



## **CANBERRA YACHT CLUB**

PO Box 7169 Yarralumla, ACT 2600 • 1 Mariner Place Yarralumla

**Phone** 02 6273 7177 • **Fax** 02 6273 6222 • (ACT SAILING INC) ABN 93 090 967 514

**Email** [admin@canberrayachtclub.com.au](mailto:admin@canberrayachtclub.com.au) • **Web** [canberrayachtclub.com.au](http://canberrayachtclub.com.au)

# **CONSTITUTION of ACT SAILING INC**

## **T/AS CANBERRA YACHT CLUB**

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## PART 1 – PRELIMINARY

### 1. Interpretation

- (1) In these rules, unless a contrary intention appears –  
“financial year” means the year ending on 30 June;  
“member” means a member, however described, of the association;  
“committee member” means a member of the committee who is not an office-bearer of the association as referred to in paragraph 12 (1) (a);  
“secretary” means the person holding office under these rules as secretary of the association or, where no such person holds that office, the public officer of the association;  
“the Act” means the Associations Incorporation Act 1991;  
“the Regulations” means the Associations Incorporation Regulations.  
The name of the association shall be ACT Sailing Incorporated  
The objects of the association shall be the promotion and encouragement of the sport of sailing and sail boat racing, and such other sports as the membership may, from time to time, decide.
- (2) In these rules-
  - (a) a reference to a function includes a reference to a power, authority and duty; and
  - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (3) The provisions of the *Interpretation Act 1967* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## PART II – MEMBERSHIP

### 2. Membership qualifications

- (1) A person is qualified to be a member if –
  - (a) the person is a person referred to in paragraph 21 (s) (a) or (b) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
  - (b) the person has applied for and become a member in accordance with rule 3.
- (2) The Committee may recommend to a General Meeting that an Honorary Life Membership be conferred on a member. To succeed, a motion for such Life Membership shall require the support of a 2/3rds majority of members at the General Meeting.
- (3) Temporary Membership: where an Association is hosting and/or conducting an event or training in conjunction with CYC members, with visiting guests, sailing clubs, associations or other organisations, the CYC Committee may by resolution deem every person or member of such visiting club, association or organisation to be a temporary member of the CYC for the duration of the event, regatta or races or such other period of time the CYC Committee may in its absolute discretion deem fit.

### 3. Application for membership

- (1) An application by a person for membership of the association shall:
  - (a) be made by the person seeking membership of the association in writing in the form set out in appendix 1, or as that may be amended by the Committee;
  - (b) be lodged with the secretary of the association; and
  - (c) be accompanied by the sum payable under these rules as the entrance fee and the first year’s annual subscription.
- (2) The Committee may, in its discretion, admit the applicant to membership or refuse the application.
- (3) The secretary shall, on receipt of the application and payment of the amounts referred to in sub rule 3(1)(c), enter the applicant’s name in the register of members and, on the name being so entered, the applicant shall become a member of the association.

### 4. Membership entitlements not transferable

- A right, privilege or obligation which a person has by reason of being a member of the association-
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon cessation of the person’s membership.

### 5. Cessation of membership

- A person ceases to be a member of the association if the person-
- (a) dies or, in the case of a body corporate, is wound up;
  - (b) resigns from membership of the association;
  - (c) is expelled from the association; or
  - (d) fails to renew membership of the association.

**6. Resignation of membership**

- (1) A member is not entitled to resign from membership of the association except in accordance with this rule.
- (2) A member who has paid all amounts payable by the member to the association may resign from membership of the association by giving written notice to the secretary.
- (3) Where a person ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (4) Resignation of a members does not prejudice the right of the association to recover from the person who resigned any debt owed by the person to the association, or any money or other property of the association held by the person, at the date of resignation.

**7. Fee, subscriptions etc**

- (1) The entrance fee to the association is \$1, or if any other amount has been determined by resolution of the committee, such other amount.
- (2) The annual membership fee of the association is \$2, of if any other amount has been determined by resolution of the committee that other amount.
- (3) The annual membership fee is payable-
  - (a) except as provided by paragraph (b), before 1 October in each calendar year, except for Life Members who shall be exempted from paying annual membership fees; or
  - (b) where a person becomes a member on or after 1 October in any calendar year, before 1 October in each succeeding calendar year.

**8. Members' liabilities**

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 7.

**9. Disciplining of members**

- (1) Where the committee is of the opinion that a member-
  - (a) has persistently refused or neglected to comply with a provision of these rules or by laws; or
  - (b) has persistently and willfully acted in a manner prejudicial to the interests of the association, the committee may, by resolution -
  - (c) expel the member from the association; or
  - (d) suspend the member from such rights and privileges of membership of the association as the committee may determine for a specified period.
- (2) A resolution of the committee under subrule (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under subrule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member-
  - (a) setting out the resolution of the committee and the grounds on which it is based; and
  - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the committee mentioned in subrule (2), the committee must-
  - (a) give to the member mentioned in subrule (1) an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the committee by that member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution of the committee made under subrule (1).
- (5) If the committee confirms a resolution under subrule (4), the secretary must, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 10.
- (6) A resolution confirmed by the committee under subrule (4) does not take effect –
  - (a) until the end of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period, or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with subrule 10 (4).

**10. Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under subrule 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice under subrule (1), the secretary must notify the committee which must call a general meeting of the association to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the association convened under subrule (2)-
  - (a) no business other than the question of the appeal shall be transacted; and
  - (b) the committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both, and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution made under subrule 9(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 9 (4), that resolution is confirmed.

**PART III – THE COMMITTEE**

**11. Powers of the committee**

The committee, subject to the Act, the Regulations, these rules, and to any resolution passed by the association in general meeting-

- (a) will control and manage the affairs of the association;
- (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.
- (d) A committee member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a committee meeting. The disclosure of a conflict of interest by a committee member must be recorded in the minutes of the meeting.

**12. Constitution and membership**

- (1) The Committee shall consist of the-
  - (a) Commodore;
  - (b) Vice Commodore;
  - (c) Rear Commodore Finance; and
  - (d) at least three other members filling roles as required by the club from time to time..each of whom shall be elected pursuant to rule 13 or appointed in accordance with sub-rule (4).
- (2) The Committee shall appoint or employ a person as a supernumerary to the committee to undertake the duties of secretary of the association specified at rule 14 and elsewhere in these rules. That person shall not have any of the powers specified for members of the committee.
- (3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a vacancy in the membership of the committee, 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 the appointment.

**13. Election of committee members**

- (1) Nominations of candidates for election as office-bearers of the association or as committee members-
  - (a) shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - (b) shall be delivered to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.

- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of committee members must be conducted at the annual general meeting in such manner as the committee may direct.
- (7) A person is not eligible to simultaneously hold more than 1 position on the committee.

#### **14. Secretary**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- (2) The secretary must keep minutes of-
  - (a) all elections and appointments of committee members;
  - (b) the names of members of the committee present at a committee meeting or a general meeting; and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

#### **15. Rear Commodore, Finance**

The Rear Commodore, Finance of the association must ensure the efficient and accurate-

- (a) collection and receipt of all amounts owing to the association and all payments authorised by the association; and
- (b) the keeping of correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure with the activities of the association.

#### **16. Vacancies**

For the purposes of these rules, a vacancy in the office of a member of the committee occurs if the member-

- (a) dies; or
- (b) ceases to be a member of the association; or
- (c) resigns the office; or
- (d) is removed from office pursuant to rule 17; or
- (e) becomes bankrupt or personally insolvent within the meaning of the Corporations Law; or
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under subsection 63 (1) of the Act; or
- (h) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

#### **17. Removal of committee members**

The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the committee from the office of member of the committee before the end of the member's term of office.

#### **18. Committee meetings and quorum**

- (1) The committee must meet at least 3 times in each calendar year at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be called by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subrule (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business may be transacted by the committee unless a quorum is present and if within 30 minutes after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (8) At meetings of the committee-
  - (a) the Commodore or, in the absence of the Commodore, the Vice Commodore shall preside; or
  - (b) if the Commodore and the Vice Commodore are absent, 1 of the remaining members of the committee may be chosen by the members present to preside.

**19. Delegation by committee to sub-committee**

- (1) The committee may, in writing, delegate to 1 or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than-
  - (a) this power of delegation; and
  - (b) a function which is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it considers appropriate.

**20. Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee will be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to subrule 18 (5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

**PART IV – GENERAL MEETINGS**

**21. Annual general meetings – holding of**

- (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting-
  - (a) within the period of 18 months after its incorporation under the Act, and
  - (b) within the period of 5 months after the expiration of the first financial year of the association.
- (3) Subrules (1) and (2) have effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

**22. Annual general meetings – calling of and business at**

- (1) The annual general meeting of the association shall, subject to the act, be called on a date, at a place and time and in a format that the committee considers appropriate to give members as a whole a reasonable opportunity to participate, including to hear and be heard.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is-
  - (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the committee reports on the activities of the association during the last financial year;
  - (c) to elect members of the committee; and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73 (1) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it in accordance with rule 24.
- (4) An annual general meeting must be conducted in accordance with the provisions of this Part.

**23. General meetings – calling of**

- (1) The committee may, whenever it considers appropriate, call a general meeting of the association.
- (2) The committee must, on the requisition in writing of not less than 5 per cent of adult members, call a general meeting of the association.
- (3) A requisition of members for a general meeting-
  - (a) must state the purpose of purposes of the meeting; and
  - (b) must be signed by the members making the requisition; and
  - (c) must be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to call a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a member or members referred to in subrule (4) must be called as nearly as is practicable in the same manner as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

**24. Notice**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, send by:
  - (a) e-mail to each member at the member's e-mail address appearing in the register of members, where such an address has been advised by the member; or
  - (b) prepaid post to each member at the member's postal address appearing in the register of members, when the member has not provided an e-mail address;a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the manner provided in subrule (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- (3) In addition to the notices to be sent to members in accordance with subrules (1) or (2), at the same time the secretary must place a copy of that notice on the Official CYC Notice Board, and maintain it there until the subject meeting is completed.
- (4) No business other than that specified in the notice convening a general meeting may be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under subrule 22 (2).
- (5) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

**25. General meetings – procedure and quorum**

- (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 the meeting is considering that item.
- (2) Five (5) members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 30 minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if called upon the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

**26. Presiding member**

- (1) The Commodore, or in the absence of the Commodore, the Vice Commodore shall preside at each general meeting of the association.
- (2) If the Commodore and Vice Commodore are absent from a general meeting, the members present shall elect 1 of their number to preside at the meeting.

**27. Adjournment**

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subrules (1) and 92), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

**28. Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority of lost, or 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.
- (2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken-
  - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

**29. Voting**

- (1) Subject to subrule (3), upon any question arising at a general meeting of the association a member has 1 vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

**30. Appointment of proxies**

- (1) Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form approved by the Committee.

**31. Funds - source**

- (1) The funds of the association will be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act, such other sources as the committee decides.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

**32. Funds - management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association must be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be made in accordance with the CYC Expenditure Policy.

**33. Alteration of objects and rules**

Neither the objects of the association referred to in section 29 of the Act nor these rules may be altered except in accordance with the Act.

**34. Common seal**

- (1) The common seal of the association must be kept in the custody of the secretary.

- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary.
- 35. Custody of books**  
Subject to the Act, the Regulations and these rules, the secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the association.
- 36. Inspection of books**  
The records, books and other documents of the association must be open to inspection at a place in the Territory, free of charge, by a member of the association at any reasonable hour.
- 37. Service of notice**
- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- 38. By-laws**
- (1) The committee may pass a resolution to make by-laws to give effect to this Constitution.
- (2) Members and the committee must comply with by-laws as if they were part of this constitution.
- 39. Indemnity, Insurance and Access**
- (1) The association indemnifies each committee member out of the assets of the association, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the association.
- (2) The association may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this Constitution.
- (3) A committee member has a right of access to the financial records of the association at all reasonable times.
- 40. Surplus property**
- (1) At the first general meeting of the association, the association must pass a special resolution nominating-
- (a) another association for the purpose of paragraph 92(1)(a) of the act; or
- (b) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the association.
- (2) An association nominated under paragraph (1)(a) must fulfil the requirements specified in subsection 92(2) of the Act.