

# **NORTH EAST WINDSPORT CLUB (Inc)**

## **CONSTITUTION**

**1975 (revised August 2016)**



1. NAME: The name of the Club shall be the North East Windsport Club Inc.

### **2. OBJECTIVES:**

The aims and objectives of the Club shall be:

- (a) To promote and encourage yachting & windsports generally and to do all things incidental to or not inconsistent with the foregoing. It shall be the policy of the Club to provide encouragement for all form of windsports.
- (b) To provide all possible facilities for members in the care and supervision of their equipment.
- (c) To conduct events and regattas and functions applicable to windsports generally.
- (d) To promote social and other functions for members and generally to further the interests of the members and the aims and objectives of the Club.
- (e) To borrow or raise or secure the payment of money in such manner as the Club shall think fit and in particular by the issues of debentures or debenture stock perpetual and otherwise and whether secured and unsecured or mortgage or charge of lien upon all or any part of the property or assets (whether present or future) of the Club and to purchase redeem or pay off any such loans or securities or accept the surrender of same.
- (f) To do all such things as are incidental or conducive to the attainment of the aims and objectives and the exercise of the powers of the Club.

### **3. MEMBERSHIP:**

- (a) Senior Membership Any person who elects to pay the Senior Membership rate shall be entitled to be called a Senior Member and shall have full voting rights
- (b) Family Membership which shall be in respect of a Senior Member, his or her partner who shall also be known as a Senior Member and children under the age of 18 who shall be called Junior Members.
- (c) Junior Membership which shall be in respect of a person under the age of 18 years and such person shall be called a Junior Member and not have voting rights.
- (d) Social Membership – A Social Member shall not be a skipper and shall not have voting rights.
- (e) Remote Membership shall only be for members who reside more than 80km from the club and shall not have voting rights.
- (f) Corporate membership shall be offered to local organisations at a fee determined by the committee in return for use of club facilities. Use of the club facilities must be supervised by a

senior member. Such membership shall not have voting rights.

(g) Casual Membership shall be offered at a daily rate and a record kept of such payments so that they can be credited towards full Senior or Family Membership. Voting rights and rights to hold office to not apply until full membership is achieved.

(h) The committee of the Club may from time to time determine the number of members to be admitted to the Club in a category of membership for any year.

#### 4. HONORARY MEMBERSHIP

(a) The Committee may elect any member or non-member who has rendered special services to the Club or the sport of yachting and windsports generally, as an honorary member if the Committee is of the opinion that special circumstances apply to such member or non-member. Such membership shall expire at the end of the financial year, but such honorary member may be re-elected for a further period of 12 months.

(b) The honorary member shall be entitled to all the privileges of the Club except the right to vote at meetings and the right to be elected to hold office in the Club.

#### 5. LIFE MEMBERSHIP

(a) HONORARY – It shall be in the power of the Committee, in consideration of special services rendered to the Club by the member, to elect such member as a Life Member. Such election shall be subject to confirmation at the next General Meeting of members, and if approved by a majority of the members voting. The nominee shall be declared a Life Member, presented with a Life Membership badge, and be entitled to all the privileges and voting rights of the Club without payment of any further subscription. Life Members shall be amenable to all the rules of the Club.

(b) PAID UP LIFE MEMBERSHIP – By payment of a sum of money as determined from time to time by the Committee qualifies a member for Life Membership. This Life Membership refers to one person only.

#### 6. APPLICATION FOR MEMBERSHIP

Any person desirous of becoming a member of the Club shall be proposed by a Senior Member of the Club and seconded by a Senior Member of the Club. If a prospective member is not known to two such members of the Club, then references from two other persons may be accepted by the Committee. The candidate for membership shall supply his or her full name, date of birth (if he or she is under 18 years), occupation and the names of other Clubs (if any) of which he or she is a member. If the application is for family membership, the full names of all members of the family, together with the dates of birth of all children under the age of 18 years shall be set out in the application. The Committee shall vote on the election of the candidate and such election shall be by show of hands. Two adverse votes cast by members of the Committee shall exclude a person from membership. The Committee shall not be obliged to disclose any reason for the exclusion of a person from membership.

#### 7. PAYMENT OF SUBSCRIPTION AND ARREARS

(a) The financial year of the Club shall commence on the first day of May in each year and the annual subscriptions shall become due on the first day of July for that year.

(b) The Committee may terminate the membership of any member who is unfinancial as at the first day of December in each year.

(c) A person joining the Club after the first day of January in any year may be admitted on the basis that he or she pay one half only of the annual subscription.

#### 8. ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

(a) Entrance fees and subscriptions to the Club shall be such amounts as are determined by the

Committee from time to time.

(b) The subscription and entrance fee shall become due after a member has been accepted for membership by the Committee and notified of such acceptance and be paid within one month after such notification otherwise such election shall be void.

(c) Any member failing to pay his or her subscription within the prescribed time may be re-admitted by the Committee within the three months thereafter on giving reasons satisfactory to the Committee for his or her failure to pay the subscription when the same fell due.

(d) Levies may be imposed on all members at the discretion of the Committee. Family members to be deemed one Senior Member.

(e) The payment of the subscription shall imply the acquiescence of the member paying the same in the Rules and Regulations of the Club in force at the time.

(f) The Committee may, if leave of absence be granted to a member of the Club, reduce or suspend the subscription of the member for such period as the Committee may in its absolute discretion determine.

## 9. RESIGNATIONS

(a) A member wishing to resign shall give notice of such resignation to the Secretary of the Club and pay all monies due by him or her to the Club at the date of the receipt by the Secretary of his or her notice of resignation.

(b) No resignation shall take effect until accepted by the Committee.

(c) A member who has resigned or for any reason ceased to be a member shall have no right or title or interest in any property of the Club.

## 10. NON MEMBERS

Non members shall only be allowed access to the club and its facilities under the following categories:

(a) Visitors. Members may introduce visitors to the club to participate in club activities providing that the name and address of such visitors are entered into the book provided and signed by the member introducing the visitor. Such visitors are also bound by the club Rules & By-laws and the instructions of the appointed Duty Officer.

(b) Volunteers. Members may also introduce volunteers to the club to help with day to day administration providing that the name and address of such volunteers are entered into the book provided and signed by the member introducing the volunteer. Such volunteers are also bound by the club Rules & By-laws and the instructions of the appointed Duty Officer.

## 11. COMMITTEE

(a) The Committee of the Club shall consist of a Commodore, a Vice Commodore an Honorary Secretary and an Honorary Treasurer (who shall be called Executive Officers) and a maximum of four other members including the retiring Commodore who automatically serves on the Committee for one year after his or her retirement should he or she so desire.

(b) The Committee shall have the right to co-opt members of the Club and other persons to sub-committees of the Club.

(c) A member shall not hold office as Commodore for a period exceeding three consecutive years. He or she shall not be eligible to hold office in such capacity thereafter until the expiration of one year from the termination of his or her services in the same capacity.

(d) Executive Officers and Committee Members shall hold office for a period of one year and until the end of the Annual General Meeting at which then successors are elected. Retiring office bearers are eligible for re-election.

## 12. ELIGIBILITY

Any voting member is eligible to take office.

### 13. ELECTION OF OFFICERS AND COMMITTEE

- (a) Executive Officers and Committee Members shall be elected at the Annual General Meeting in each year.
- (b) Nominations for election of Executive Officers and Committee Members in a form approved by the Committee shall be in the hands of the Secretary of the Club or some other officer appointed by the Committee at least fourteen days prior to the Meeting.
- (c) Election at Annual General Meeting shall be by ballot and if the nominations are insufficient to fill the vacancies the Meeting may fill vacancies without prior nominations being received. The ballot shall be held in such a manner as the Chairperson of the Meeting directs and upon such ballot each voting member (as defined in Clause 18A as amended) shall have one vote.
- (d) The members of the Club may by resolution of a majority of these members present at a General Meeting remove any Officer or Committee Member and appoint another qualified person in his or her place.
- (e) The Committee may appoint a qualified person to fill a casual vacancy in the Officers or Committee Members and he or she shall retain office until the Annual General Meeting next following his or her appointment.

### 14. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting shall be held before the first day of September each year and at such time and place as the Committee may appoint.
- (b) Twenty one\_days prior notice in writing of the time of the meeting shall be given to all voting members, and such notice shall invite members to submit nominations for Officers and Committee. Such nominations shall be in the hands of the Secretary fourteen days prior to the date of the meeting.
- (c) Inadvertent omission to notify any member or members shall not affect the validity of such Meetings.
- (d) The business to be transacted at the Annual General Meeting shall include the Annual Report to the Club by the Commodore and any special reports by the Commodore on behalf of the Committee, the adoption of the Accounts of the Honorary Treasurer, the election of the Executive Officers and Committee of the Club and other such business as proposed and seconded by two voting members giving written notice to the Secretary twenty eight\_days prior to the date of the Annual General Meeting for inclusion in any special Notice to be circulated twenty one days prior to that Meeting.

### 15. SPECIAL GENERAL MEETING

- (a) All other Meetings shall be called Special General Meetings which shall be called by the Secretary on a Resolution from the Committee within twenty eight days or on a requisition signed by at least ten voting members of the Club, stating in the form of a Resolution the matters to be raised at the Meeting. Twenty one\_days notice of the time and place of the Meeting shall be given to all voting members of the Club.
- (b) If the Secretary fails to call such Special Meeting the persons signing the Resolution shall be at liberty to call such Meeting in the same manner as the Secretary convenes a Meeting hereunder.

### 16. QUORUM AT GENERAL MEETING

Five members present in person shall be a quorum of any General Meeting of the Club.

### 17. QUORUM AT COMMITTEE MEETING

Three persons present in person shall be a quorum of any Committee Meeting of the Club.

### 18. VOTING

- (a) All financial Senior Members & Honorary Life Members shall have the right to vote.
- (b) Every motion submitted to a Meeting other than an election shall be decided in the first instance

by a show of hands of those present and entitled to vote.

(c) Unless a poll is taken a declaration by the Chairperson of the Meeting that a resolution has been passed or lost shall be conclusive.

(d) If a poll is taken of a motion it shall be taken immediately.

(e) A declaration by the Chairperson of the Meeting where the poll has been taken on a resolution that the resolution has been passed or lost shall be conclusive. No member may vote by proxy.

## 19. CHAIR

At all meetings where the business of the Club is dealt with, the Chair shall be taken by the Commodore or the Vice Commodore. In their absence the Meeting shall elect a Chairperson. The Chairperson shall have a casting vote in addition to his or her deliberative vote.

## 20. DUTIES AND POWERS OF COMMITTEE

(a) The Committee shall have power to make by-laws and regulations for the management and use of the Club and its premises, to fix entrance fees, subscriptions and levies for the use of Club property, to appoint Officers other than those duly elected at General Meetings and to terminate such appointments, to appoint sub-committees for any special purposes (any sub-committee so appointed shall be under the control and direction of the Committee in all things) to interpret this constitution and to do all other things necessary for the proper management of the affairs of the Club.

## 21. DUTIES OF OFFICERS

(a) The duties of a Commodore shall be to preside at all meetings at which he or she attends, to take charge of all official functions of the Club, to represent the Club at all formal functions requiring the attendance of the Club and to lead the Club Fleet when the Club is sailing as a Fleet.

(b) The duties of the Secretary shall be to keep proper Minutes of General Committee Meetings, the Yacht Register, inward and outward correspondence, record of Club property and all other matters usual and proper to the duties of the Secretary.

(c) The duties of the Treasurer shall be to keep proper books of account, to receive and pay all monies receivable and payable by the Club, to bank all funds of the Club and to present interim financial statements as required by the Committee and annual financial statements at the Annual General Meeting and other duties usually performed by a Treasurer

## 22. COMMITTEE VACANCIES

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member (a) ceases to be a member of the Association; or (b) becomes an insolvent under administration within the meaning of the Corporations Act; or (c) resigns from office by notice in writing given to the Secretary.

## 23. FUNDS

The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.

## 24. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association. All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request. A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

## 25. FINES, SUSPENSIONS, EXPULSIONS, ETC

The Committee shall have the power to fine or suspend any members from the privileges of the Club or expel from membership those who shall have been proved guilty or wilfully infringing any rule or by-law or regulation of the Club or of unbecoming or unseemly and/or improper conduction of the Club's premises. Such fine shall not exceed three times the annual family membership fee and suspension not to exceed three months. All fines shall be payable on demand and the member or members fined shall forfeit privileges of membership until such fine is paid and if the member or members fail to pay such fine within a period of three months his or her name shall be struck off the roll of membership. The Committee shall have the power to expel any member who is proved to their satisfaction to have committed any act of unbecoming, dishonourable or improper conduct on the Club's premises or property or of acting in a manner prejudicial to the interests of the Club, or for any general misconduct as in the opinion of the Committee, warrants or merits expulsion. Any member so expelled shall have right and may give notice of appeal within fourteen days to a Special General Meeting of the Club. Any member shall upon ceasing to be a member of the Club, forfeit all rights to and claims upon the Club or its funds.

## 26. ALTERATIONS TO THE CONSTITUTION

After due Notice of Motion the Constitution may be altered, added to or repealed by  $\frac{3}{4}$  of members present and entitled to vote at any Annual or Special General Meeting and such Notice shall be sent to all voting members (Senior Members) 21 days before such General Meeting.

## 27. ALTERATIONS OF CLUB BY-LAWS

The Club By-Laws [Otherwise know as Rules] may be altered, added to or repealed when thought necessary by the Committee. All members shall be notified of such changes.

## 28. TRUSTEES

The Commodore, Treasurer and Secretary for the time being of the Club (or such other officer of the Club as the Committee may from time to time appoint) shall be appointed Trustees for and on behalf of the Club to act on its behalf in all matters legal or otherwise whenever it is deemed necessary or expedient by the Committee and such Trustees shall have power to carry out any of the aims of the Club set out in these Rules subject always to the direction of the Committee and such Trustees shall be indemnified by the Club against all actions, suits, claims or demands whatsoever by reason of their so acting on behalf of the Club.

## 29. PROPERTY, CLUB FUNDS

The income and property of the Club whence soever derived shall be applied solely towards the promotion of the objectives of the Club as set forth herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise however by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Club or to any member of the Club in return for services actually rendered to the Club or allowances and travelling expenses to a member of the Club.

## 30. DISPUTES AND MEDIATION

1. The grievance procedure set out in this rule applies to disputes under these Rules between  
(A) a member and another member; or (B) a member and the Association
2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
4. The mediator must be—

- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement —
    - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 5. A member of the Association can be a mediator.
- 6. The mediator cannot be a member who is a party to the dispute.
- 7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8. The mediator, in conducting the mediation, must—
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9. The mediator must not determine the dispute.
- 10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### 31. WINDING UP

If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some other Club, Association, Institution/s or body corporate having objectives similar to the objectives of the Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as is imposed on the Club by virtue to Clause 27 hereof such club, association, institution/s or body corporate to be determined by the members of the Club at or before the time of dissolution and if so as effect can not be given to the aforesaid provisions than to some charitable object.