

**ASSOCIATIONS INCORPORATION ACT, 1984**

**AN INCORPORATED ASSOCIATION**

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THE RULES OF

**CLARENCE RIVER SAILING CLUB INCORPORATED**

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**ASSOCIATIONS INCORPORATION ACT 1984**

Section 10 (1)

NEW SOUTH WALES



CORPORATE AFFAIRS COMMISSION

**CERTIFICATE OF INCORPORATION**

Registered No: Y 01498-32

This is to certify that CLARENCE RIVER SAILING CLUB INCORPORATED

is on and from the TWENTY-FIRST day of NOVEMBER 19 86

incorporated under the **ASSOCIATIONS INCORPORATION ACT, 1984.**

Given under the seal of the Corporate Affairs Commission at Sydney,

This TWENTY-FIRST day of NOVEMBER 19 86



*Y. Hart*  
A person authorised by the  
Corporate Affairs Commission of New South Wales

CLARENCE RIVER SAILING CLUB INCORPORATED

RULES

1. NAME:

The name of the Association shall be Clarence River Sailing Club Incorporated (referred to in these rules as "The Club").

2. OBJECTS:

The objects of the Club shall be:

- (a) To take over the arrangements and affairs of the Clarence River Sailing Club immediately prior to incorporation;
- (b) To teach the sport of sailing and to promote and encourage the sport, sportsmanship and fair play;
- (c) To provide recreation, competitive and social opportunity by organising and controlling intra and inter club sailing events;
- (d) To do all such other things as are incidental or conducive to the attainment of the above objects.

3. AFFILIATION:

The Club shall be affiliated with the Yachting Association of New South Wales and with such other yacht class associations as from time to time considered appropriate and shall function in accordance with the rules of the Yachting Association of New South Wales and the rules of such other yacht class associations with which the Club is from time to time affiliated.

4. MEMBERSHIP:

- (a) Subject to these rules the members of the Club shall be comprised of the members of the Club immediately prior to incorporation together with such other people and organisations as the Club admits to membership;
- (b) Membership is open to all individuals and organisations who accept the objects and rules of the Club.  
An unincorporated association or incorporated body is not capable of being a member of the Club;
- (c) Individuals and organisations wishing to become members of the Club shall apply in writing to the Club for membership;

- (d) The Club in general meeting shall determine whether or not to accept an application for membership. The Club is not required to supply reasons for accepting or rejecting an application for membership;
- (e) Members shall pay such fees as are determined by the Club at a general meeting;
- (f) A register of members shall be kept by the Club showing the name, address and date of commencement of membership for each member. Provisions for noting the date of cessation of membership shall also be contained in the register.
- (g) Membership shall cease upon registration, expulsion, or failure to pay outstanding membership fees within three months of the due date;
- (h) Membership fees shall fall due on the first day of each financial year of the Club. The financial year of the Club shall run from 1st April in one year to 31st May in the next year or for such other period as is determined by the Club in general meeting.

5. CATAGORIES OF MEMBERSHIP:

There shall be the following catagories of membership:

- (a) Ordinary Members: who shall be members of the Club not admitted to any other class of membership as hereunder specified;
- (b) Student Members: who shall be persons who at the time of application for or renewal of membership shall be attending full time an educational instituion;
- (c) Honorary Members: being prominent citizens or other persons visiting the Club for some special purpose admitted as an honorary member for such period of time as shall be specified by the Executive Committee;
- (d) Temporary Members: being persons admitted to temporary membership of the Club for such period as shall be specified by the Executive Committee;
- (e) Life Members: being persons elected to life membership in accordance with Clause 14 hereof.

6. MEMBERS LIABILITY:

The members of the Club shall have no liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding

up of the Association except to the amount of any unpaid membership fees.

7. DISCIPLINING OF MEMBERS:

(i) The Executive Committee shall at any time have the right to issue directions to any member and if such directions are not obeyed by such member the Executive Committee may report such matter to the Club at general meeting which may take such action in such manner against such member as hereinafter provided;

(ii) Where the Club is of the opinion that a member of the Club -

(a) Has persistantly refused or neglected to comply with the provision or provisions of these rules; or

(b) Has persistantly or wilfully acted in a manner prejudicial to the interests of the Club through failure to obey directions issued by the Executive Committee or otherwise;

The Club may, by resolution -

(c) Expel the member from the Club; or,

(d) Suspend the member from membership of the Club for a specified period.

(iii) A resolution of the Club under clause (i) is of no effect unless the Club at a meeting held not earlier than twenty one days and not later than thirty five days after service on the member of a notice under clause (iv) hereof confirms the resolution in accordance with this rule.

(iv) Where the Club passes a resolution under clause (i), the secretary shall, as soon as practicable, cause a Notice in writing to be served upon the member:

(a) Setting out the resolution of the Club and the grounds on which it is based;

(b) Stating that the member may address the Club at a meeting to be held not earlier than twenty one days and not later than thirty five days after service of the notice;

(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:

- (1) Attend and speak at the meeting;
  - (2) Submit to the Club at or prior to the date of that meeting written representations relating to the resolution.
- (v) At a meeting of the Club held as referred to in clause (iv) the Club shall -
- (a) Give to the member an opportunity to make oral representations;
  - (b) Give due consideration to any written representations submitted to the Club by the member at or prior to the meeting; and,
  - (c) By resolution determine whether to confirm or revoke the resolution.
- (vi) In the event of suspension the member shall forfeit all the rights and privileges of membership for the period of such suspension and in the event of expulsion the member shall forfeit all rights and privileges of membership and in either event the member shall have no right against the Club to claim a refund of the whole or any part of his membership fee or otherwise.

8. MANAGEMENT - BY COMMITTEE:

- (a) The Club may have its affairs controlled and managed by the office bearers and other members known as the Committee;
- (b) The Committee shall consist of the Commodore, 2 Vice Commodores, Secretary, Treasurer, Competition Registrar, Equipment Officer, Race Secretary and up to five other members.
- (c) The office bearers and other members of the Committee shall be elected at each annual general meeting. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee;
- (d) Each member of the Committee shall hold office from the date of their election or appointment until the next annual general meeting;
- (e) Retiring Committee members are eligible for re-election;
- (f) The Committee shall meet as often as necessary to conduct the business of the Club;

- (g) The quorum for meetings of the Committee shall be four. No business shall be transacted by the Committee unless a quorum is present and if within fifteen minutes of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place at the same hour of the same day in the following week. If at the adjourned meeting a quorum is not present within fifteen minutes of the time appointed for the meeting, the meeting shall be dissolved;
- (h) Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon;
- (i) A member of the Committee shall cease to hold office upon resignation in writing; removal as a member of the Club; or absence from three successive Committee meetings without approval by the Committee;
- (j) The Committee may function validly provided its number is not reduced below the quorum. If and so long as their number is reduced below a quorum the continuing members of the Committee may act for the purpose of increasing the number, or of summoning a general meeting of the Club, but for no other purpose.
- (k) The Committee may make bye-laws for the good management of the Club and may from time to time amend, alter or repeal such bye-laws;
- (l) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present.  
In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.

9. GENERAL MEETINGS:

- (a) Until otherwise decided by the Club at general meeting and except as otherwise provided in these rules or by the Associations Incorporation Act, 1984, the Club shall have its affairs controlled and managed by the members at General Meeting. Such General Meeting shall be held as often as is necessary to conduct the business of the Club and preferably on a monthly basis;
- (b) An Annual General Meeting of the Club shall be held each year within 3 months from the end of the financial year of the Club (except the first annual general meeting which shall be held within 2 months

from the end of the first financial year and within 18 months of incorporation);

- (c) The Committee may, whenever it thinks fit, convene a special general meeting of the Club. A special general meeting must be convened by the Committee within 3 months of receiving a written request to do so from at least five percent of the membership of the Club;
- (d) At least 14 days notice of all general meetings shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the meeting shall be given to members at least 21 days before the meeting. Notice of other general meetings as contemplated in paragraph (a) hereof shall be given at the prior general meeting and/or as the general meeting shall think fit;
- (e) No business other than that specified in the notice convening an annual or special general meeting shall be transacted at the meeting. In the case of the annual general meeting the following business shall be transacted whether specified or not:
  - (i) Confirmation of the minutes of the last annual general meeting and any recent special general meeting;
  - (ii) Receipt of the Committee's report upon the activities of the Club in the last financial year;
  - (iii) Election of office bearers and other members of the Committee, auditor and patrons;
  - (iv) Receipt and consideration of the statement which is required to be submitted to members by Section 26(6) of the Associations Incorporation Act;
- (f) The quorum for the annual general meeting and a special general meeting shall be a number equivalent to 25% of the ordinary members present in person. The quorum for a general meeting as contemplated in paragraph (a) hereof shall be seven members present in person. No business shall be transacted unless a quorum is present and if within fifteen minutes of the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved, and in any other case it shall stand adjourned to the same place at the same hour of the same day in the following week. If at the adjourned meeting a quorum



is not present within fifteen minutes of the time appointed for the meeting, the members present shall constitute a quorum;

- (g) Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a 3/4 majority is required;
- (h) All votes shall be given personally or by proxy but no member may hold more than 5 proxies;
- (i) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote;
- (j) A member who wishes to appoint another member as proxy must notify the Club in writing at least 24 hours before the time of the meeting.
- (k) Nominations of candidates for election as office bearers or other Committee members may be made at the annual general meeting or in such other ways as may be determined by the Club at a general meeting.
- (l) The chairman may, with the consent of any meeting (and shall if so directed by a meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

10. EXECUTIVE COMMITTEE:

- (a) The Executive Committee shall consist of the Commodore, Secretary and Treasurer;
- (b) The Executive Committee shall generally act on matters or urgency arising between meetings of the Club and any such action shall be reported to the next meeting of the Club.

11. INSPECTION OF BOOKS:

The records, books and other documents of the Club shall be open to inspection, free of charge, by a member of the Club at any reasonable time.

12. OFFICE BEARERS:

- (a) The Commodore or, in the Commodore's absence, the Vice-Commodore, shall act as chairperson at each general meeting and Committee meeting of the Club;
- (b) If the Commodore and Vice-Commodore are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson;
- (c) The Secretary shall keep records of the business in the Club including the rules, register of members, minutes of all general and Committee meetings and a file of correspondence;
- (d) The Treasurer shall ensure that all money received by the Club is paid into an account in the Club's name. Payments shall be made through a petty cash system or by cheque signed by 2 signatories authorised by the Club. Major or unusual expenditures shall be authorised in advance by the Club or a general meeting;
- (e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Club. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.

13. SPECIAL RESOLUTIONS:

- (a) A special resolution must be passed by a general meeting of the Club to effect the following changes:
  - (i) A change of the Club's name;
  - (ii) A change of the Club's rules;
  - (iii) A change of the Club's objects;
  - (iv) An amalgamation with another incorporate Association;
  - (v) To voluntarily wind up the Club and distribute its property;
  - (vi) To apply for registration as a Company.
- (b) A special resolution shall be passed in the following manner:
  - (i) A notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;

- (ii) The notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
- (iii) A quorum must be present at the meeting;
- (iv) At least 3/4 of those present in person or by proxy must vote in favour of the resolution;
- (v) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Corporate Affairs Commission for permission to pass the resolution in some other way.

14. CLUB OFFICERS:

At the first general meeting or if the affairs of the Club are being managed by the Committee at the first Management Committee meeting, after the Annual General Meeting or as soon thereafter as practicable, the Club or the Management Committee, as the case may be, shall appoint members of the Club to the undermentioned offices to hold office until the next Annual General Meeting:

Publicity Officer: Not more than two to be appointed and it shall be the function of such officer or officers to prepare for publication and submit to the press, radio and television information on such matters concerning the Club and its activities as are calculated to publicise and further the interests of the Club.

Sailing Committee: Shall consist of five ordinary or life members of seniority including the race secretary and shall be responsible for the preparation of the Club sailing calendar, the review of the handicaps and the setting of race details and the hearing of and adjudication on race protests.

Starters: Shall be responsible for the starting of the sailing races and the control thereafter in accordance with the regulations of the Yachting Association of New South Wales.

Sailing Instructor: shall be responsible for the Clubs junior training and sailing programme.

The Sailing Committee may elect a chairman of its meetings. The Sailing Committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote.

15. PATRONS:

The Club may invite one or more but not exceeding three distinguished citizens to act as patron of the Club and to hold such appointment until the next Annual General Meeting. Upon accepting such appointment such patrons will be expected to support the Club in its objects and to use his influence to promote and further the interests of the Club.

16. PUBLIC OFFICER:

- (a) The Committee shall ensure that a person is appointed as Public Officer;
- (b) The first Public Officer shall be the person who completed the application for incorporation for the Club;
- (c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales;
- (d) The Public Officer shall be deemed to have vacated his position in the following circumstance:
  - (i) Death;
  - (ii) Resignation;
  - (iii) Removal by the Committee or a general meeting;
  - (iv) Bankruptcy or financial insolvency;
  - (v) Mental illness;
  - (vi) Residency outside New South Wales;
- (e) When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Corporate Affairs Commission by the prescribed form and appoint a new Public Officer;
- (f) the Public Officer may be an office bearer, committee member, or any other person regarded as suitable for the position by the Committee.

17. LIFE MEMBERS:

Life members shall be members elected to membership for life without payment of the annual subscription. The name of any person proposed for honorary life membership may be submitted in writing to any member of the Committee. On the recommendation of the Committee a member may be elected an

honorary life member by secret ballot at any general meeting of the club. A 3/4 majority of those voting members present at such meeting shall be necessary to elect a member to honorary life membership.

18. CUSTODY OF BOOKS

Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

19. AUDITOR:

The Auditor shall be elected at each Annual General Meeting and shall examine the accounts of the Club and submit a report to the following Annual General Meeting. The Auditor shall have access to all books, accounts, vouchers and documents of the club and in the case of irregularities appearing shall as soon as possible report to the Committee. In the case of death or resignation, refusal to act or incapacity the Committee will make an appointment to fill the vacancy so created.

20. VOTING:

- (a) Ordinary members and life members shall have one vote except as otherwise provided in these Rules in respect of a chairman.
- (b) No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Club have been paid.
- (c) The instrument appointing a proxy shall be in writing and may be in the following form:

"Clarence River Sailing Club Inc.  
 I                    of                    being a member of the  
 Club, hereby appoint                    of  
 as my proxy to vote for me and on my behalf at  
 the Ordinary/Special/Annual General Meeting of  
 the Club to be held on the                    day of  
 and at any adjournment thereof.

Signed this                    day of                    19

....."

21. INDEMNITY:

- (a) The participation of a member in a sailing event arranged by or on behalf of the Club whether solely or in conjunction with other Clubs (incorporated or

otherwise) is at such members sole and absolute risk in all respects and the Club, its servants and agents, shall not be held responsible for any loss injury or damage, howsoever occasioned to any such member or his property whether caused by negligence of the Club, its servants or agents or otherwise;

- (b) A member suffering any loss, injury or damage as aforesaid shall indemnify and keep indemnified the Club, its servants and agents against all actions, proceedings, claims, demands and costs whatsoever arising out of, in connection with or as a consequence of any such loss, injury or damage or actions, proceedings, claims or demands taken in relation thereto;
- (c) In this clause the word "member" shall mean and include the member, his spouse, children and guests.

22. MISCELLANEOUS:

- (a) The Club shall effect and maintain insurance as required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Club;
- (b) The funds of the Club shall be derived from the fees of the members, donations, grants and such other sources approved by the Club;
- (c) The Common Seal of the Club shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of 2 members of the Committee;
- (d) Subject to compliance (a)(b) and (c) of sub-section 53(2) of the Associations Incorporation Act the Club may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Club should be wound up;

ADOPTED: at the Special General Meeting held on the \_\_\_\_\_ day of \_\_\_\_\_ 1986

.....  
PRESIDENT

.....  
SECRETARY

