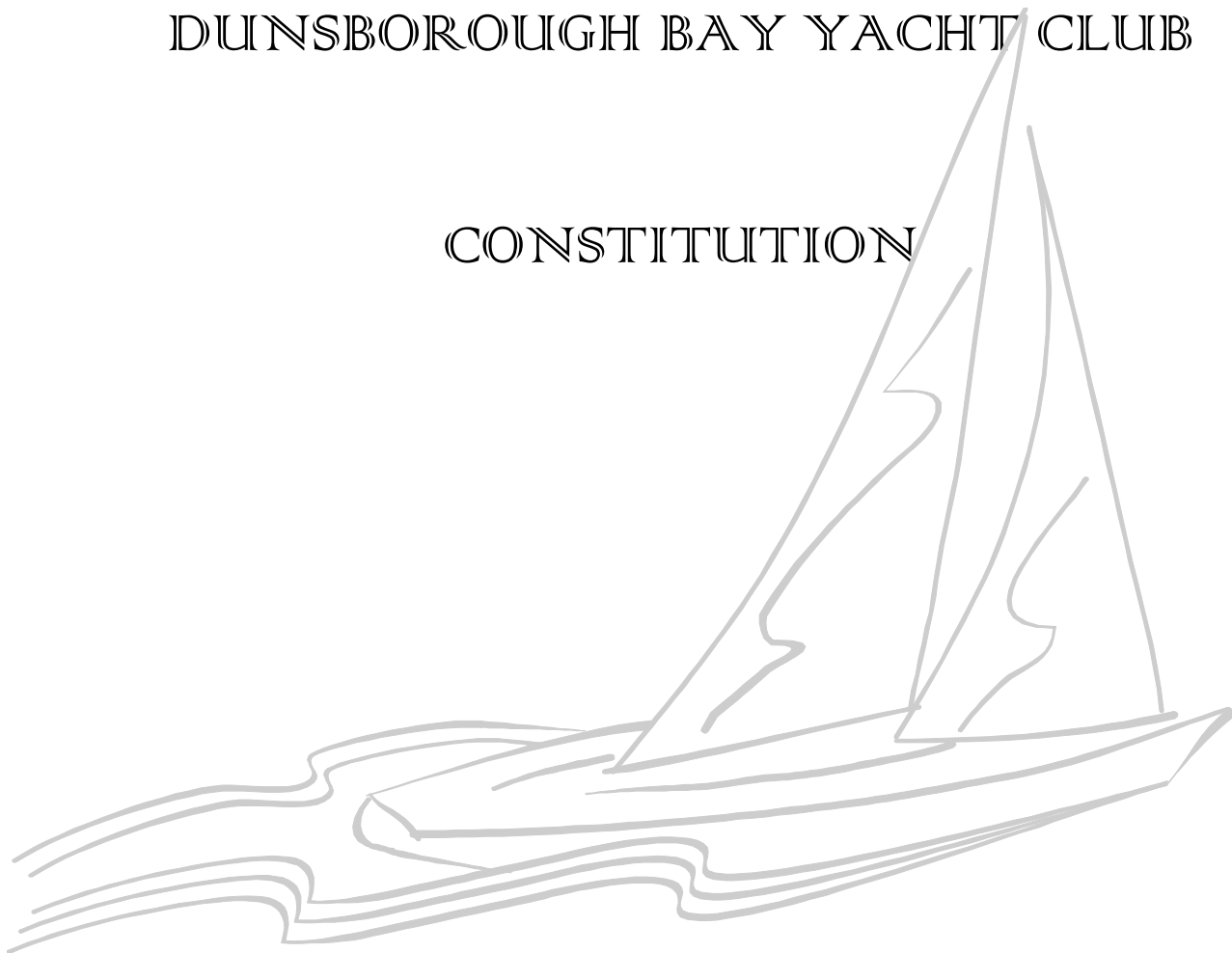


DUNSBOROUGH BAY YACHT CLUB

CONSTITUTION



February 2011

(Revised)

CONSTITUTION

1. TITLE

The Title of the Club is **DUNSBOROUGH BAY YACHT CLUB INCORPORATED**

2. OBJECTS

The objects of the Club are:

- (a) To foster and encourage sailing generally
- (b) To promote social activities between members of the Club and to provide such privileges and amenities as may from time to time be thought desirable in connection therewith.
- (c) To join in or affiliate with any other club, association or any federation having similar interests and objects as may from time to time be thought fit.

3. OFFICERS AND COMMITTEE

- 3.1 The officers of the Club shall be Commodore, Vice Commodore, two Rear Commodores, Secretary, Treasurer.
- 3.2 The committee shall consist of the abovementioned officers together with five other financial members elected as members of the committee in accordance with Clause 18 hereof.
- 3.3 All officers and members of the committee must be financial members of the Club.

4. DUTIES OF OFFICE BEARERS

4.1 It shall be the duty of the Commodore:

- (a) To act as Chairman at all general meetings of the Club and at all committee meetings.
- (b) To represent the Club at any function, meeting or event at which the Commodore or the committee think it necessary for the Club to be represented.
- (c) To present a report on the activities of the Club at the Annual General Meeting.

4.2 It shall be the duty of the Vice Commodore to assist the Commodore, and in his/her absence to act as his/her deputy.

It shall be the duty of the Rear Commodores to assist the Commodore and Vice Commodore and in their absence to act as their deputy'.

4.3 It shall be the duty of the Secretary:

- (a) To perform such secretarial duties as may from time to time be required by the Club and receive and file all mail and correspondence.

- (b) To maintain a correct register of members, setting forth their names, occupations, addresses, details of members' boats and particulars of their payments of subscriptions.
- (c) To keep a copy of the Treasurer's Report.
- (d) To attend and to prepare Minutes of proceedings of all meetings of the Club and where necessary to prepare Agendas for the same and to do likewise for meetings of the committee and to record all such Minutes in the Minute Book of the Club.
- (e) Unless the members resolve otherwise at a general meeting, to have custody of all books, documents, records and registers of the Club, including those referred to in paragraph (b) but other than those required by rule 4.4 to be kept and maintained by, or in the custody of, the Treasurer.

4.4 It shall be the duty of the Treasurer:

- (a) To see that correct accounts and books shall be kept showing the financial affairs of the Club and the particulars usually shown in the books of account of a like nature.
- (b) To 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 committee, keeping a correct account of the same in books provided for that purpose.
- (c) To present a report to each committee meeting showing the state of the Club's finances.
- (d) To 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.
- (e) Unless the members resolve otherwise at a general meeting, to have custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in paragraphs (a) to (d).

5. POWERS AND DUTIES OF COMMITTEE

5.1 Subject to these rules the committee shall:

- (a) Have the entire management of the general affairs and funds of the Club.
- (b) Appoint delegates to meetings (if any) at which it thinks the Club ought to be represented.
- (c) From time to time make such regulations and by-laws consistent with these rules as the committee thinks fit and fix scales of fees for membership and other matters as the committee thinks fit.
- (d) As and when the committee thinks it necessary appoint an auditor to conduct special audits of the Club or annual audits thereof.

- (e) Appoint from the financial members of the Club sub-committees for such purpose or purposes as the committee may from time to time think fit provided that any such sub-committee shall have as its chairman a member of the committee.
- (f) Delegate to any sub-committee appointed as aforesaid such powers as the committee thinks necessary to enable such sub-committee to carry out the purpose or purposes for which it is appointed.
- (g) From time to time elect members.
- (h) From time to time appoint and dismiss or accept the resignation of any servant of the Club.
- (i) From time to time fill any vacancy in the office bearers howsoever occurring until the next Annual General Meeting of the Club.
- (j) From time to time construe these rules for all purposes, such construction being final unless rescinded by the Club in general meeting.

5.2 Casual vacancies in membership of Committee

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the Commodore or, if the Committee member is the Commodore, to the Vice-Commodore and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a member of the Club;

6. PROPERTY

- 6.1 The income and property of the Club shall be applied solely to the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to the members provided that remuneration may be paid in good faith to officers and servants of the Club or other persons in return for services actually rendered to the Club and that any property may be held on lease or hire from any such officers, servants or persons at reasonable rentals.

7. BORROWING POWER

- 7.1 The Club shall have power to borrow or raise or secure the payment of money in such manner as the Club thinks fit with power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the property real

or personal both present and future of the Club and to redeem or pay off any existing or future security.

8. BANKING ACCOUNTS

- 8.1 The funds of the Club shall be lodged in the name of the Club at such Banks Building Societies qualifying as authorised trustee investments for the purpose of the Trustees Act 1962 as amended (or any statutory modification or replacement thereof) as may be selected by the committee.
- 8.2 All accounts passed for payment by the committee shall be paid by cheque, signed by any two of the Treasurer, Commodore and/or Secretary, or other members of the committee authorised by the committee for that purpose.

9. CLUB YEAR

- 9.1 The financial year of the Club shall end on the 30th June each year.

10. MEETING OF THE CLUB

- 10.1 Members shall be given 14 days notice of each and any meeting of the members of the Club (such meetings whether annual, general or special being hereinafter collectively referred to as "meetings of the Club").
- 10.2 The Annual General meeting of the Club shall be held within four months of the end of the Club's financial year, at a time and place to be determined by the committee.

At the Annual General Meeting the following business shall be conducted:

- (a) The confirmation of the Minutes of the preceding Annual General Meeting (unless the same shall have been confirmed at a previous meeting of the Club).
 - (b) The presentation of the Commodore's Report on the preceding year's activities.
 - (c) The presentation of the Treasurer's Report and Balance Sheet in respect of the preceding year.
 - (d) The election of office bearers for the ensuing year.
 - (e) Any other business of which prior notice shall have been given in writing to the Secretary seven days preceding such meeting.
- 10.3 At least one meeting of the Club apart from the Annual General Meeting shall be called in each year.
- 10.4 The committee shall have the power to call special meetings of the members of the Club to be held on such day and at such time and place as the committee may appoint. The committee shall be bound to call a special meeting on receipt of a written requisition signed by at least ten financial members of the Club requesting the committee to do so and specifying the business or which such meeting is to be held. The meeting shall be called within 45 days of receipt of such a request.

- 10.5 The quorum at any meeting of the Club shall be 7 financial members or 25% of the financial membership, whichever is the greater.. If at the expiration of 15 minutes from the time specified in the notice calling the meeting as the time for commencement of the meeting a quorum is not present, the presiding officer shall adjourn the meeting to such time and place as is thought fit.
- 10.6 Only financial ordinary members and honorary life members of the Club shall have a voice and vote at any meeting of the Club.
- 10.7 Every resolution duly passed at a duly convened meeting of the Club shall be conclusive and binding on all members of the Club whether or not present at that meeting.
- 10.8 All meetings of the Club shall be conducted in accordance with the generally accepted rules of debate.
- 10.9 Any motion which in the opinion of the Chairman affects the funds or the policy of the Club shall before it is voted upon be submitted to the committee of the Club for its consideration and recommendation to a meeting of the Club.
- 10.10 Every question submitted to a meeting of the Club shall, unless unanimously decided, be decided in the first instance by a show of hands and then, if a poll is demanded by at least 5 members, by a poll. In the case of an equality of votes, the Chairman shall, both on a show of hands and at a poll, have a casting vote in addition to the vote to which he/she is entitled as a member.
- 10.11 At any meeting of the Club a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority shall be conclusive evidence of the fact. If a poll is demanded as aforesaid, it shall be taken in such manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 10.12 No proxy voting shall be allowed at any meeting of the Club.

11. COMMITTEE MEETINGS

- 11.1 The committee shall meet monthly or more or less often as business requirements dictate.
- 11.2 A committee meeting may be called by the Commodore or the Secretary at any time upon reasonable notice to the other members of the committee.
- 11.3 The number required to form a quorum at a committee meeting shall be 5
- 11.4 If at the expiration of 15 minutes after the time for which a committee meeting has been called a quorum is not present, the presiding officer shall adjourn the committee meeting to such time and place as is thought fit.

12. POSTPONEMENT OF MEETINGS

- 12.1 The committee may postpone any meeting of the Club which has already been called to such time and place as it thinks fit, provided that the length of the postponement does not exceed 31 days and provided that notice of the postponement is given to all

members of the Club in the same manner as is required for notice of meeting of the Club.

- 12.2 The business transacted at any postponed meeting of the Club shall be as valid as if it had been transacted at the time and place first appointed for that meeting.

13. MEMBERSHIP

- 13.1 There shall be the following classes of membership of the Club:

- (a) Ordinary Members
- (b) Life Members
- (c) Youth Members
- (d) Family Members
- (e) Temporary Honorary Members
- (f) Associate Members

- 13.2 Ordinary Members shall be those persons over the age of 18 years who have been duly elected as Ordinary Members of the Club in accordance with Clause 14 hereof.

- 13.3 Life Members shall be those persons elected as Life Members by the Club in accordance with this sub-clause:

- (a) When in the opinion of the committee a member has, by his voluntary services to the Club, become entitled to Life Membership of the Club, the committee may recommend to a meeting of the Club that the member concerned should be elected a Life Member of the Club.
- (b) The meeting of the Club considering the eligibility of any member to become a Life Member shall vote on the matter by secret ballot, and if not less than 80% of the members present and voting shall cast their votes in favour of the recommendation, such member shall be duly elected a Life Member of the Club and shall thereafter be entitled to all the privileges of an Ordinary Member of the Club without having to pay subscriptions.

- 13.4 Life Membership may only be cancelled by a majority of members present and voting at the Annual General Meeting of the Club next held after the election of the Life Member and then only on the recommendation of the committee.

- 13.5 Not more than one Life Member shall be elected in each year.

- 13.6 Youth Members shall be those persons under the age of 18 years who have been duly elected as Youth Members of the Club in accordance with Clause 15 hereof.

- 13.7 Youth Members shall be subject to such restrictions and conditions as the committee may from time to time impose, but subject to their obtaining the written permission of their parent or legal guardian, Youth Members shall be entitled to all the privileges of the Club except that they shall not have the right of voice or to vote at meetings of the Club or the right to hold office subject always to the provisions of the Liquor Act 1970 as amended (or any statutory modification or replacement thereof).

- 13.8 The children under the age of 18 years of an Ordinary Member who shall have paid the family membership fee shall be entitled to participate in all Club activities as Family Members of the Club but shall not have the right of voice or to vote at meetings of the Club, and shall not have the right to hold office.

- 13.9 Associate members shall be those persons over the age of 18 years who have been duly elected as Associate Members of the Club in accordance with Clause 14 hereof. Associate members shall be entitled to all the privileges of the club except that they shall not have the right of voice or to vote at meetings of the Club, and shall not have the right to hold office.'

14. ELECTION OF ORDINARY ASSOCIATE AND JUNIOR MEMBERS

- 14.1 Every candidate for election to the Club as an Ordinary, Associate or Youth Member shall be proposed by a financial Ordinary Member of the Club and seconded by another financial Ordinary Member of the Club, both of whom must be of not less than one year's standing, and both of whom must personally know the candidate. The proposer, the seconder and the candidate shall each subscribe their names, addresses, occupations and signatures to a Nomination Paper in such form as the committee may from time to time require, and the candidate shall then submit the Nomination Paper to the committee together with such nomination fee and annual subscription fee as shall at that time have been prescribed by the committee.
- 14.2 It shall be the duty of the proposer and seconder to ascertain that the candidate is in every respect eligible for election to the class of membership sought.
- 14.3 A notice containing the information set out in the Nomination Paper and also a notification of the date fixed for the election of the candidate shall be signed by the Secretary and shall be displayed in a conspicuous place at the office and place of business of the Club for at least 14 days before the date of the election.
- 14.4 The election of a candidate shall be by a ballot of members of the committee present at a committee meeting. If on a counting of votes there shall be one or more votes against the election of the candidate in every four votes recorded the candidate shall not be elected, but otherwise the candidate shall be elected.
- 14.5 In the event of a candidate not being elected, the subscription fee and nomination fee deposited by the candidate shall be refunded in full.

15. TEMPORARY HONORARY MEMBERS

- 15.1 The general committee may elect any person to be a Temporary Honorary Member of the Club, provided that person:
- (i) has not been afforded Honorary Membership of the Club during the period of three months immediately preceding the date of his nomination; and
 - (ii) is not a juvenile.
- 15.2 A Temporary Honorary Member shall be entitled to all the privileges of an Ordinary Member of the Club, except the right to voice or vote at a meeting of the Club, or to hold office.

16. RESIGNATION OF MEMBERS

- 16.1 Any member wishing to resign from the Club shall give notice to the Secretary in writing to that effect.

16.2 Resignation shall not relieve the member from any liability to the Club for subscriptions or otherwise in respect of the period up to the receipt by the Club of notice of resignation.

17. SUSPENSION AND EXPULSION OF MEMBERS

17.1 The Club shall have power, by a resolution passed at a meeting of the Club called for that purpose, to suspend or expel any member from the Club, if in the opinion of two-thirds of those present and voting, at such meeting such member has by their conduct forfeited the right to remain a member.

17.2 Before calling such meeting the committee shall communicate with the offending member, supply them with the charges made against them, and give them the option of withdrawing from the Club.

17.3 The offending member shall be given a reasonable opportunity to address the meeting of the Club called for the purpose of considering their suspension or expulsion.

17.4 On the passing of a resolution to suspend a member such member shall be suspended from membership of the Club for such period as the Club shall then decide, and their subscription and privileges shall for the period of suspension be forfeited.

17.5 On the passing of a resolution to expel a member such member shall be expelled from the Club and their subscription and privileges shall immediately be forfeited.

17.6 Voting under this Clause shall be by secret ballot, and no proxy voting shall be allowed.

18. ELECTION OF OFFICERS AND COMMITTEE

18.1 All nominations for office bearers and members of the committee shall be made in writing and shall be signed by the nominee and their proposer, who must be a financial Ordinary Member of the Club.

18.2 The officers and committee shall be elected by secret ballot at the Annual General Meeting of the Club and shall hold office from the day succeeding their election until the next Annual General Meeting of the Club.

18.3 All officers and members of the committee shall be eligible for re-election subject to the following provisions:

(a) No member may be re-elected as Commodore if that member has held the office of Commodore for the preceding three years.

(b) No member may be elected as Commodore, Vice Commodore, or Rear Commodore unless he/she has had, prior to his/her nomination, at least one year's experience as a member of the committee.

18.4 Where there is no nomination for any office of the Club, or where there are insufficient nominations for committee members, nominations may be called from the members present at the Annual General Meeting at which the election is being held.

19. SUBSCRIPTION AND NOMINATION FEES

- 19.1 The nomination fee to be paid by candidates for Ordinary or Junior Membership shall be determined by the Committee.
- 19.2 The annual subscription for Ordinary ,Associate and Youth Members of the Club shall be determined by the Committee.
- 19.3 The annual subscription for a Family Member shall be determined by the Committee.
- 19.4 All subscriptions shall become due and payable on the 1st July in each year. Any member who shall not pay his/her subscription within 30 days of it becoming due and payable shall not, until such subscription is paid, be entitled to exercise any of the rights and privileges of a member.
- 19.5 Any member who has not paid his/her subscription by the 1st day of September next after it becomes due and payable shall forfeit his/her membership of the Club unless the committee after hearing representation from the member shall waive the provisions of this sub-clause.
- 19.7 The committee shall have power to remit or reduce any subscription where it thinks the circumstances so warrant.

20. PATRON

- 20.1 A meeting of the Club may on the recommendation of the committee elect as Patron of the Club a person willing to accept the office.
- 20.2 Notwithstanding anything hereinbefore contained, Life membership may be conferred upon the Patron of the Club.

21. AMENDMENTS TO THE CONSTITUTION

- 21.1 Any Ordinary Member of the Club may propose alternations, additions, suspensions, rescissions or amendments to the Constitution or rules of the Club in the manner hereinafter set out.
- 21.2 Any proposal under this Clause shall be by Notice of Motion which shall be in writing and given to the Secretary of the Club.
- 21.3 The Notice of Motion shall be considered at the meeting of the Club to be held next after the expiration of 28 days from the date upon which the Secretary receives the Notice of Motion. A meeting of the Club for the purpose of considering the Notice of Motion may be called by any of the methods referred to in Clause 10.
- 21.4 The notice of the meeting of the Club at which the Notice of Motion is to be considered shall set out the contents of the Notice of Motion in full.
- 21.5 No Motion under this Clause shall be deemed passed unless three quarters of the members present and voting at the meeting of the Club at which it is considered shall vote in favour thereof, nor unless the majority includes at least 10 members.

22. COMMON SEAL

- 22.1 For the purposes of the Associations Incorporation Act 1895 as amended, the Commodore and the Vice Commodore for the time being of the Club shall be the Trustees and Seal holder of the Club.
- 22.2 The Common Seal of the Club shall be kept in the custody of the Secretary.
- 22.3 Such Seal shall be affixed by the Commodore and Vice Commodore to any writing when authorised by resolution of the committee and not otherwise and every writing to which the Seal has been affixed shall be countersigned by the Commodore and Vice Commodore.

23. INSPECTION OF RECORDS, ETC. OF ASSOCIATION

23.1 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

24. DISSOLUTION

- 24.1 The Club may be dissolved upon the vote of three-quarters of the members of the Club present and voting at a Special General Meeting of the Club called for that purpose as hereinafter provided.
- 24.2 Notice of such meeting of the Club specifying the purpose for which it is called shall be sent to every financial member of the Club not less than one month prior to the date upon which it is to be held.
- 24.3 A Motion for dissolution of the Club under this Clause shall not be deemed to have been passed unless three-quarters of the total number of financial Ordinary Members of the Club are present at the meeting of the Club called to consider it.
- 24.4 If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

25. RACING

- 25.1 All sailing shall be conducted under the Rules of the International Yacht Racing Union, Yachting Australia, Yachting Western Australia and the Sailing Instructions of the Dunsborough Bay Yacht Club in force at the date of the race with such amendments as the general committee may from time to time find it necessary to improve and ensure the good conduct and safety of sailing.
- 25.2.1 Such rules as amended will be binding on all members of the Club and competitors in Club races.

26. INTERPRETATION

The interpretation of any clause in this constitution shall be decided by a majority decision of a duly convened meeting of the Committee.