Junior members who together comprise a family.
- (3) The annual subscription determined under subrules (1) and (2), for any category of membership, will not be more than 110% of the corresponding annual subscription for the immediately preceding financial year.
- (4) The members of the Club may alter by special resolution the annual subscription, for any category of membership, for a financial year of the Club.
- (5) The annual subscription, for a financial year of the Club, that is payable by a member of the Club is due on the first day of the financial year and payable within 30 days of the issue of an invoice for that annual subscription.
- (6) If a member has not paid their annual subscription for a financial year of the Club within 30 days of the issue of an invoice for that annual subscription they are not entitled to use any facilities of the Club, nor to attend, or vote at, any subsequent general meeting of the Club, until all annual subscriptions due and payable by the member are paid.

(7) If –

- (a) a member has not paid their annual subscription for a financial year of the Club within 30 days of the issue of an invoice for that annual subscription; and
- (b) there has been sent to the member, no sooner than 30 days after the issue of an invoice for that annual subscription, a notice in writing, signed by the secretary, stating that the member's name may be removed from the register of members if the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member; and
- (c) the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member –

unless determined otherwise by the Committee in extenuating circumstances, the secretary may remove the name of the member from the register of members maintained under rule 5(15).

33. Service of notices and requisitions

Except as otherwise provided by these rules, a document may be served under these rules on a person by –

- (a) giving it to the person; or
- (b) leaving it at, or sending it by post to, the person's last known postal or residential address or place or address of business or employment; or
- (c) faxing it to the person's fax number; or
- (d) emailing it to the person's email address.

34. Disciplinary action

- (1) The Club may take disciplinary action against a member in accordance with this rule if it is determined that the member –
 - (a) has failed to comply with these rules; or
 - (b) refuses to support the purposes of the Club; or
 - (c) has engaged in conduct prejudicial to the Club.
- (2) If the committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (3) Subject to subrule (4), the committee may appoint any person to a disciplinary subcommittee.
- (4) A person must not be appointed to a disciplinary subcommittee if the person is biased in favour of or against the member concerned.
- (5) Before disciplinary action is taken against a member, the secretary must give written notice to the member –
 - (a) stating that the Club proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - (d) advising the member that the member may do one or both of the following –
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

- (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under rule 35.
- (6) The notice under subrule (5) must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.
- (7) At the disciplinary meeting, the disciplinary subcommittee must –
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (8) After complying with subrule (7), the disciplinary subcommittee may –
 - (a) take no further action against the member; or
 - (b) subject to subrule (9) –
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Club.
- (9) The disciplinary subcommittee may not fine the member.
- (10) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

35. **Appeal against suspension or expulsion**

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 34(8) may give notice to the effect that the person wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given –
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the secretary not later than 7 days after the vote.
- (3) If a person has given notice under subrule (2), the committee must appoint at least 3 persons to an appeal subcommittee to consider the appeal.
- (4) Subject to subrule (5), the committee may appoint any person to an appeal subcommittee.
- (5) A person must not be appointed to an appeal subcommittee if the person –
 - (a) was appointed to the disciplinary subcommittee to hear and determine the matter of the person concerned; or
 - (b) has a personal interest in the dispute; or
 - (c) is biased in favour of or against the person concerned.
- (6) The committee must convene a meeting of the appeal subcommittee (the ***disciplinary appeal meeting***) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- (7) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the person concerned as soon as practicable and must –
 - (a) specify the date, time and place of the meeting; and

- (b) state –
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- (8) At a disciplinary appeal meeting –
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the appeal subcommittee must state the grounds for suspending or expelling the person and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (9) After complying with subrule (8), members of the appeal subcommittee present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (10) A member of the appeal subcommittee may not vote by proxy at the meeting.
- (11) The decision is upheld if a majority of the members of the appeal subcommittee voting at the meeting vote in favour of the decision.

36. Disputes

- (1) A dispute between a member, in their capacity as a member, and the Club is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 2011*.
- (2) This rule does not affect the operation of rule 35.

37. Seal of Club

- (1) The seal of the Club is to be in the form of a rubber stamp inscribed with the name of the Club encircling the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the committee.
- (3) The affixing of the seal is to be attested by the signatures of –
 - (a) two members of the committee; or
 - (b) one member of the committee and –
 - (i) the secretary; or
 - (ii) any other person the committee may appoint for that purpose.
- (4) If a sealed instrument has been attested under subrule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the committee.
- (5) The seal is to remain in the custody of the secretary of the Club.

38. By-laws

- (1) The committee may, from time to time, when and as it thinks fit, adopt by-laws for the regulation of the affairs of the association (provided that they are not inconsistent with the rules for the time being in force), and to alter or repeal any such by-laws.
- (2) Each such adoption, alteration or repeal of by-laws will become effective upon the date stated therein, being not earlier than 14 days after publication thereof by –

- (a) posting on the Club's notice board at the office of the Club; or
- (b) posting on the Club's web site.

39. Club burgee

- (1) The Club burgee is triangular in shape, the upper half coloured white and the lower half coloured blue, with a red four-pointed star in the centre.
- (2) The Club burgee may only be displayed on vessels entered in the register of members in accordance with rule 5(15)(d).

40. Flag Officer's pennants

- (1) The commodore's pennant shall be the Club burgee with swallow-tail.
- (2) The vice commodore's pennant shall be the Club burgee with swallow-tail and one black ball in the lower inner canton
- (3) The rear commodore's pennant shall be the Club burgee with swallow-tail and two black balls in the lower inner canton, placed horizontally.

41. Liquor licence

- (1) The Club may, if the committee so decides, apply for and hold a Liquor Licence in accordance with the *Liquor Licensing Act 1990*.
- (2) The provisions and conditions of such Liquor Licence are deemed to be included in these rules.

42. Complaints

- (1) Any complaint or suggestion from a members is to be made in writing to the secretary.
- (2) As soon as practicable after the receipt of a complaint or suggestion, the secretary is to refer it to the committee,
- (3) The secretary must notify the member in writing of the committee's decision as soon as practicable after the decision is made.

43. Distribution of surplus assets

- (1) In the event of the winding up or the cancellation of the incorporation of the Club, any surplus assets of the Club must not be distributed to any members or former members of the Club.
- (2) Subject to the Act and any court order made under section 13 of the Act, the surplus assets must be given to a body that has similar purposes to the Club.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

44. Validation

Any act or decision made or by-law adopted under the rules in force immediately prior to the adoption of these rules remains in force if such an act, decision or by-law can be made or adopted under these rules.