



**METUNG YACHT CLUB INCORPORATED**  
**STATEMENT OF RULES**  
**31<sup>st</sup> August 2019**

**Reg. No. A0006860J**

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## **PART 1 - PRELIMINARY**

### **1 Name**

The name of the Incorporated Association is Metung Yacht Club Incorporated (“the Club”) Registered Number A0006860J.

### **2 Purposes**

The Purposes of the Club are:

- (1) To encourage yachting, boating and other aquatic pursuits.
- (2) To provide a Club House and facilities and all things incidental to the sport of yachting.
- (3) To acquire by purchase or lease in exchange or otherwise any lands, buildings easements or property, real or personal which may be required for the purpose of or conveniently used in connection with any of the objects of the Club and to sell, demise, mortgage, give in exchange or otherwise dispose of the same or any part or parts thereof.
- (4) To borrow or raise money or to give security for any debt liability or engagement incurred undertaken or entered into by the Club by the issue of or upon bonds debentures, bills of exchange, promissory notes or other securities of the Club or by overdraft or mortgage or charge upon all or part of the property of the Club.
- (5) To purchase, hire or make or provide and sell and deal in all kinds of boats, machinery, furniture, plate, linen, boat equipment and all kinds or provisions and all apparatus and services which may be conveniently used in connection with the grounds, Club House and other premises of the Club.
- (6) To supply refreshments and food to Members and to apply for, hold and renew from time to time any necessary Club licences, permits or other provision for the sale and disposal of liquor within the meaning of the Liquor Control Acts of the State of Victoria.
- (7) To hire and employ staff and to pay to them and other persons in return for services rendered to the Club salaries, wages gratuities and pensions.
- (8) To acquire lease manage and provide facilities for the mooring and storage of Members’ boats.
- (9) To make rules, regulations and by-laws for the proper government of the Club and to do all such other lawful things as are incidental or conducive to the attainment of the above objects.

### **3 Financial Year**

The financial year of the Club is each period of 12 months ending on the date specified in the By-Laws and ratified by a Special Resolution of a General Meeting. If no date is specified in the By-Laws, the date will be the 30<sup>th</sup> June in each year.

## 4 Definitions

In these Rules -

***Absolute Majority***, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

***By-Laws*** means the by-laws of the Club as approved under Rule 41.

***By-Lot means*** the random drawing of the names of candidates from a container by an independent third party to determine a winner.

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under Rule 45;

***Committee*** means the General Committee of the Club, having management of the business of the Club;

***Committee Meeting*** means a meeting of the General Committee held in accordance with these Rules;

***Committee Member*** means a member of the General Committee elected or appointed under Division 3 of Part 5;

***Disciplinary Appeal Meeting*** means a meeting of the Members of the Club convened under Rule 22 (3);

***Disciplinary Meeting*** means a meeting of the disciplinary sub-committee convened for the purposes of Rule 21;

***Disciplinary Subcommittee*** means the subcommittee appointed under Rule 19;

***Financial Year*** means the 12 month period specified in Rule 3;

***General Meeting*** means a general meeting of the Members of the Club convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

***Member*** means a member of the Club;

***Member Entitled to Vote*** means a Member who under Rule 13(2) is entitled to vote at a general meeting;

***Membership Class*** defines each Membership Category as either Voting or Non-voting as applied in Rule 9;

***Membership Category*** means a category as set out in Rule 9;

***Special Resolution*** means a resolution as defined in Rule 38;

***the Act*** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

***the Registrar*** means the Registrar of Incorporated Associations.

***Received by the Club*** in the case of money means receipt by the Treasurer of a cheque or cash or receipt of the amount into the Club's bank account by electronic transfer.

***Treasurer means*** the honorary treasurer of the club appointed in accordance with these Rules.

## **PART 2 - POWERS OF ASSOCIATION**

### **5 Powers of Association**

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieving its Purposes.
- (2) Without limiting sub-rule (1), the Club may—
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Club may only exercise its powers and use its income and assets (including any surplus) for its Purposes.

### **6 Not for profit organisation**

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its Members.
- (2) Sub-rule (1) does not prevent the Club from paying a Member -
  - (a) reimbursement for expenses properly incurred by the Member; or
  - (b) for goods or services provided by the Member – if this is done in good faith on terms no more favourable than if the Member was not a Member.
- (3) The funds of the Club may be derived from joining fees (if applicable), annual subscriptions, levies, donations, fund raising activities, grants, interest, bar, food and associated activities and other sources approved by the Committee. The Club's income and property shall be exclusively applied in the promotion of the Purposes of the Club.

## **PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1 - Membership**

#### **7 Minimum number of Members**

The Club must have at least 10 Members entitled to vote.

#### **8 Who is eligible to be a Member**

- (1) A natural person including a Corporate Member who:
  - (a) is nominated and approved for membership as provided in these rules;
  - (b) supports the Purposes of the Club;
  - (c) is of good repute and;
  - (d) has an interest in, or supports, recreational boating or other aquatic pursuits;is eligible for election as a Member of the Club.
- (2) No person shall be entitled to become a Member of the Club unless he or she shall have agreed to observe and be bound by all Rules and By-Laws of the Club.

#### **9 Application for membership**

- (1) To apply to become a Member of the Club, a person must submit a written application to a committee member stating that the person -
  - (a) wishes to become a Member of the Club; and
  - (b) supports the Purposes of the Club; and
  - (c) agrees to comply with these Rules and the By-Laws of the Club.
- (2) The application -
  - (a) must contain the candidate's full name, address and occupation as well as any other information required by the Committee. It shall be in writing and be signed by the applicant, proposer and seconder; and
  - (b) The candidate for admission to the Club shall be proposed and seconded by two Members who have been Members for not less than 12 months immediately preceding such a proposal, have voting rights and do not belong to the same immediate family unit.
  - (c) The Club's Membership Categories may be determined from time to time by the Committee and defined in the By-Laws. The addition or deletion of any category must be ratified by Special Resolution of a General Meeting of Members before becoming effective (see rule 38).
  - (d) The Committee shall assign each Membership Category to a Membership Class, either Voting or Non-voting, before being ratified by a Special Resolution of a General Meeting of Members.
  - (e) The Membership Categories effective on approval of these Rules and belonging to the Voting Class are Honorary Life Member, Full Member and Intermediate Member, as defined in the By-Laws of the Club dated the same as these Rules.

- (f) The Membership Categories effective on approval of these Rules and belonging to the Non-voting Class are Junior Member and Honorary Member as defined in the By-Laws of the Club dated the same as these Rules.
- (g) With the exception of Membership Class, the Committee may at any time add, change or remove the, benefits, rights, Member obligations, Member liabilities, minimum age, maximum age and any other requirements applicable to any Membership Category as long as they apply equally to all Members of that category.
- (h) The Committee may at any time add, change or remove any membership subscriptions, joining fees, or fees applicable to Club activities.
- (i) The Committee may at any time limit the number of Members in any Membership Category and may establish waiting lists if deemed in the best interests of the Club.

## **10 Consideration of application**

- (1) As soon as practicable after an application for membership is received, a notice must be displayed on the Club notice board for a period of at least 14 days. The Notice is to include the name, address and membership category requested by the applicant. During this notice period, financial voting Members of the Club may object to the application by submitting their reasons to the Secretary in writing before the end of the notice period. The Committee must take any valid objections received by the Secretary into account when assessing and application.
- (2) Before any application is considered by the Committee, the appropriate membership subscription and any joining fee, if applicable, must have been received by the Club
- (3) The Committee must decide by a resolution of a simple majority of Members present, whether to accept or reject any application.
- (4) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (5) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (6) No reason need be given for the rejection of an application.

## **11 New membership**

- (1) If an application for membership is approved by the Committee -
  - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - (b) the Secretary or designated officer must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the Register of Members.
- (2) A person becomes a Member of the Club and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which -
  - (a) the Committee approves the person's membership; or
  - (b) the person pays the joining fee (if applicable) and the required annual membership subscription.



## **12 Annual subscription and joining fee**

- (1) Prior to the commencement of each Financial Year, the Committee must determine -
  - (a) the amount of the annual subscription for each Membership Category (if applicable) for the following financial year; and
  - (b) the date for payment of the annual subscription.
- (3) The Club may determine that any new Member who joins after the start of a financial year must, for that financial year, pay a fee equal to -
  - (a) the full annual subscription; or
  - (b) a fixed amount determined from time to time by the Committee.
- (4) The Committee may approve more than one level of subscription fee within a Membership Category, based on Member characteristics including but not limited to student status and membership of the Club held by a parent or partner.
- (5) The rights (including the right to vote) of a Member who has not paid the annual subscription by the due date are voided until the subscription is paid.
- (6) Any Member may apply to the Committee, on the grounds of hardship, for approval to enter into a payment plan with the Club; if approved, the Member enjoys full rights of membership provided the payment plan is strictly followed.
- (7) Any Member who is ninety days in arrears in relation to payment of their Subscription or any other monies owed to the Club; or, if on a payment plan, has not paid three consecutive instalments, and has been given not less than one month's notice in writing of their default and has not remedied the default may, at the discretion of the Committee, be excluded from the privileges of the Club until they have remedied their default or may be struck of the Register of Members; whereupon they shall cease to be a Member and their rights to enjoy or participate in the privileges of the Club shall be absolutely forfeited.

## **13 General rights of Members**

- (1) A Member of the Club who is entitled to vote has the right -
  - (a) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a General Meeting; and
  - (c) to attend and be heard at General Meetings; and
  - (d) to vote at a General Meeting; and
  - (e) to have access to the minutes of General Meetings and other documents of the Club as provided under rule 74; and
  - (f) to inspect the Register of Members.
- (2) A Member is entitled to vote if -
  - (a) the Member is a Member of a Membership Category which is of the Voting Class;
  - (b) more than 10 business days have passed since he or she became a Member of the Club; and

- (c) the Member's membership rights are not suspended for any reason.
- (3) A Member of the Club from a Membership Category with no voting rights is not entitled to vote but may have other rights and benefits as determined by the Committee.
- (4) Subject to the provision of these Rules and the By-Laws of the Club, all Members of the Club shall be entitled to use in common all the premises and property of the Club and to be supplied at such charges as the Committee shall from time to time prescribe, with meals, refreshments, liquor and other things as are provided by the Club for the use of the Member.

#### **14 Rights not transferable**

The rights of a Member are not transferable and end when membership ceases.

#### **15 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a Member of the Club, the Secretary or designated officer must, as soon as practicable, enter the date the person ceased to be a Member in the Register of Members.

#### **16 Resigning as a Member**

- (1) A Member may resign by notice in writing given to the Club.
- (2) A Member is taken to have resigned if -
  - (a) the Member's annual subscription is more than 12 months in arrears; or
  - (b) where no annual subscription is payable -
    - (i) the Secretary or designated officer has made a written request to the Member to confirm that he or she wishes to remain a Member; and
    - (ii) the Member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

#### **17 Register of Members**

- (1) The Secretary or designated officer must keep and maintain a Register of Members that includes -
  - (a) for each current Member -
    - (i) the Member's name;
    - (ii) the address for notice last given by the Member;
    - (iii) the date of becoming a Member (if known);
    - (iv) if the Membership Category to which the Member belongs is of the Non-voting Class, a note to that effect;
    - (v) any other information determined by the Committee; and
  - (b) for each former Member, the date of ceasing to be a Member.

- (2) Any Member may, at a reasonable time and free of charge, inspect the Register of Members.
- (3) The Committee may establish a boat register and set By-Laws that govern the requirements Members & their boats must meet to have their boat listed on the register or to remain on the register.

## **Division 2 - Disciplinary action**

### **18 Grounds for taking disciplinary action**

The Club may take disciplinary action against a Member in accordance with this Division if it is determined that the Member -

- (a) has failed to comply with these Rules or By Laws; or
- (b) refuses to support the Purposes of the Club; or
- (c) has engaged in conduct prejudicial to the Club.

### **19 Disciplinary subcommittee**

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (2) The members of the disciplinary subcommittee -
  - (a) may be Committee members, members of the Club or anyone else; but
  - (b) must not be biased against, or in favour of, the Member concerned.

### **20 Notice to the Member**

- (1) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member -
  - (a) stating that the Club proposes to take disciplinary action against the Member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the Member that he or she may do one or both of the following -
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the Member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **21 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must -
  - (a) give the Member an opportunity to be heard; and
  - (b) consider any written statement submitted by the Member.
- (2) After complying with sub-rule (1), the disciplinary subcommittee may -
  - (a) take no further action against the Member; or
  - (b) subject to sub-rule (3) -
    - (i) reprimand the Member; or
    - (ii) suspend the membership rights of the Member for a specified period; or
    - (iii) expel the Member from the Club.
- (3) The disciplinary subcommittee may not fine the Member.
- (4) The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **22 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given -
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each Member of the Club who is entitled to vote as soon as practicable and must -
  - (a) specify the date, time and place of the meeting; and
  - (b) state -
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **23 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting -
  - (a) no business other than the question of the appeal may be conducted; and

- (b) the Committee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub-rule (1), the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
  - (3) A Member may not vote by proxy at the meeting.
  - (4) The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

### **Division 3—Grievance procedure**

#### **24 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between -
  - (a) a Member and another Member;
  - (b) a Member and the Committee;
  - (c) a Member and the Club.
- (2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

#### **25 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

#### **26 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days -
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be -
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement -
    - (i) if the dispute is between a Member and another Member - a person appointed by the Committee; or
    - (ii) if the dispute is between a Member and the Committee or the Club - a person appointed or employed by the Dispute Settlement Centre of Victoria.

- (3) A mediator appointed by the Committee may be a Member or former Member of the Club but in any case must not be a person who -
- (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **27 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must -
- (a) give each party 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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **28 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4 - GENERAL MEETINGS OF THE CLUB**

### **29 Annual General Meetings**

- (1) The Committee must convene an annual General Meeting of the Club within 2 months of the end of each Financial Year.
- (2) Despite sub-rule (1), the Club may hold its first annual General Meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual General Meeting.
- (4) The ordinary business of the annual General Meeting is as follows -
  - (a) to confirm the minutes of the previous annual General Meeting and of any special General Meeting held since then;
  - (b) to receive and consider -
    - (i) the annual report of the Committee on the activities of the Club during the preceding financial year; and
    - (ii) the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to appoint an Auditor and
  - (d) to elect the members of the Committee;
- (5) The annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **30 Special General Meetings**

- (1) Any General Meeting of the Club, other than an annual General Meeting or a disciplinary appeal meeting, is a special General Meeting.
- (2) The Committee may convene a special General Meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 may be conducted at the meeting.

### **31 Special General Meeting held at request of Members**

- (1) The Committee must convene a special General Meeting if a request to do so is made in accordance with sub-rule (2) by at least 20 voting Members.
- (2) A request for a special General Meeting must -
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the Members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) A special General Meeting must be convened within one month after the date on which the request is made.

### **32 Notice of General Meetings**

- (1) The Secretary (or, in the case of a special General Meeting convened under rule 31, the Members convening the meeting) must give to each Member of the Club -
  - (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a General Meeting in any other case.
- (2) The notice must -
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a Special Resolution is to be proposed -
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a Special Resolution; and
  - (d) comply with rule 33(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

### **33 Proxies**

- (1) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (3) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy, contains the information required in the form approved by the committee and that has been signed by the Member.
- (5) Notice of a General Meeting given to a Member under rule 32 must -
  - (a) state that the Member may appoint another Member as a proxy for the meeting; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club no later than 48 hours before the commencement of the meeting. In the case of post this means into the Clubs post box. In the case of electronically, this means into the Secretary's Club email inbox.



### **34 Use of technology**

- (1) If the Committee agrees and has the technology available a Member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Member participating in a General Meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

### **35 Quorum at General Meetings**

- (1) No business may be conducted at a General Meeting unless a quorum of Members is present.
- (2) The quorum for a General Meeting is the presence (physically, by proxy or as allowed under rule 34) of 20 of the Members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
  - (a) in the case of a meeting convened by, or at the request of, Members under rule 31, the meeting must be dissolved;
  - (b) in any other case:
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under sub-rule (3)(b), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **36 Adjournment of General Meeting**

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned -
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

### **37 Voting at a General Meeting**

- (1) On any question arising at a General Meeting -
  - (a) subject to sub-rule (3), each Member who is entitled to vote has one vote; and
  - (b) Members may vote personally or by proxy; and
  - (c) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 23.

### **38 Special Resolutions**

A Special Resolution is passed if not less than three quarters of the Members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

### **39 Determining whether a resolution is carried**

- (1) Subject to subsection (2), the Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been -
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lostand an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more Members on any question -
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

### **40 Minutes of General Meeting**

- (1) The Committee must ensure that minutes are taken and kept of each General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

- (3) In addition, the minutes of each annual General Meeting must include -
- (a) the names of the Members attending the meeting; and
  - (b) proxy forms given to the Secretary or his delegate of the meeting under rule 33(6);  
and
  - (c) the financial statements submitted to the Members in accordance with rule 29(4)(b)(ii); and
  - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## PART 5 – COMMITTEE

### Division 1 - Powers of Committee

#### 41 Role and powers

- (1) The business of the Club must be managed by or under the direction of the Committee.
- (2) The Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by a General Meeting of Members.
- (3) (1) The Officers of the Club shall consist of a Commodore, Vice-Commodore, Rear Commodore, (who shall be designated Flag Officers and the first two of whom shall be active sailing Members), an Honorary Treasurer and a Secretary, the latter officer being either honorary or otherwise.
- (4) The Committee may make, repeal and amend any By-Laws necessary or convenient for the good conduct and management of the Club and which are not inconsistent with these Rules. In the event of an inconsistency between these Rules and any By-Laws, the relevant provision of these Rules prevails.
- (5) These Rules and any By-Laws are binding on all Members.
- (6) The Secretary must -
  - (a) maintain a record of all By-Laws; and
  - (b) notify Members of any additions or alterations to By-Laws that have been made by the Committee by posting a notice on the Notice Board and the Club website outlining those additions or alterations within five days.
- (7) Any By-Law may be set aside by a Special Resolution of a General Meeting of Members.
- (8) The Committee is empowered -
  - (a) to give effect to any resolution which (after appropriate notice has been given) is passed by the Members of the Club in a General or Special General Meeting;
  - (b) to manage the business of the Club;
  - (c) exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by General Meetings of the Members of the Club.
  - (d) appoint and remove staff;
  - (e) establish subcommittees consisting of members with terms of reference it considers appropriate;
  - (f) establish the Membership Categories of the Club and the annual fees applicable to those categories as described in Rule 9

#### 42 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than -
  - (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

- (3) The Committee may, in writing, revoke a delegation wholly or in part.

## **Division 2—Composition of the Committee and duties of its members**

### **43 Composition of the Committee**

The Committee consists of up to 14 Members or any such smaller maximum number as might be set in the By-Laws after approval by Special Resolution at a General Meeting of Members. The members of the Committee consist of -

- (a) a Commodore;
- (b) a Vice-Commodore;
- (c) a Rear-Commodore;
- (d) a Secretary;
- (e) a Treasurer; and
- (f) ordinary members (if any) elected under rule 52.

In addition the immediate past Commodore may be an ex-officio member of the Committee for the 12 month after period after ceasing to be Commodore.

### **44 General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules, the Club By-laws and the Act.
- (2) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties -
  - (a) in good faith in the best interests of the Club; and
  - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of -
  - (a) their position; or
  - (b) information acquired by virtue of holding their position;so as to gain an advantage for themselves or any other person or to cause detriment to the Club.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a General Meeting.

### **45 Chairperson**

- (1) Subject to sub-rule (2), the Commodore or, in the Commodore's absence, the Vice-Commodore, or in the Vice-Commodore's absence, the Rear-Commodore is the Chairperson for any General Meetings and for any committee meetings.

- (2) If the Commodore, Vice-Commodore and Rear Commodore are all absent, or are unable to preside, the Chairperson of the meeting must be -
  - (a) in the case of a General Meeting - a Member elected by the other Members present; or
  - (b) in the case of a committee meeting – a committee member elected by the other committee members present.

#### **46 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association unless delegated to another officer.
- (2) The Secretary must -
  - (a) ensure the Register of Members is maintained in accordance with rule 17; and
  - (b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 69(3), all books, documents and securities of the Club in accordance with rules 71 and 74; and
  - (c) subject to the Act and these Rules, provide Members with access to the Register of Members, the minutes of General Meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **47 Treasurer**

- (1) The Treasurer must -
  - (a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
  - (b) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
  - (c) make any payments authorised by the Committee or by a General Meeting of the Club from the Clubs funds; and
- (2) The Treasurer must -
  - (a) ensure that the financial records of the Club are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual General Meeting of the Club.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Club.

### **Division 3 - Election of Committee members and tenure of office**

#### **48 Who is eligible to be a Committee member?**

A Member is eligible to be elected or appointed as a committee member if the Member -

- (1) is 18 years or over;
- (2) has been a voting Member of the Club for at least two years immediately prior to nomination;
- (3) is entitled to vote at a General Meeting; and
- (4) is a financial Member of the Club.

To be eligible to hold the position of Commodore or Vice-Commodore a Member must have served on the Committee for a period of at least 1 year.

#### **49 Positions to be declared vacant**

- (1) This rule applies to -
  - (a) the first annual General Meeting of the Club after its incorporation; or
  - (b) any subsequent annual General Meeting of the Club, after the annual report and financial statements of the Club have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

#### **50 Nominations for Committee**

- (1) Prior to the annual General Meeting, the Secretary must call for nominations to fill each position becoming vacant at that meeting, according to a process set by the Committee from time to time and laid out in the By-Laws.
- (2) An eligible Member of the Club may, with the Member's consent, be nominated for Committee if proposed by two other Members who are entitled to vote.
- (3) A Member who is nominated for a position and fails to be elected to that position is able to stand for any other position for which an election is yet to be held and for which the Member is eligible.

#### **51 Election of Commodore etc.**

- (1) At the annual General Meeting, separate elections must be held for each of the following positions -
  - (a) Commodore;
  - (b) Vice-Commodore;
  - (c) Rear-Commodore;
  - (c) Secretary; and
  - (d) Treasurer.
- (2) If only one Member is nominated for a particular position, the Chairperson of the meeting must declare the Member elected to the position.
- (3) If more than one Member is nominated, a ballot must be held in accordance with rule 53.
- (4) On his or her election, the new Commodore may, if he or she wishes, take over as Chairperson of the meeting.

## **52 Election of ordinary committee members**

- (1) A single election may be held to fill all of those positions.
- (3) If the number of Members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those Members to be elected to the position.
- (4) If the number of Members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 53.

## **53 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a Member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a Member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a speech, not exceeding 3 minutes, in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a ballot paper or papers to -
  - (a) each Member present in person; and
  - (b) each proxy appointed by a Member.
- (6) If the ballot is for a single position, the voter must complete the ballot paper according to the process laid out in the By-Laws, in favour of the candidate for whom the voter wishes to vote.
- (7) If the ballot is for more than one position -
  - (a) the voter must complete the ballot paper according to the process laid out in the By-Laws, in favour of each candidate for whom the voter wishes to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub-rule (7)(b) are not to be counted.
- (9) The name of each candidate indicated on each ballot paper counts as one vote for that candidate unless sub-section (8) above applies.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the Returning Officer is unable to declare the result of an election under sub-rule (10) because 2 or more candidates received the same number of votes, the returning officer must -
  - (a) conduct a further election for the position in accordance with sub-rules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.
- (12) Two Scrutineers are to be appointed after being nominated from the floor and endorsed by a majority show of hands to oversee the counting.



#### **54 Term of office**

- (1) Subject to sub-rule (3) and rule 55, a committee member holds office until the positions of the Committee are declared vacant at the next annual General Meeting.
- (2) A committee member may be re-elected.
- (3) A General Meeting of the Club may -
  - (a) by Special Resolution remove a committee member from office; and
  - (b) elect an eligible Member of the Club to fill the vacant position in accordance with this Division.
- (4) A Member who is the subject of a proposed Special Resolution under sub-rule (3)(a) may make representations in writing to the Secretary or Commodore of the Club and may request that the representations be provided to the Members of the Club.
- (5) The Secretary or the Commodore may give a copy of the representations to each Member of the Club or, if they are not so given, the Member may require that they be read out at the meeting at which the Special Resolution is to be proposed.

#### **55 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Secretary.
- (2) A person ceases to be a committee member if he or she -
  - (a) ceases to be a Member of the Club; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 66; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

#### **56 Filling casual vacancies**

- (1) The Committee may appoint an eligible Member of the Club to fill a position on the Committee that -
  - (a) has become vacant under rule 55; or
  - (b) was not filled by election at the last annual General Meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a Member to the position within 14 days after the vacancy arises.
- (3) Rule 54 applies to any committee member appointed by the Committee under sub-rule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

### **Division 4 - Meetings of Committee**

#### **57 Meetings of Committee**

- (1) The Committee must meet at least 10 times in each year at the dates, times and places determined by the Committee.

- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual General Meeting of the Club at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the Commodore or by any 4 members of the Committee.

### **58 Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the special meeting is the business for which the meeting is convened.

### **59 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the urgent meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **60 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

### **61 Use of technology**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **62 Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 61) of 5 of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting -
  - (a) in the case of a special meeting - the meeting lapses;
  - (b) in any other case - the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58.

## **63 Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Sub-rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

## **64 Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member -
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest -
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the Members of the Club.

## **65 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following -
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;

- (c) any resolution on which a vote is taken and the result of the vote;
- (d) any material personal interest disclosed under rule 64.

## **66 Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## **PART 6 - FINANCIAL MATTERS**

### **67 Source of funds**

The funds of the Club may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, levies, interest, operational revenue or any other sources approved by the Committee.

### **68 Management of funds**

- (1) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (2) Subject to any restrictions imposed by a General Meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques may be signed by one of the authorised signatories to the bank account but must be first approved by 2 Committee members and must comply with the requirements (if any) of the By-Laws.
- (5) All drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee members but must first be approved by the Committee.
- (6) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
- (7) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **69 Financial records**

- (1) The Club must keep financial records that -
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control -
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

### **70 Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting sub-rule (1), those requirements include -
  - (a) the preparation of the financial statements;

- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the Committee;
- (d) the submission of the financial statements to the annual General Meeting of the Club;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7 - GENERAL MATTERS**

### **71 Common seal**

- (1) The Club may have a common seal.
- (2) If the Club has a common seal -
  - (a) the name of the Club must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
  - (c) the common seal must be kept in the custody of the Secretary.

### **72 Registered address**

The registered address of the Club is -

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address – the postal address of the Secretary.

### **73 Notice requirements**

- (1) Any notice required to be given to a Member or a Committee member under these Rules may be given -
  - (a) by handing the notice to the Member personally; or
  - (b) by sending it by post to the Member at the address recorded for the Member on the Register of Members; or
  - (c) by sending it by email to the Member at the email address recorded for the Member on the Register of Members.
- (2) Sub-rule (1) does not apply to notice given under rule 59.
- (3) Any notice required to be given to the Club or the Committee may be given -
  - (a) by handing the notice to a member of the Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee determines that it is appropriate in the circumstances, by email to the email address of the Club or the Secretary.

### **74 Custody and inspection of books and records**

- (1) Members may on request inspect free of charge -
  - (a) the Register of Members;
  - (b) the minutes of General Meetings;
  - (c) subject to sub-rule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.

- (2) The Committee may refuse to permit a Member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (3) The Committee must on request make copies of these rules available to Members and applicants for membership free of charge.
- (4) Subject to sub-rule (2), a Member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule *relevant* documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following -
  - (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of the Club.

## **75 Winding up and cancellation**

- (1) The Club may be wound up voluntarily by Special Resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any Members or former Members of the Club.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by Special Resolution.

## **76 Alteration of Rules**

These Rules may only be altered by Special Resolution of a General Meeting of the Club.

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