



Mornington Yacht Club Constitution

Adopted by the members on 23 November 2016

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CONSTITUTION

1. NAME AND NATURE OF COMPANY

- 1.1. The name of the company is Mornington Yacht Club ACN 004 625 414 ("the Club"). The Club is a company constituted in accordance with the *Corporations Act* and is a not for profit corporation whose members' liability is limited by guarantee.

2. DEFINITIONS AND INTERPRETATION

- 2.1. In this constitution, unless the context requires otherwise:

"Act" means the *Corporations Act 2001*

"Board" means the Board of Directors of the Club appointed under this Constitution

"Chief Executive Officer" means the person appointed by the Board to perform the duties of Chief Executive Officer of the Club.

"Director" means a member of the Board and includes any person acting in that capacity from time to time appointed under this Constitution.

"General Meeting" means the annual or any special general meeting of the Club.

"Non-voting member" as defined in sub-clause 9.2 of this Constitution.

"Official Notice Board" means the Member's Notice Board including any electronic Notice Board posted on the Club's website or the Club's App.

"Poll" means a secret ballot taken to decide the results of a resolution at a meeting and used as an alternative to a show of hands.

"Rules" means a rule made by the Board in accordance with clause 18.

"Secretary" means any person appointed to perform the duties of the Secretary of the Club.

"Volunteer" is a person who at the Club's request provides services to or on the Club's behalf without fee or monetary reward.

"Voting Member" as defined in sub-clause 9.1 of this Constitution

"Writing" includes emails, forms and other documents sent electronically.

- 2.2. Unless the context requires otherwise:

- Words or expressions in this Constitution have the same meaning as in the Act
- This Constitution will be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958*

- 2.3. Any provision of this Constitution in conflict with the *Corporations Act* or any other law will be read down and severed from the Constitution without affecting any other part not in conflict.

3. OBJECTS OF THE CLUB

- 3.1. The Club is established solely for the Objects. The Objects of the Club are established to:
- (a) conduct, encourage, promote and advance the sport of Sailing throughout the local community;
 - (b) act, at all times, on behalf of and in the interest of the Members and the sport of Sailing in the local community;
 - (c) affiliate and otherwise liaise with Yachting peak bodies of which the Club is a Member to further these Objects;
 - (d) advance the operations and activities of the Club throughout the local community; and
 - (e) have regard to the public interest in its operations.

4. POWERS OF THE CLUB

- 4.1. The Club's powers under the Act are not restricted except as provided by this Constitution and the Act.

5. INCOME AND PROPERTY

- 5.1. The income and property of the Club must be applied solely toward the promotion of the objects of the Club. No part of the property of the Club may be directly or indirectly paid or transferred by way of dividend, bonus, by way of profit or otherwise to a member except as provided in this Constitution.
- 5.2. Payment may be made to a member of the Club for:
- (a) services rendered;
 - (b) goods supplied or hired to the Club; and
 - (c) interest on a loan of money.
- 5.3. Payment and the rate of interest paid to any member must not exceed that which would normally be paid if that person was not a member.
- 5.4. In this sub-clause "officer" has the same meaning as in the Act. The Club may reimburse any officer of the Club for the reasonable cost of public company officer's liability insurance.
- 5.5. Distributions may not be made to members and fees may not be paid to members of the Board.
- 5.6. The Board must approve all payments that the Club makes to a member of the Board.

5.7. The two immediately preceding sub-clauses take precedence over any other provisions of this Constitution.

6. MEMBER LIABILITY

6.1. The liability of each member of the Club is limited to the sum of \$250.00.

6.2. Each member undertakes to contribute to the assets of the Club, if the Club is wound up while he or she is a member, or within one year after he or she ceases to be a member, for:

- (a) payment of the debts and liabilities of the Club (incurred before he or she ceases to be a member);
- (b) the costs, charges, and expenses of winding up; and
- (c) the adjustment of the rights of the contributories amongst themselves.

6.3. Subject to sub-clause 6.1, each member is bound by the Constitution and any rules made under it. Each member must comply with any lawful direction given by or with the authority of the Board.

7. WINDING UP

7.1. If the company is wound up, its surplus assets must not be distributed to any member.

7.2. The surplus assets must be given to an entity that:

- (a) has similar objects to the Club; and
- (b) also prohibits the distribution of any surplus, income and assets to its members to at least as great an extent as the Club.

7.3. The persons who are members at or before the time of the winding up must decide which institution or institutions receive the surplus. A court may make that decision if the members fail to do so.

8. MEMBERSHIP ELIGIBILITY AND APPLICATION

8.1. Any person who supports the objects of the Club is eligible for membership.

8.2. An application for membership must be:

- (a) in writing, stating that the applicant:
 - (i) wishes to become a member of the Club;
 - (ii) supports the objects of the Club;
 - (iii) agrees to comply with the Constitution and Rules of the Club; and

- (iv) undertakes to contribute up to \$250 to the company's property, if the Club is wound up;
- (v) signed by the applicant; and
- (vi) accompanied by the appropriate fee (if any).

8.3. Discretion to Accept or Reject Application

- (a) The Board may accept or reject an application whether the applicant has complied with the requirements in clause 8.2 or not. The Board shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Board accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Club Board. The Register shall be amended accordingly as soon as practicable.
- (c) Where the Board rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.

8.4. Renewal

- (a) Members (other than Life Members) must renew their membership annually in accordance with the procedures set down by the Club in Rules from time to time.

8.5. Deemed Membership.

- (a) All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) Any Members of the Club, prior to approval of this Constitution under the Act, who are not deemed Members, under clause 9, shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

9. MEMBERSHIP CLASSES

9.1. The Members of the Club shall consist of two classes:

- (a) Voting Members who shall be Honorary Life Members, Senior Members and Family Senior Members admitted to membership on such terms and conditions as the Board shall from time to time determine.
- (b) Non-Voting Members who shall be Limited Crew Members, Youth Members, Student Members, Junior Members, Social Members, Honorary Members, Day Members, and Suspended Members admitted to membership on such terms and conditions as the Board shall from time to time determine.

9.2. The Board shall as required from time to time determine other categories of membership.

9.3. Patron/Commodore-in-Chief

- (a) The Members at a General Meeting may upon the recommendation of the Board appoint a Commodore-in-Chief or a Patron of the Club;
- (b) The Patron/Commodore-in-Chief is entitled to all the privileges of Membership but does not have a voting right;
- (c) The Patron/Commodore-in-Chief is not eligible for election as an Officer or Board Member.

10. VISITORS

10.1. A Member, other than a Junior Member, may invite visitors onto areas of the Club that are licensed under the *Liquor Control Reform Act 1998* (or any other Liquor Act then in force from time to time) for the day of visit only provided that:

- (a) visitors' names are recorded in the relevant sign in process and signed by the inviting Member; and
- (b) the inviting Member is responsible for his or her visitor's conduct.

10.2. No person shall be admitted as visitor under this clause:

- (a) who has been rejected as a candidate for Membership;
- (b) whose admission as an Honorary Member has been refused;
- (c) who has been expelled from the Club;
- (d) who is in default of payment of any monies owed to the Club for which the Club may institute, or has instituted, recovery proceedings.

10.3. The above clauses do not prevent the Board authorising visitors to attend a function or other occasion on the Club's premises that is conducted under the conditions of its liquor licence and any other conditions or restrictions imposed by the Board.

11. MEMBERSHIP FEES AND LEVIES

11.1. The annual membership subscription, fees or other levies shall be payable by Members to the Club at a time and in a manner of payment as shall be determined by the Board.

12. DISCONTINUANCE OF MEMBERSHIP

12.1. Notice of Resignation

- (a) A Member who has paid all arrears and fees payable to the Club may resign or withdraw from membership of the Club by giving one month's notice in writing to the Club;
- (b) Once the Club receives a notice of resignation of membership, it must make an entry in the Register that records the date on which the Member ceased to be a Member.

12.2. Discontinuance for Breach

- (a) Membership of the Club may be discontinued by the Board in accordance with the Disciplinary procedure outlined in clause 13;
- (b) Non-payment of fees

12.3. Member to Re-Apply

- (a) A Member whose membership has been discontinued under sub-clause 12.2:
 - (i) must seek renewal or re-apply for membership in accordance with this Constitution; and
 - (ii) may be re-admitted at the discretion of the Board.

12.4. Forfeiture of Rights

- (a) A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club, its property and shall not use any property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

12.5. Membership may be reinstated

- (a) Membership which has been discontinued under this clause 12 may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

12.6. Refund of Membership Fees

- (a) Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

13. DISCIPLINE OF MEMBERS

13.1. The Club may take disciplinary action against a Member if it is determined that the Member:

- (a) has failed to comply with this Constitution or the Club Rules;
- (b) refuses to support the purposes of the Club;
- (c) has engaged in conduct prejudicial to the Club; or
- (d) has engaged in conduct unbecoming a Member.

13.2. Disciplinary Sub-Committee

- (a) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a Disciplinary Sub-Committee to hear the matter and determine what action, if any, to take against the Member.

13.3. The Members of the Disciplinary Sub-Committee:

- (a) may be Board Members, Members or anyone else; but
- (b) must not be biased against, or in favour of, the Member concerned.

13.4. Notice to Member

- (a) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
 - (i) stating that the Club proposes to take disciplinary action against the Member;
 - (ii) stating the grounds for the proposed disciplinary action;
 - (iii) specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action ("Disciplinary Meeting"); and
 - (iv) advising the Member that he or she may do one or both of the following:
 - attend the Disciplinary Meeting and address the Disciplinary Sub-Committee at that meeting;
 - give a written statement to the Disciplinary Sub-Committee at any time before the Disciplinary Meeting; and
 - setting out the Member's appeal rights under sub-clause 13.9.

13.5. The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

13.6. Decision of Disciplinary Sub-Committee

- (a) At the Disciplinary Meeting, the Disciplinary Sub-Committee must:
 - (i) give the Member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the Member.

13.7. After complying with clause 13.6, the Disciplinary Sub-Committee may, as it sees fit:

- (a) take no further action against the Member;
- (b) reprimand the Member;
- (c) suspend the membership rights of the Member for a specified period;
- (d) fine the Member; or
- (e) expel the Member from the Club.

- 13.8. The suspension of Membership rights or the expulsion of a Member by the Disciplinary Sub-Committee under this sub-clause takes effect immediately after the decision is made.
- 13.9. Appeal Rights
- (a) A person, whose membership rights have been suspended, has been fined or who has been expelled from the Club under Rule 13.7 may give notice to the effect that they wish to appeal against the suspension, fine or expulsion.
 - (b) A notice must be in writing and given:
 - (i) to the Disciplinary Sub-Committee immediately after the vote to suspend, fine or expel the person is taken; or
 - (ii) to the Secretary not later than 48 hours after the vote.
 - (c) If a person has given notice under this clause, a Disciplinary Appeal Meeting must be convened by the Board in accordance with clause 13.10 as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 13.10. Notice of the Disciplinary Appeal Meeting must be given as soon as practicable to each Member who is entitled to vote under clause 9 and must state:
- (a) the date, time and place of the meeting;
 - (b) the name of the person against whom the disciplinary action has been taken;
 - (c) the grounds for taking that action; and
 - (d) that at the disciplinary appeal meeting, the Members present must vote on whether the decision to suspend, fine or expel the person should be upheld or revoked.
- 13.11. Conduct of Disciplinary Appeal Meeting
- (a) At a Disciplinary Appeal Meeting:
 - (i) no business other than the question of the appeal may be conducted;
 - (ii) the Disciplinary Sub-Committee must state the grounds for suspending, fining or expelling the Member and the reasons for taking that action; and
 - (iii) the person whose membership has been suspended or who has been fined or who has been expelled must be given an opportunity to be heard.
- 13.12. After complying with clause 13.11 the Members present and entitled to vote at the meeting must be polled on the question of whether the decision to suspend, fine or expel the person should be upheld or revoked.
- 13.13. A Member may vote by proxy at the meeting pursuant to Clause 27;

13.14. The decision of the Disciplinary Sub-Committee is upheld if a majority of the Members voting at the Disciplinary Appeal Meeting vote in favour of the decision.

14. REGISTER OF MEMBERS

14.1. Club to keep Register

- (a) The Club shall keep and maintain a Register in which shall be entered (as a minimum):
 - (i) the full name, address and date of entry of each Member, including the details of parent or guardian for Junior Members; and
 - (ii) where applicable, the date of termination of membership of any Member.

14.2. Members shall provide notice of any change and required details to the Club within one month of such change.

14.3. Use of Register

- (a) Subject to the Act and confidentiality considerations the Register may be used to further the Objects, in such manner as the Board considers appropriate. The Club shall ensure Members can opt out of having their details listed in the Yearbook.

14.4. Inspection of Register

- (a) Having regard to the Act, confidentiality considerations, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copied) by Members, upon reasonable request.

15. FLAG OFFICERS OF THE CLUB

15.1. The Flag Officers of the Club are (in order of precedence)

- (a) the Commodore;
- (b) the Vice Commodore;
- (c) the Rear Commodore;
- (d) the Club Captain.

15.2. The Commodore may not hold such office for more than three consecutive one year terms but may be elected to another office or as a member of the Board following service as Commodore.

16. COMPOSITION OF THE BOARD

16.1. The Board of Directors shall comprise:

- (a) the Flag Officers;

- (b) the Treasurer; and
- (c) not more than 6 other voting members all of whom are elected as provided in clause 17

17. ELECTION OF DIRECTORS

- 17.1. The Flag Officers, the Treasurer and the other Board members must be elected at the Annual General Meeting (except where vacancies are being filled). They hold office from the date of such meeting until the election at the next Annual General Meeting when all positions are declared vacant.
- 17.2. Each Flag Officer, Treasurer and each other member of the retiring Board is eligible and is deemed to be nominated for election at the Annual General Meeting for the position held by that person before the election, unless any retiring member has indicated in writing to the Secretary or Commodore that he or she does not wish to stand for re-election.
- 17.3. Any Member proposing to stand for the position of any Flag Officer, Treasurer or as a member of the Board, not deemed to have been nominated by reason of clause 17.2 must be nominated in writing by another voting member and seconded in writing by another voting member.
- 17.4. The nomination of a candidate under clause 17.3 must be:
 - (a) signed by the candidate; and
 - (b) lodged with the Secretary not less than 14 days prior to the date of the Annual General Meeting.
- 17.5. The candidate for election to the Board, the proposer and the seconder must be financial at the time of nomination. The candidate must not have served more than twelve [12] consecutive years as a Board member.
- 17.6. The Secretary must:
 - (a) at least 21 days before the Annual General Meeting, notify all members entitled to vote of the closing date for nominations and the date of the Annual General Meeting; and
 - (b) display in a conspicuous place in the clubhouse all nominations together with the name of the proposer and seconder immediately they are received. The nomination must remain on display for not less than 7 days before the Annual General Meeting.
- 17.7. Elections will be conducted as follows;
 - (a) the method of election must be determined by the Board;

- (b) balloting lists will be prepared by the Secretary containing the names of the candidates only in alphabetical order;
- (c) the Board must appoint two scrutineers to supervise and assist in the conduct of the election;
- (d) the Secretary must maintain a ballot box and must prepare a list of members entitled to vote;
- (e) on the day of the election the scrutineers will remove the locked ballot box and a list of members entitled to vote to the place of voting;
- (f) each member entitled to vote and present in person or by proxy at the Annual General Meeting is entitled to vote for any number of such candidates not exceeding the number of vacancies;
- (g) as soon as is practicable after the close of voting the scrutineers must certify the result of the ballot by notice in writing signed by both scrutineers and delivered to the Secretary. The Secretary must advise the members of the result at the first reasonable opportunity after receipt of the certified notice of the result of the ballot.

17.8. The Board may nominate a sufficient number of voting members to stand if there are insufficient nominations for the Board, or if there is no nomination for the position of a Flag Officer or the Treasurer.

18. POWERS AND DUTIES OF THE BOARD

18.1. The Board controls all business matters in connection with the management of the Club and may exercise all powers of the Club as are not required to be exercised by the Members at a general meeting.

18.2. All cheques, promissory notes and negotiable instruments on behalf of the Club must be signed by, and any electronic funds transfer must be specifically authorised by, any two of the following namely:

- (a) the Commodore;
- (b) the Vice Commodore;
- (c) the Rear Commodore;
- (d) the Club Captain;
- (e) the Treasurer;
- (f) another member of the Board; or
- (g) the Chief Executive Officer or the Secretary.

However, the Board may also delegate to those or other persons for limited purposes, for a limited time, for limited amounts or in accordance with agreed budgets to so sign or authorize but the delegation ends at the end of the next annual general meeting unless ended earlier by the Board.

- 18.3 The Board must meet for a minimum of 11 times per year and may adjourn and otherwise regulate its meetings as it thinks fit. Any two members of the Board may at any time summon a meeting of the Board and the Secretary shall on the requisition of such Members summon a meeting of the Board.
- 18.3. The Board has power to make Rules for the proper control, administration and management of the safety, finances and wellbeing of the Club, its members, its employees, its volunteers and the Club's assets.
- 18.4. The Rules:
 - (a) are subject to this Constitution and must be consistent with it; and
 - (b) are binding on the Members and require that Members ensure that their guests, visitors and nominees also comply with them.
- 18.5. The Rules take effect when published to the members or placed on display on the Official Notice Board.
- 18.6. The Rules adopted by the Board may be revoked by resolution of the next general meeting.
- 18.7. The Board may create and appoint members to other honorary positions to the Club.

19. SUB-COMMITTEES & ADVISORY BOARDS

- 19.1. The Board shall appoint a Sailing Committee that will be the Organising Authority of the Club pursuant to Clause 89.1 (g) of the ISAF Racing Rules of Sailing and may also appoint such other sub-committees as it deems fit.
- 19.2. Sub-committees, only have the right to make recommendations to the Board. However, the Board may delegate any authority, specified function, task or project, with or without conditions, requirements or limits to any sub-committee.
- 19.3. The Board appoints the chair of each sub-committee. The chair has the right to co-opt any member to serve on the sub-committee (other than the discipline sub-committee and the appeals sub-committee).
- 19.4. The Board may also appoint one or more advisory Boards consisting of such member/s and other persons as the Board thinks fit and may end the appointment at any time.

20. DISMISSAL OF DIRECTORS

- 20.1. Any Flag Officer, Treasurer, and other member of the Board may be removed from office by a vote passed by a majority of votes of the members present and entitled to vote at a general meeting called for that specific purpose.
- 20.2. All voting at a meeting called for this purpose must be by secret ballot and the Flag Officer, Treasurer or other Board member proposed to be removed must be given notice of the meeting and is entitled to be heard at the meeting.
- 20.3. The office of a Flag Officer, member of the Board or any office bearer becomes vacant if the person:
 - (a) is disqualified from being a company director;
 - (b) becomes an insolvent under administration;
 - (c) has been convicted of an offence with a penalty of imprisonment for 1 year or more;
 - (d) cannot manage the Club because of mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it;
 - (e) resigns his or her office in writing to the Commodore or the Secretary;
 - (f) holds any office of profit under the Club.

21. CONFLICT OF INTEREST

- 21.1. A Director shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. They shall, unless otherwise determined by the Board, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Director casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the remaining Board members. If this is not possible, the matter shall be adjourned or deferred.
- 21.2. Disclosure of Interests
 - (a) The nature of the interest of a director must be declared at the meeting of the Board at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Board at the next meeting of the Board. If a director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the director becomes interested.
 - (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.
- 21.3. Recording Disclosures

- (a) Any declaration made, any disclosure or any general notice given by a director must be recorded in the minutes of the relevant meeting.

22. AUDIT AND AUDITORS

- 22.1. A properly qualified auditor or auditors shall be appointed by the Club in a general meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001* and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Club in a general meeting.
- 22.2. The accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

23. CHIEF EXECUTIVE OFFICER

- 23.1. The Board may appoint a Chief Executive Officer for a term and at such remuneration as the Board shall from time to time determine. The Chief Executive Officer may also be Secretary of the Club if the Board so desires and any additional secretarial staff which may be required by the Chief Executive Officer may be appointed by the Board.

24. SECRETARY

- 24.1. The Secretary shall be appointed by the Board for such term and on such conditions as it thinks fit.
- 24.2. The Secretary is the Public Officer of the Club for the purposes of the *Income Tax Assessment Act 1936*.

25. GENERAL MEETINGS

- 25.1. Annual General Meeting
 - (a) The Annual General Meeting must be held not later than 5 months after the end of the Club's financial year.
 - (b) The Secretary must cause to be sent to each member a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting at least 21 days before the date fixed for holding an Annual General Meeting.
 - (c) The ordinary business of the Annual General Meeting includes;
 - (i) confirming the Minutes of the last General Meeting;
 - (ii) consideration of the annual financial reports and auditor's report;
 - (iii) receiving the Board's annual report;
 - (iv) the election of the Flag Officers, Treasurer, and the other members of the Board;

- (v) appointment of the auditors;
- (vi) such other business as may be discussed of which not less than 7 clear days' notice in writing has been given to members by posting of such notice on the Official Notice Board.

25.2. Special General Meetings

- (a) The Board must call and arrange to hold a Special General Meeting on the request of:
 - (i) Members of the Club with at least 5% of the votes which may be cast at a general meeting; or
 - (ii) a majority of the members of the Board.
- (b) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting; and
 - (iii) be given to the Secretary.

25.3. The Board must call the meeting within 21 days after the request is given to the Secretary. The meeting is to be held not later than 2 months after the request is given to the Secretary.

25.4. Notice of a General Meeting

- (a) Notice of every General Meeting shall be given to every Member entitled to receive notice. Notices shall be sent to the addresses (including electronic addresses) appearing in the Club's Register. The auditor and Directors shall also be entitled to receive notice of every General Meeting. This will be sent to the auditor's last known address. No other person shall be entitled, as of right, to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting; and
 - (ii) any notice of motion received from Members entitled to vote; and
 - (iii) forms of authority in blank for proxy votes.

25.5. Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the

same time and place or to a date, time or place determined by the Chair. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

- (b) The Chair may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

26. PROCEEDINGS AT MEETINGS

26.1. Chair

- (a) At all general meetings and all Board meetings the most senior Flag Officer in order of precedence present is the Chair of the meeting. The longest serving other Board member is the Chair if no Flag Officer is present. If there is no Flag Officer or Board member is present, the meeting shall select a Chair for the purpose of such meeting.

26.2. Quorum

- (a) Six (6) members of the Board constitute a quorum of a Board meeting;
- (b) 15 Members eligible to vote constitute a quorum of a general meeting;
- (c) For the purpose of sub-clause 26.2(b), "Member" includes a person attending as a proxy.

27. VOTING

27.1. At any General Meeting a resolution is decided on a show of hands unless a poll is demanded by:

- (a) at least one quarter of the Members present in person or in proxy, or the Chair.

27.2. A poll must be taken when and in such manner as the Chair directs.

27.3. Unless otherwise provided, a majority of votes will decide the resolution.

27.4. On a show of hands, a declaration by the Chair is conclusive evidence of the result provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the Chair nor the minutes need state the number of votes recorded in favour or against.

27.5. Each Member has only one vote. The chair has a second or casting vote in the case of an equality of votes. A Member may vote in person or by proxy. A Member is not entitled to vote at any general meeting if he or she is not financial.

28. PROXIES

- 28.1. Proxies need not be Members. Each Member is entitled to appoint another person as a proxy by notice given to the Secretary not later than 48 hours before the time of the general meeting in respect of which the proxy is appointed.
- 28.2. The notice appointing the proxy may be in the form prescribed from time to time by the Board and will contain the following information;
- (a) the Member's name and address;
 - (b) the proxy's name;
 - (c) the meeting at which the appointment may be used.
- 28.3. A proxy appointed to attend and vote for a Member has the same rights as the Member;
- (a) to speak at the meeting; and
 - (b) to vote (but only to the extent allowed by the appointment); and
 - (c) join a demand for a poll.

29. MEMBERS' RESOLUTIONS

- 29.1. Notice may be given of a resolution proposed to be moved at the next General Meeting by Members of the Club with at least 5% of the votes that may be cast on the resolution.
- 29.2. The notice must:
- (a) be in writing; and
 - (b) set out the wording of the proposed resolution; and
 - (c) be signed by the Members proposing to move the resolution.
- 29.3. The resolution must be considered at the next general meeting that occurs no later than 2 months after the notice is given. The Club must give all its members notice of the resolution at the same time or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- 29.4. The Club is responsible for the cost of giving Members notice of the resolution if the Club receives the notice in time to send it to Members with the notice of meeting.
- 29.5. The Members requesting the resolution are jointly and individually liable for the expenses reasonably incurred by the Club in giving Members notice of the resolution if the Club does not receive the Members' notice in time to send it out with the notice of meeting.
- 29.6. The Club need not give notice of the resolution:
- (a) if it is more than 1,000 words long or is defamatory; or

- (b) if the Members making the request are responsible for the expenses of sending the notice out - unless the Members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
- 29.7. The Members proposing a resolution may also request the Club to give all of its members a statement provided by the Members making the request about a resolution that is proposed to be moved at a general meeting.
- 29.8. The Club need not comply with the request:
 - (a) if the statement is more than 1,000 words long or is defamatory; or
 - (b) if the Members making the request are responsible for the expenses of the distribution - unless the Members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

30. INDEMNITY

- 30.1. The Club indemnifies its directors and company secretary against any liability incurred in that capacity (other than to the company or a related body corporate), unless the liability did not arise out of conduct in good faith. The Board may effect and maintain insurance to cover this indemnity.
- 30.2. The Club exempts from liability its employees and members (not being a Director) performing any role or function for or on behalf of the Club (not being mere participation as a competitor or otherwise) unless the liability arises out of conduct involving a lack of good faith.

31. BOAT REGISTER

- 31.1. All boats owned by a Member or Members of the Club or on charter to a Member and which boat ordinarily has its home port at Mornington Harbour or its immediate vicinity or is ordinarily entered in events conducted by the Club, must be recorded on the Boat Register.
- 31.2. The Boat Register must contain:
 - (a) the name of each boat;
 - (b) the sail or other official number of the boat
 - (c) such other particulars of the boat as required from time to time by the Board,
- 31.3. Boat owners shall ensure that the details in the Boat Register are correct and satisfactory as this information will be relied upon exclusively to settle any disputes as appropriate.

32. LIQUOR TRADING

- 32.1. Liquor must not be sold or disposed of on the Club premises except in accordance with a licence held under the *Liquor Control Reform Act 1998* (or any other Liquor Act then in force from time to time)).
- 32.2. A visitor must not be supplied with liquor in the Club premises unless the visitor is a guest in the company of a member except at a particular function or occasion authorised by the Secretary or the Board and the subject of a licence from the Director of Liquor Licensing.
- 32.3. Liquor must not be sold for consumption other than on the Club premises, unless the liquor is removed from the premises by the Member purchasing it.
- 32.4. No payment or part payment may be made to any Director or employee of the Club by way of commission or allowance from the receipts of the Club for the sale of liquor.
- 32.5. Records of guests must be maintained, (See also clauses 10.1)

33. COMMON SEAL

- 33.1. The common seal of the Club must be kept in the custody of the Secretary.
- 33.2. The common seal must not be affixed to any document except by the authority of the Board. The affixing of the common seal must be attested by the signature either of two Flag Officers or of one Flag Officer and the Chief Executive Officer or Secretary or other member of the Board.

34. NOTICES

- 34.1. Any notice may be served on any Member;
 - (a) personally; or
 - (b) by delivering or sending it by post to the member at his or her address shown in the register of Members; or
 - (c) by sending it to the fax machine or other electronic address (if any) nominated by the Member;
- 34.2. A notice is taken to be properly sent by post 3 days after posting. A notice sent by fax or by other electronic means is taken to be given on the business day it is sent.

35. MINUTES OF MEETINGS

- 35.1. The Board must keep minutes of the resolutions and proceedings of each general meeting and each Board meeting together with a record of the names of persons present at the meeting.
- 35.2. The minutes will be signed by the chair of the meeting at which the proceedings were held or by the chair of the next succeeding meeting.

36. DISPUTE RESOLUTION

- 36.1. The Board may decide any dispute or difference which may arise as to the meaning or interpretation of this Constitution and any Rules made under it.
- 36.2. The decision of the Board made in accordance with the sub-clause above may be amended, reversed or quashed by a resolution passed at a general meeting. However, any act done on such decision prior to the amendment, reversal or quashing is deemed to have been made in accordance with this Constitution.
- 36.3. A copy of this Constitution will be kept on the Club's premises. A copy of it will be given to any Member on payment of any required fee.