



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.
ABN 30 624 557 096

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Contents

	Page
1. Name.....	3
2. Objectives.....	3
3. Powers.....	3
4. The Act.....	3
5. Classes of Members.....	4
6. Membership Fees.....	5
7. New Memberships.....	5
8. Admission and Rejection of New Members.....	5
9. Ending Memberships.....	6
10. Appeal Against Rejection or Termination of Membership.....	6
11. Register of Members and Boats.....	6
12. Prohibition on use of Information and Names.....	7
13. Membership of the Executive Committee.....	7
14. Duties of the Executive Committee.....	8
15. Accountability of the Executive Committee.....	9
16. Electing the Executive Committee.....	9
17. Resignation, Removal or Vacation of an Executive Committee member.....	10
18. Functions of the Executive Committee.....	11
19. Appointment of Subcommittees.....	11
20. Executive Committee Meetings.....	12
21. Special Executive Committee Meetings.....	12
22. Quorum and adjournment of all Executive Committee Meetings.....	13
23. Resolutions of the Executive Committee without Meeting.....	13
24. General Meetings Notice.....	13
25. Quorum and adjournment of General Meetings.....	13
26. Procedure at General Meeting.....	14
27. Voting at General Meeting.....	14
28. Annual General Meetings.....	15
29. Business to be conducted at Annual General Meeting.....	15
30. Special General Meeting.....	15
31. Appeal General Meeting.....	16
32. Asset General Meeting.....	16
33. Minutes of Meetings.....	17
34. Proxies.....	18
35. Acts Not Affected by Defects or Disqualifications.....	18
36. By-Laws.....	18
37. Alteration of Rules.....	18
38. Common Seal.....	19
39. Funds and Accounts.....	19
40. Financial Year.....	19
41. Distribution of Surplus Assets to Another Entity.....	20
Schedule 1.....	21



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



1 Name

The name of the incorporated club shall be the Lake Cootharaba Sailing Club Inc. and will be referred to hereinafter as the Club.

2 Objectives

The objectives for which the Club is established shall include:

- 2.1 Promotion and encouragement of sailing of all classes of boats at Lake Cootharaba.
- 2.2 Provide a safe environment for members and visitors to enjoy the sport of sailing.
- 2.3 Offer coaching and development for sailors to allow them to achieve their full potential in the sport.
- 2.4 Provide high standards in race management.
- 2.5 Make a positive contribution towards the Boreen Point community.

3 Powers

Subject to the Statutory requirements of the Government, Objectives of the Club and the Rules of the Sports' Governing Bodies the Club has the powers of an individual and may:

- 3.1 Enter in to contracts.
- 3.2 Acquire, hold, deal with and dispose of property and assets in accordance with these Rules.
- 3.3 Invest monies not immediately required for the running of the Club in secure Term Deposits.
- 3.4 Make charges for services and facilities it supplies.
- 3.5 Appoint, employ or remove employees or volunteers.
- 3.6 Do other things necessary or convenient to be done in carrying out its affairs.
- 3.7 No commissions or bonuses can be paid to club members or employees.

4 The Act

This Constitution has been prepared in accordance with the *Associations Incorporation Act 1981 QLD* (hereinafter referred to as "the Act"). In circumstances where there is an inconsistency between this Constitution and the Act, the Act shall prevail in accordance with section 1B of the Act.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



5 Classes of Members

There is no limit to the number of members in the Club, which may consists of the following classes:

5.1 Life Members

- a) Potential Life Members can be nominated by present Life Members and Senior Members.
- b) The Executive Committee is informed in writing at the first meeting in February of each year, of the nomination of a potential Life Member.
- c) The name of the Member nominated will be voted on at the next General Meeting of the Club and the nominated Member may be elected a Life Member of the Club on receiving a majority vote of over 75% in favour of the motion.
- d) The voting at this meeting will be by secret ballot.
- e) A Life Member shall be exempt from payment of membership fees to the Club but will be entitled to all the privileges and benefits of membership.

5.2 Family Members

- a) Family membership consists of an adult and their partner (with or without children), or an adult and children under 18 years (as at 31 May).
- b) Family members will enjoy all privileges of membership except that junior members shall not have voting rights.

5.3 Senior Members

- a) Senior Members are over the age of eighteen years (as at 31 May) and will enjoy all of the privileges of membership.

5.4 Junior Members

- a) Junior Members are under the age of eighteen years (as at 31 May) and will enjoy all privileges of membership other than voting rights.

5.5 Social Members

- a) Social members may engage in the Club's social activities. They are not to compete in sailing races or have voting rights.

5.6 Honorary Members

- a) Honorary Members may be elected at any meeting of the Executive Committee.
- b) They will have all the privileges of club membership other than voting rights.
- c) Honorary members shall be exempt from payment of membership fees.

5.7 Full Members

- a) 'Full Members' are all Life, Family and Senior Members over the age of 18 years and owe no fees to the Club.

5.8 Asset Members

- a) 'Asset Members' are all Full Members who have been members with the Club for the last five (5) consecutive years.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



6 Membership Fees

- 6.1 The membership fee for each class of membership
 - a) Is the amount decided at the last General Meeting prior to the Annual General Meeting.
 - b) Is payable when and in the way, the Executive Committee nominates.
- 6.2 Concessions may be granted to pensioners and full time students on presentation of appropriate Concession Cards.
- 6.3 Pro-rata fees will apply after 1 January of each year.

7 New Memberships

- 7.1 An applicant for membership of the Club must be proposed by one member of the Club (proposer) and seconded by another member of the Club (seconded).
- 7.2 An application for membership must be:
 - a) In writing and in the form decided by the Executive Committee; and
 - b) Signed by the applicant and the applicant's proposer and seconded.

8 Admission and Rejection of New Members

- 8.1 The Executive Committee must consider an application for membership at the next Executive Committee meeting held after it receives:
 - a) The application for membership; and
 - b) The appropriate membership fee for the application.
- 8.2 The Executive Committee must decide at the meeting whether to accept or reject the application.
- 8.3 If a majority vote of more than 50% of the members of the Executive Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied.
- 8.4 The Secretary must, as soon as practicable, provide the applicant with written notice of the decision made by the Executive Committee.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



9 Ending Memberships

- 9.1 A member may resign from the Club by giving a written notice of resignation to the Secretary.
- 9.2 The resignation takes effect at:
- a) The time the notice is received by the Secretary; or
 - b) If a later time is stated in the notice, then the later time.
- 9.3 The Executive Committee may terminate a member's membership if the member:
- a) Is convicted of an indictable offence.
 - b) Does not comply with any of the provisions of these Rules.
 - c) Owes membership fees that are in arrears for greater than 2 months.
 - d) Does not comply with the Act, these Rules, By-Laws made by the Club or the Code of Conduct as stated in the Club's Member Protection Policy.
 - e) Conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Club and fellow members.
- 9.4 Before the Executive Committee may terminate a membership, the Executive Committee must give the member a full and fair opportunity to explain why the membership should not be terminated.
- 9.5 After considering all representations made by the member, the Executive Committee is to make a final decision and the Secretary must provide the member with written notice of the decision.

10 Appeal Against Rejection or Termination of Membership

- 10.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- 10.2 A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of their rejection or termination.
- 10.3 The Secretary must within one (1) month of receiving a notice of intention to appeal, call an Appeal General Meeting as required in accordance with Rule 31 and issue a General Meeting Notice in accordance with Rule 24.

11 Register of Members and Boats

- 11.1 The Executive Committee must keep a register of the members of the Club and the register must include the following particulars for each member:
- a) The full name of the member.
 - b) The postal or residential address of the member.
 - c) The class of the member.
 - d) The date of admission as a member.
 - e) The date of death or time of resignation of the member.
 - f) Details about the termination or reinstatement of membership.
 - g) Any other particulars the Executive Committee or the members at a General Meeting decide.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



- 11.2 All registers must be open for inspection by members of the Club and be made available on request at reasonable times.
- 11.3 A member must contact the Secretary to arrange an inspection of the register.
- 11.4 The Executive Committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register if the Executive Committee has reasonable grounds for believing disclosure of the information would put a member at risk of harm.
- 11.5 The Executive Committee must keep a register for all boats and include:
- a) The owner's name.
 - b) The boat's name.
 - c) Description of the boat and class.
 - d) Trailer registration number if applicable.

12 Prohibition on use of Information and names

- 12.1 Unless otherwise approved by the Executive Committee, a member of the Club must not:
- a) Use information obtained from the Register of Members of the Club to contact, or send material to another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes.
 - b) Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

13 Membership of the Executive Committee

- 13.1 The Executive Committee of the Club consists of up to seven (7) people:
- Commodore
 - Vice Commodore
 - Rear Commodore
 - Treasurer
 - Secretary; and
 - Two (2) other Full Members the Club elects at the Annual General Meeting.



14 Duties of the Executive Committee

14.1 Commodore shall:

- a) Act as Chairman at meetings.
- b) Represent the Club at any function, meeting or event at which they or the Executive Committee think it necessary for the Club to be represented at.

14.2 Vice Commodore shall:

- a) Assist the Commodore and act in the Commodore's absence and is in charge of the bar.

14.3 Rear Commodore shall:

- a) Assist the Commodore and act in the Commodore's and Vice Commodore's absence and is in charge of sailing.

14.4 Treasurer shall:

- a) See that correct accounts and books shall be kept showing the financial affairs of the Club, and the particulars usually shown in books of account of a like nature.
- b) Receive all monies due to the Club, pay the same into the Bank Account of the Club and pay all bills when approved by the Executive Committee, keeping a correct account of the same in books provided for that purpose.
- c) As soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- d) Present a report at each Executive Committee meeting showing the state of the Club's finances.
- e) Provide at the Annual General Meeting a statement showing receipts and payments for the past year, the assets and liabilities of the Club, and a report on the finances of the Club.
- f) Be the custodian of all records, books, documents, correspondence and securities of the Club, unless such records, books, documents and securities are held by the Secretary.

14.5 Secretary shall:

- a) Perform such secretarial duties as may from time to time be required by the Club and to receive and file all mail and correspondence.
- b) Call meetings of the Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the Commodore of the Club.
- c) Keep a copy of the Treasurer's Report.
- d) Attend and prepare minutes of proceedings of all meetings of the Club and where necessary prepare agendas for the same and to do likewise for meetings of the Executive Committee and record all such minutes in the Minute Book of the Club. Such minutes shall be verified by two (2) other Executive Committee members at the next meeting.
- e) Be the custodian of all records, books, documents, correspondence and securities of the Club, unless such records, books, documents and securities are held by the Treasurer.
- f) Maintain the Register of Members and Register of Boats of the Club.
- g) Keep a list of all members as defined in Rule 11. The list and register is to be updated within one month after the Annual General Meeting and upon the convening of a meeting requiring specific members types.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



15 Accountability of the Executive Committee

- 15.1 As the Club is an incorporated association personal liability is limited. However Executive Committee members still have a duty to the Club and may still be held personally accountable if they:
- a) Deliberately fail to act in the best interests of the Club.
 - b) Abuse their powers as Executive Committee members.
 - c) Fail to avoid conflict of interests.
 - d) Fail to exercise due care, skill and diligence.
- 15.2 The then present Executive Committee must ensure that, before a candidate is elected as a member of the Executive Committee, the candidate is advised:
- a) Whether or not the Club has public liability insurance; and
 - b) If the Club has public liability insurance, the amount of that insurance and what the insurance covers.

16 Electing the Executive Committee

- 16.1 A member of the Executive Committee may only be elected as follows:
- a) Any two (2) members of the Club may nominate a Full Member (the candidate) to serve as a member of the Executive Committee
 - b) The nomination must be:
 - i) In writing;
 - ii) Signed by the candidate and the members who nominated them; and
 - iii) Given to the Secretary at least 14 days before the Annual General Meeting at which the election is to be held.
 - c) Each member of the Club present and eligible to vote at the Annual General Meeting may vote for one (1) candidate for each position on the Executive Committee.
 - d) If there are not enough candidates nominated to form a complete Executive Committee, then nominations may be taken from the floor during the Annual General Meeting.
- 16.2 A person may be a candidate only if the person:
- a) Is a Full Member; and
 - b) Is not ineligible to be elected as a member in accordance with section 61A the Act.
- 16.3 A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Club for at least seven (7) days immediately before the Annual General Meeting.
- 16.4 If required by the Executive Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



17 Resignation, Removal or Vacation of Office of the Executive Committee

- 17.1 A member of the Executive Committee may resign from the Executive Committee by giving written notice of resignation to the Secretary.
- 17.2 The resignation takes effect at:
- a) The time the notice is received by the Secretary.
 - b) If a later time is stated in the notice, then the later time.
- 17.3 A member may be removed from office at a General Meeting of the Club if a majority of more than 50% of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 17.4 Before a vote of members is taken to remove the member from office, the member must be given a full and fair opportunity to explain why he or she should not be removed from office.
- 17.5 A member has no right of appeal against the members' removal from office under this rule.
- 17.6 An Executive Member immediately vacates their office in all circumstances set out in section 64(2) of the Act.
- 17.7 The continuing members of the Executive Committee may act despite a vacancy on the Executive Committee.
- 17.8 If a vacancy occurs in the Executive Committee, the continuing members of the committee may appoint another member of the Club to fill the vacancy until the next Annual General Meeting.
- 17.9 If the number of Executive Committee members is less than 50% of the members elected to the Executive Committee as at the last Annual General Meeting, the continuing Executive Committee members may act only to:
- a) Increase the number of Executive Committee members to more than 50% of the members elected to the Executive Committee as at the last Annual General Meeting so as to form a quorum.
 - b) Call a General Meeting.
- 17.10 If the position of Secretary becomes vacant and no eligible member fills the position within one (1) month after the vacancy the Executive Committee may appoint a person in a paid position as Secretary, until such time as the position is filled by an eligible and volunteering member.
- 17.11 The Executive Committee may at any time remove a person appointed by the Committee as a paid Secretary.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



18 Functions of the Executive Committee

- 18.1 Subject to these rules or a resolution of the members of the Club carried at a General Meeting, the Executive Committee has the general control, management and administration of the affairs, property and funds of the Club.
- 18.2 The Executive Committee has authority to interpret the meaning of these rules and any matter relating to the Club on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 18.3 Subject to Rules 3 and 32 the Executive Committee may exercise the powers of the Club:
- i) To borrow, raise or secure the payment of amounts in a way the members of the Club decide.
 - ii) To secure the amounts mentioned in paragraph i) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Club's property, both present and future.
 - iii) To purchase, redeem or pay off any securities issued.
 - iv) To borrow amounts from parties and pay interest on the amounts borrowed.
 - v) To issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club.
 - vi) To provide and pay off any securities issued.
 - vii) To invest in a way the members of the Club may from time to time decide according to Rule 3.
- 18.4 For Rule 18.3 iv) the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- a) The financial institution for the Club.
 - b) If there is more than one (1) financial institution for the Club then the rate shall be determined by the financial institution nominated by the Executive Committee.

19 Appointment of Subcommittees

- 19.1 The Executive Committee may appoint a Subcommittee consisting of members of the Club considered appropriate by the committee to help with the conduct of the Club's operations.
- 19.2 A member of a Subcommittee must be a full member of the Club.
- 19.3 A member of the Subcommittee who is not a member of the Executive Committee is not entitled to vote at an Executive Committee meeting.
- 19.4 A Subcommittee may elect a Chairperson of its meetings.
- 19.5 If a Chairperson is not elected, or if the Chairperson is not present within fifteen (15) minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- 19.6 A Subcommittee may meet and adjourn as it considers appropriate.
- 19.7 A question arising at a Subcommittee meeting is to be decided by a majority vote of 50% of the members present at the meeting and if the votes are equal, the question is decided in the negative.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



20 Executive Committee Meetings

- 20.1 Subject to this rule, the Executive Committee may meet and conduct its proceedings as it considers appropriate.
- 20.2 The Executive Committee must meet monthly during the sailing season, with a minimum of 10 meetings in a year, to exercise its functions.
- 20.3 The Executive Committee must decide how a meeting is to be called.
- 20.4 Notice of a meeting is to be given in the way decided by the Executive Committee.
- 20.5 The Executive Committee may hold meetings and permit Executive Committee Members to take part in meetings by using any technology that reasonably allows the Executive Committee Member to hear and take part in discussions as they happen. An Executive Committee Member who participates in a meeting using such technology is taken to be present at the meeting.
- 20.6 A question arising at an Executive Committee meeting is to be decided by a majority vote of 50% of the members of the committee present at the meeting and if the votes are equal, the question is decided in the negative.
- 20.7 An Executive Committee Member must not vote on a question about a contract or proposed contract with the Club if the Executive Committee Member has an interest in the contract or proposed contract. If the Executive Committee Member does vote, the vote must not be counted.
- 20.8 The Commodore is to preside as chairperson at an Executive Committee meeting.
- 20.9 If there is no Commodore or if the Commodore is not present within 10 minutes after the time fixed for an Executive Committee meeting, the Vice Commodore is to preside as chairperson at the meeting. If the Vice Commodore is also not present the Rear Commodore is to preside as chairperson. If the Rear Commodore is also not present the Executive Committee may nominate one (1) Executive Committee member present to preside as chairperson.

21 Special Executive Committee Meetings

- 21.1 If the Secretary receives a written request signed by at least three (3) of the members of the Executive Committee, the Secretary must call a Special Meeting of the committee by giving each member of the Committee, notice of the meeting within fourteen (14) days after the Secretary receives the request.
- 21.2 If the Secretary is unable to call the Special Executive Meeting, the Commodore must call the meeting.
- 21.3 A request for a Special Executive Meeting must state:
 - a) Why the special meeting is called; and
 - b) The business to be conducted at the meeting.
- 21.4 A notice of a Special Executive Meeting must state:
 - a) The day, time and place of the meeting; and
 - b) The business to be conducted at the meeting.
- 21.5 A Special Meeting of the Executive Committee must be held within fourteen (14) days after notice of the meeting is given to the members of the Executive Committee.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



22 Quorum and Adjournment of all Executive Committee Meetings

- 22.1 At an Executive Committee meeting, more than 50% of the members elected to the Executive Committee as at the last Annual General Meeting form the quorum.
- 22.2 If there is no quorum within thirty (30) minutes after the time fixed for an Executive Committee meeting is called, the meeting lapses.
- 22.3 The Executive Committee members present at a lapsed meeting are to decide the day, time and place of the adjourned meeting and inform all Executive Committee members of those details.
- 22.4 If, at an adjourned meeting, there is still no quorum within thirty (30) minutes after the time fixed for the meeting, then the Executive Committee members present shall form the quorum.

23 Resolutions of the Executive Committee without Meeting

- 23.1 A written resolution signed by each member of the Executive Committee is as valid and effectual as if it had been passed at an Executive Committee meeting that was properly called and held.

24 General Meeting Notice

- 24.1 The Secretary may call a General Meeting of the Club.
- 24.2 The Secretary must give at least fourteen (14) days notice of the meeting to each member of the Club.
- 24.3 If the Secretary is unable or unwilling to call the meeting, the Commodore must call the meeting.
- 24.4 A notice of a General Meeting must state the agenda.
- 24.5 The Executive Committee may decide the way in which the notice must be given, subject to the following meetings that must be given in writing:
- a) A call for the Annual General Meeting in accordance with Rule 28.
 - b) A call for an Appeal General Meeting in accordance with Rule 31.
 - c) A call for an Asset General Meeting in accordance with Rule 32.

25 Quorum and Adjournment of General meeting

- 25.1 The quorum for a general meeting is a minimum of four (4) Executive Members and eight (8) Full Members and no business may be conducted at a General Meeting unless this quorum is filled.
- 25.2 If there is no quorum within thirty (30) minutes after the time fixed for the General Meeting, the meeting lapses and:
- a) Will be adjourned and the members of the Executive Committee and Full Members at the lapsed meeting who are present are to decide the day, time and place of the adjourned meeting, to be held not less than one (1) month and not greater than three (3) months from the lapsed meeting.
 - b) Within fourteen (14) days of the lapsed meeting the Secretary is to provide a Notice of General Meeting in accordance with Rule 24.
 - c) If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time fixed for the meeting, the members present shall form the quorum.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



- 25.3 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 25.4 If a meeting is adjourned under Rule 25.3, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting. In these circumstances the Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for more than thirty (30) days. If the meeting is adjourned for more than thirty (30) days then the Secretary is to provide a General Meeting Notice in accordance with Rule 24.

26 Procedure at General Meeting

- 26.1 A Full Member may take part and vote in a General Meeting in person, by proxy or by using any technology that reasonably allows the member to hear and take part in discussions as they happen. A member who participates in a meeting using such technology is taken to be present at the meeting.
- 26.2 At each General Meeting:
- a) The Commodore is to preside as chairperson.
 - b) If there is no Commodore or if the Commodore is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the Vice Commodore will be the Chairman or if the Vice Commodore is not present or is unwilling to act, the members present must elect one (1) of their number to be chairperson of the meeting.
 - c) The chairperson must conduct the meeting in a proper and orderly way.

27 Voting at General Meeting

- 27.1 At a General Meeting, each question, matter or resolution, must be decided by a majority vote of more than 50% of the members present and eligible to vote at the meeting.
- 27.2 Each member present and eligible to vote is entitled to one (1) vote only and if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 27.3 A member is not entitled to vote at a General Meeting if the member's annual subscription is in arrears at the date of the meeting.
- 27.4 The method of voting is to be decided by the Executive Committee.
- 27.5 However, if at least 20% of the members present demand a secret ballot, then voting must be by secret ballot.
- 27.6 If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.
- 27.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



28 Annual General Meetings

28.1 Each Annual General Meeting must be held:

- a) At least once each year; and
- b) Within two (2) months after the end date of the Club's reportable financial year.

29 Business to be conducted at Annual General Meeting

29.1 The following business must be conducted at each Annual General Meeting of the Club:

- a) Receiving of the Executive Committee's report.
- b) Receiving the Club's financial statement and audit report for the last reportable financial year.
- c) Presenting the financial statement and audit report to the meeting for adoption.
- d) Electing members of the Executive Committee.
- e) Appointing an auditor for the present financial year.
- f) The election of the Patron.

30 Special General Meetings

30.1 If the Secretary receives a written request signed by at least four (4) Executive Committee members or eight (8) Full Members, the Secretary must call a Special General Meeting by giving each Executive Committee member and each Full Member, notice of the meeting within fourteen (14) days after the Secretary receives the request.

30.2 If the Secretary is unable to call the Special General Meeting, the Commodore must call the meeting.

30.3 A request for a Special General Meeting must state:

- a) Why the Special General Meeting is called; and
- b) The business to be conducted at the meeting.

30.4 A notice of a Special General Meeting must state:

- a) The day, time and place of the meeting; and
- b) The business to be conducted at the meeting.

30.5 The quorum of a Special General Meeting shall be the same as that of a General Meeting as set out in Rule 25.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



31 Appeal General Meeting

- 31.1 The Appeal General Meeting must be held within 3 months after the Secretary receives a written notice of intention to appeal:
- a) To reject an application for membership.
 - b) To terminate a person's membership.
- 31.2 At the meeting, the applicant must be given a full and fair opportunity to explain why the application should not be rejected or membership not be terminated.
- 31.3 The members of the Executive Committee who rejected the application or terminated the membership must be given a full and fair opportunity to explain why the application should be rejected or membership be terminated.
- 31.4 The quorum of an Appeal General Meeting shall be the same as that of a General Meeting as set out in Rule 25.
- 31.5 The voting of an Appeal General Meeting must be conducted by a secret ballot.
- 31.6 An appeal must be decided by a majority vote of more than 50% of the members present and eligible to vote at the meeting. If the votes are equal then the appeal is unsuccessful.
- 31.7 If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the full membership fee paid.
- 31.8 If a person whose membership has been terminated does not appeal against the decision within one month after receiving written notice or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund their membership fee on a pro-rata basis.

32 Asset General Meeting

- 32.1 Any application, request, motions or call to buy, sell, disburse, change ownership, control or deal in any way with any asset owned or proposed to be purchased by the Club including land, buildings, real estate, renovations, investments and funds where the transaction or related transactions exceed \$100,000 in value **or** a motion to amend or repeal this Rule 32 can only be made in accordance with this Rule 32 and must be made as follows:
- a) Be in writing; and
 - b) State the nature and intention of the motion; and
 - c) Explain why and how the request will benefit the Club; and
 - d) Be supported and signed by at least 75% of the members elected to the Executive Committee as at the last Annual General Meeting **or** be supported and signed by a minimum of eight (8) Asset Members and one (1) Executive Committee member; and
 - e) Be delivered to the Secretary.
- 32.2 If the Secretary receives a request as described in Rule 32.1 the Secretary must ensure that the request complies with all requirements as set out in Rule 32.1 a) to e). If the request is not compliant the Secretary must within fourteen (14) days return the request to the persons whom provided it and indicate what components of the request have not been complied with.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



- 32.3 If the Secretary receives a request as described in Rule 32.1 and is satisfied that it complies with the requirements set out in Rule 32.1 a) to e), the Secretary must within 28 days update the list of Asset Members and call an Asset General Meeting by giving each Executive Committee Member and each Asset Member of the Club an Asset General Meeting Notice that must:
- a) State the nature of the motion; and
 - b) Attach a copy of the valid written request; and
 - c) State the requirements for the motion to pass as detailed in Rules 32.4 & 32.5; and
 - d) State the location, date and time on which the Asset General Meeting will be convened that must not be less than one (1) month and not greater than three (3) months from the date of the Asset General Meeting Notice.
- 32.4 The quorum of an Asset General Meeting is at least four (4) Executive Members and eight (8) Assets Members. If there is no quorum within 30 minutes after the time fixed for the Asset General Meeting, the meeting lapses and:
- a) Will be adjourned and the members of the Executive Committee and Asset Members at the lapsed meeting who are present are to decide the day, time and place of the adjourned meeting, to be held not less than one (1) month and not greater than three (3) months from the lapsed meeting.
 - b) Within fourteen (14) days of the lapsed meeting the Secretary is to provide a new Asset General Meeting Notice in accordance with Rule 32.3.
 - c) If at the adjourned meeting a quorum is still not present within 30 minutes from the time fixed for the meeting then the Asset General Meeting lapses again and must be adjourned in accordance with Rule 32.4 until such time as the quorum of at least four (4) Executive Members and eight (8) Assets Members is filled. No request under Rule 32 can be passed until the quorum is filled.
- 32.5 An Asset General Meeting must be decided by a majority vote of more than 50% of the members present and eligible to vote at the meeting. If the votes are equal then the appeal is unsuccessful.

33 Minutes of Meetings

- 33.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each meeting are recorded and entered in a minute book.
- 33.2 To ensure the accuracy of the minutes:
- a) The minutes of each General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting, verifying their accuracy.
 - b) Minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting or Annual General Meeting, verifying their accuracy.
- 33.3 If asked by a member of the Club, the Secretary must, within twenty eight (28) days after the request is made:
- a) Make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place.
 - b) Give the member copies of the minutes of the meeting.
- 33.4 The Club may require the member to pay the reasonable costs of providing copies of the minutes and any other relevant documents requested.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



34 Proxies

- 34.1 An instrument appointing a proxy must be in writing and may be in the form as detailed in Schedule 1 to this Constitution.
- 34.2 The instrument appointing a proxy must if the appointer is an individual, be signed by the appointer, properly authorised in writing.
- 34.3 A proxy must be a member of the Club.
- 34.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 34.5 Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 34.6 If authorised by the appointer the proxy may vote as the proxy considers appropriate.

35 Acts Not Affected by Defects or Disqualifications

- 35.1 An act performed by the Executive Committee, a subcommittee or a person acting as a member of the Executive Committee, is taken to have been validly performed. This applies even if the act was performed when:
 - a) There was a defect in the appointment of a member of the Executive Committee, subcommittee or person acting as a member of the Executive Committee.
 - b) An Executive Committee member, subcommittee member or person acting as a member of the Executive Committee has since been disqualified from being a member of the Club.

36 By-Laws

- 36.1 The Executive Committee may make, amend or repeal By-Laws, not inconsistent with these rules, for the internal management of the Club.
- 36.2 A By-Law may be set aside by a vote of members at a General Meeting.

37 Alteration of Rules

- 37.1 Subject to the Act and Rule 32, these rules may be amended, repealed or added to by a resolution carried at a General Meeting.
- 37.2 An amendment, repeal or addition is valid only if it is registered by the chief executive.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



38 Common Seal

- 38.1 The Executive Committee must ensure the association has a common seal.
- 38.2 The common seal must be:
- a) Kept securely by the Executive Committee
 - b) Used only under the authority of the Executive Committee.
- 38.3 Each instrument to which the seal is attached, must be signed by a member of the Executive Committee and countersigned by:
- a) The Secretary
 - b) Another member of the Executive Committee
 - c) Someone authorised by the Executive Committee.

39 Funds and Accounts

- 39.1 The funds of the Club must be kept in an account in the name of the Club in a financial institution decided by the Executive Committee.
- 39.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- 39.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt
- 39.4 A payment by the Club may be by cash (in accordance with the By-Laws of this constitution), cheque or electronic funds transfer.
- 39.5 A payment made by cheque must be signed by any 2 of the authorised bank account signatories.
- 39.6 A payment made by electronic transfer must be authorised and signed by any 2 of the authorised bank account signatories.
- 39.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 39.8 A petty cash account must be kept on the imprest system in accordance with the By-Laws.
- 39.9 All expenditure must be approved or ratified at an Executive Committee meeting.

40 Financial Year

The end date of the Club's financial year is 31 May in each year.



CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.



41 Distribution of Surplus Assets to Another Entity

41.1 This rule applies if the Club:

- a) is wound-up under part 10 of the Act and
- b) has surplus assets.

41.2 The surplus assets must not be distributed among the members of the Club.

41.3 The surplus assets must be given to another entity:

- a) having objects similar to the Club's objects
- b) the rules of which prohibit the distribution of the entity's income and assets to its members.

41.4 In this rule, surplus assets means, the assets after payment of debts and liabilities remaining on a winding-up of the Club and the costs, charges and expenses of the winding-up – in accordance with section 92(3) of the Act.



**CONSTITUTION
OF THE
LAKE COOTHARABA SAILING CLUB INC.**



SCHEDULE 1



**Lake Cootharaba Sailing Club Inc.
PROXY NOMINATION
FORM**



I,of

Being a member of the Lake Cootharaba Sailing Club Inc., appoint

of as my proxy to vote for me on my behalf at the:

(Tick one (1) box only)

- Annual General Meeting
- General Meeting
- Special General Meeting
- Appeal General Meeting
- Asset General Meeting

Of the Lake Cootharaba Sailing Club Inc., to be held on the day of 20.....
and at any adjournment of that meeting.

OR

- For all meetings from the period day of 20..... to day of 20.....

This Form is to be used:

(Tick one (1) box only)

- In favour of the resolution.
- Against the resolution.
- As determined by my proxy.

Signed this day of 20.....

Signature: