



## Constitution

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Implementation Approval:

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# **SUGARLOAF SAILING CLUB INC.**

Reg. No. A0023112K



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# SUGARLOAF SAILING CLUB INC.

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## 1. Name, Purpose and Definitions

The name of the club is SUGARLOAF SAILING CLUB Inc.

The purpose of the club is to support, encourage and develop sailing and boating on Sugarloaf Reservoir for the benefit of its members, the general public and various community groups.

The following definitions apply to the listed terms used in this Constitution:-

"Executive Committee" The members elected to run the business of the Club.

"Office Bearer" A member duly elected at an AGM of the club. to the office of commodore, vice commodore, rear commodore, secretary, or treasurer.

"Rules" The rules governing the operation of the Club as set out in this Constitution.

"Standing Instructions" As determined by the Executive Committee to ensure all members are aware of the club's operational procedures on and around the reservoir.

"Racing Rules" All races conducted by the club are governed by the ISAF rules and the prescriptions of Yachting Australia as modified by the club's Sailing Instructions.

"Member's Charter" Guidelines as set out by the club that determine member's rights and obligations.

## 2. Objects

- a) To organize and promote both competitive and recreational sailing for club members, community groups and the general public. .
- b) To ensure that members and others using the club facilities are aware that the Sugarloaf Reservoir is primarily a water supply source for Melbourne and the club's tenancy is on the basis that use of the reservoir by the club does not cause deterioration in water quality.
- c) To undertake and/or provide various training courses for club members as required from time to time.
- d) To provide and maintain facilities for the use of the members of the club.

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### 3. Membership

#### a) Classification and Rights

The club shall consist of Life Members, Senior Members, Family Members, Junior Members, Associate Members, Honorary Members and Temporary Honorary Members, defined as follows:

##### Life Members

A member may be appointed a Life Member of the club only by a resolution of the club members at a duly constituted General Meeting. No member shall be appointed a Life Member unless the appointment is by recommendation of the Executive Committee and members are notified of the recommendation prior to the General Meeting aforesaid.

The Secretary shall give to a person elected as a Life Member notice of his/her election and upon his/her intimating his/her willingness to take up his/her life membership he/she shall become a Life Member of the club. A Life Member shall pay no membership fees. He/she shall be entitled to all the privileges and benefits of full membership.

##### Senior Members

Senior members are those above the age of 18 years at the commencement of the club's financial year.

##### Family Group Members

A family membership comprises a senior member and his/her partner and their children under the age of 18 years and full time students aged 18 years and over at the commencement of the club's financial year.

##### Junior Members

Junior members are those under the age of 18 years at the commencement of the club's financial year.

##### Associate Members

Associate members are those who wish to establish or retain a link with the club but not become full members. Associate members are not entitled to the use of club facilities except at the discretion of the Executive Committee. He/she shall not vote upon any question affecting the club and shall not be qualified to serve on the Executive Committee.

##### Honorary Members

Persons may be appointed Honorary Members of the club only by a resolution of the club members at a duly constituted General Meeting. No person shall be appointed an Honorary Member unless the appointment is by recommendation of the Executive Committee and members are notified of the recommendation prior to the General Meeting aforesaid.

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The Secretary shall give to a person elected as Honorary Member notice of his/her election and shall send him/her a copy of these rules and upon his/her intimating his/her willingness to take up his/her membership he/she shall become an Honorary Member of the club. An Honorary Member shall pay no membership fees. He/she shall be entitled to all the privileges and benefits of membership except that he/she shall not vote upon any question affecting the finances of the club and shall not be qualified to serve on the Executive Committee.

### Temporary Honorary Members

Temporary Honorary Membership may be bestowed on a member or visitor by the Executive Committee. He/she shall be entitled to all the privileges and benefits of membership except that he/she shall not be entitled to vote or serve on the Executive Committee.

### b) Nomination and Acceptance

A person may apply to become a member of the club by submitting an application for membership form to the club. The application shall set forth the name and address of the candidate and such other information as may from time to time be prescribed by the Executive Committee. The person(s) nominated on the application shall be proposed and seconded by club members and be presented to the Executive Committee for acceptance. Acceptance shall be at the discretion of the Executive Committee.

The Secretary shall send to each newly-elected member immediately upon his/her acceptance, notice of acceptance together with a copy of these rules and upon payment of the required fee, he/she shall become a member of the club.

### c) Resignation

Any member wishing to withdraw from Membership of the club shall give notice to the Secretary, and shall pay all monies due at the date of such notice. No such resignation shall take effect until accepted by the Executive Committee.

### d) Expulsion

Every Member on joining the club undertakes to comply with these rules and any refusal or neglect to do so or any unworthy conduct shall render such Member liable to expulsion by a resolution of an Annual or Extra-Ordinary General Meeting provided that at least one week before such Meeting he/she shall have had notice of the intended resolution for his/her expulsion and that he/she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he/she may think fit. A Member expelled under this rule shall forfeit all right in and claim upon the club and its property.

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### **4. Executive Committee**

The Executive Committee shall be elected at the Annual General Meeting and shall comprise the five office bearers and eight general committee members, all of whom shall be financial members. The office bearers are to be the Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer.

Each office bearer shall hold office until the next Annual General Meeting after the date of his/her election but is eligible for re-election. Each general committee member shall hold office until the Annual General Meeting next but one after his/her election but is eligible for re-election.

An Executive Committee member's position becomes vacant if the member-

- i) dies, or
- i) ceases to be a member of the club; or
- ii) becomes an insolvent under administration within the meaning of the Companies (Victorian) Code; or
- iii) resigns his/her office by notice given to the Secretary. or
- iv) is absent from four consecutive meetings without providing reasonable cause.

Vacancies in any office, including that of Auditor, may be filled by the Executive Committee at its discretion, until the next Annual General Meeting.

Sub-Committees may be appointed by the Executive Committee as required for the purpose of furthering the objects of the club. All Sub-Committees shall come under the control of, and report to, the Executive Committee.

### **5. Powers of the Executive Committee**

The Executive Committee shall manage and control the affairs of the club, subject to such sanction to any of the acts as aforesaid. and shall have power to perform all such acts, deeds and things as considered by them desirable or necessary for the management of the club, its property and affairs other than the negotiation of property of the club, the granting or accepting of leases of any land or buildings the property of the club for any terms and all other measures in any way extending the liabilities of the club beyond the assets and estimated revenue of the club, which shall require the sanction of a General Meeting of the club.

The Executive Committee may from time to time make, alter and repeal Standing Instructions regulating the use of the clubhouse and facilities, the admission of guests, the holding of any on-water activity and generally for the good conduct of the affairs of the club. Such Standing Instructions shall not be inconsistent with the rules of the club and shall be construed as part of the rules of the club.

The Public Officer under the Associations Incorporation Act 1981 shall be appointed by the Executive Committee.

The Executive Committee shall decide the interpretation of the Constitution and any dispute or difference which may arise as to the meaning or interpretation of these Rules and Standing Instructions, or as to the powers of the Officers and/or General Committee and such decisions shall be final and binding upon all members of the club.

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### 6. Meetings

- a) The Secretary shall at least twenty one days before any General Meeting send to every Member a notice of such Meeting stating the time when and place where it will be held and the business that will be brought before it. No business other than business of a formal nature shall be brought forward at any meeting unless notice shall have been duly given as herein provided. Any proposed amendments to the Constitution shall be notified to all Members with the notice of the Meeting.

All meetings of the club shall be chaired by the Commodore and in his/her absence by the Vice Commodore -and in the absence of the Vice Commodore -the meeting shall elect a Chairman from the members present. The quorum at an Executive Committee shall be five of the Members of the Executive Committee and at a General Meeting 10% of the financial Members. They may be present in person or by proxy.

Only financial members over the age of 18 years may vote at any Meeting. General resolutions may be passed by a simple majority of votes. Each Member present having one vote and in case of equality, the Chairman for the time being shall have a second or casting vote. All resolutions passed at meetings of the club shall be conclusive and binding on all the Members whether they shall have been present at such meetings or not, provided that such meeting be held in conformity with the rules.

#### b) Annual General Meeting

An Annual General Meeting shall be held at a place to be determined by the Executive Committee between 1<sup>st</sup> July and 31<sup>st</sup> August in each year. The business at such Meeting shall be the election of the Officers and Executive Committee and Auditor(s) and the passing of the accounts and any other business of which notice shall have been given to the secretary 21 days before the date of such meeting.

Each of the candidates for the positions of officers, other committee members and Auditor(s) shall be nominated by two Members. All nominations shall be proposed in writing, seconded and bear the signed acceptance of the nominee and forwarded to the Secretary not later than fourteen days immediately preceding the date of the Annual General Meeting. In the event of a sufficient number of members not being so nominated for election the vacancies may be filled at the Annual General Meeting.

#### c) Extraordinary General Meeting

The Executive Committee may at any time and shall on the requisition of any (twelve) Members stating the business for which it is required convene an Extraordinary General Meeting for any specific purpose

#### d) Special Executive Committee Meetings

A Special Meeting of the Executive Committee may be called by a petition forwarded to the secretary and signed by not less than five members of the Executive Committee.

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### **7. Indemnity Clause**

Officers, committee members and duty crew, acting in the bona fide discharge of their respective duties shall be and are hereby indemnified out of and to the extent of the club's funds against all actions, legal proceedings, costs, damages and expenses instituted or incurred by them in consequence of anything done, said or written by them in the legitimate discharge of their duties.

Neither the club or any official of the club shall be responsible for any loss or damage to any article brought by members or guests on to the club premises, or for any loss or damage suffered by any members or guests in or about the club premises or in consequence of the use of the property of the club or otherwise.

### **8. Funds**

- a) The funds of the club shall be derived from membership fees, visitor fees, donations and such other sources as the Executive Committee determines.
- b) Membership fees shall be determined from time to time by the Executive Committee. Annual membership fees shall become due and payable after each Annual General Meeting has been conducted.

Any member failing to pay any subscription, or other money due to the club within four months of the same becoming payable, may without prejudice to his/her membership be, by resolution of the Executive Committee, suspended from all privileges of the club until he/she has paid same; and if the same shall be overdue for more than six months his/her name may, by resolution of the Executive Committee, be struck off the List of Members unless the non-payment shall be satisfactorily explained to the Executive Committee.

- c) The funds of the club shall be kept by the Treasurer under the supervision of and in such place and manner as shall be determined by the Executive Committee. The Treasurer shall ensure that all monies due to the club are collected and received and that all payments authorised by the club are made and that correct books and accounts are kept showing the financial affairs of the club, including full details of all receipts and expenditure connected with the activities of the club.

The Executive Committee shall have power to expend, and invest, the club funds in such manner as they think fit in accordance with these rules and the objects of the club.

The assets and income of the club shall be applied solely in the furtherance of the objectives of the club, and no portion of the assets and income of the club shall be distributed directly or indirectly to the members of the club except as bona fide compensation for services rendered or expenses incurred on behalf of the club.

### **9. Financial Year, Audit and Inspection of Accounts**

The financial year of the club will end on the 31<sup>st</sup> May of each year. The club accounts shall be audited annually by an auditor, who shall be elected each Annual General Meeting, and who shall not be the Treasurer or Secretary.

Members after notice to an Executive Committee Meeting, giving the reasons for such inspection, may have access to the books and records of the club.



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### 10. Privileges, Rights and Obligations

All members are entitled to the privileges and rights contained in the Members Charter of the Sugarloaf Sailing Club Incorporated. By implication, all members have the obligation to ensure that no other member is denied those privileges and rights by any action, either directly or indirectly taken by, or on behalf of them.

### 11. Disputes and Mediation

- 1) The grievance procedure set out in this clause applies to disputes under this Constitution between:
  - a member and another member; or
  - a member and the club.
- 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 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 club; or
    - ii) in the case of a dispute between a member and the club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 5) A member of the club can be a mediator.
- 6) The mediator cannot be a member who is 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 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 otherwise at law.

### 12. Addresses of Members

Every Member shall give notice of his/her postal address or any alteration thereof to the Secretary who shall register the same. If any Member fails to give notice of alteration of his/her address, the Secretary may insert his/her new address in the register in lieu of the existing registered address. Members may also give notice of their facsimile number and/or Email address and these shall be duly registered by the Secretary.

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### **13. Notices**

1) Any notice given or made to a person pursuant to this Constitution must be Either:

- (i) In writing and given or made by;
  - a) delivering it to that person personally; or
  - b) addressing it to that person and either leaving it at, or posting it, by prepaid mail, to the address appearing in the register of members or in case of the club to the club's registered address; or
  - c) transmitting by facsimile to the facsimile number provided by the member.

Or

- (ii) Given or made by Email to the Email address provided by the member or in case of the club to the club's published Email address.

2) Notices will be deemed to be given or made:

- a) if by leaving it at the address of that person, when left at that address;
- b) if by prepaid post, on the third Business Day following the date of posting; and
- c) if by facsimile, on the following Business Day; and
- d) if by Email, on the following Business Day.

3) For the purpose of notices an Email address will be accepted as equivalent to a member's or prospective member's signature.

The accidental omission to send any notice shall not invalidate any Meeting or resolution passed thereat.

### **14. Amendment of Constitution**

These Rules may be altered or repealed or new Rules may be made at the Annual General Meeting or at an Extraordinary General Meeting duly summoned for the purpose. Any amendments to the Constitution or Statement of Purposes shall only be altered with the concurrence of 75% of the financial members present (at the meeting). They may be present in person or by proxy.

### **15. Dissolution**

The club may be dissolved under the Associations Incorporation Act with the consent of 75% of the Members present at a General Meeting called for that purpose provided that 21 days notice is given to each member.

In the event of the winding up or the cancellation of the Incorporation of the club, the assets of the club shall be disposed of in accordance with the provisions of the Associations Incorporation Act 1981. The balance of assets shall be donated to a club, association or body having similar objects to the Sugarloaf Sailing Club Incorporated.

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# DOCUMENT CONTROL SHEET

### Contact for Enquires and Proposed Changes

If you have any questions regarding this document contact:

Commodore or Secretary, Sugarloaf Sailing & Boating Club Inc.

Postal Address: PO Box 220 Kangaroo Ground VIC 3097

Email Address: [sugarloafsc@hotmail.com](mailto:sugarloafsc@hotmail.com)

### Revision History

Issue No.	Date	Nature of Amendment
Edition 3	29/5/2000	Changes to section 4 re student members
CON – 4#03	July 2003	Addition of Email & facsimile usage
CON – 5#03	September 2009	Change of Name, Reorganised and Rationalised

### Document Sign Off

Name	Title	Signature	Date
Greig Bannister	Commodore		
Paul Drinkwater	Secretary		