



## **Sugarloaf Sailing Club Inc**

Reg. No. A0023112K ABN: 98 896 898 739  
PO Box 220, Kangaroo Ground, Victoria 3097

# MINUTES OF GENERAL MEETING

A General Meeting of the Sugarloaf Sailing Inc. was held at the Club House, Gate 11, Ridge Rd. Christmas Hills on Saturday 7<sup>th</sup> December, 2013 at 11.00 a.m.

The chairman declared that a quorum, 10% of membership, in accordance with the Club Rules had been exceeded and the meeting was opened at 11:03.

The purpose of the meeting was to consider and vote on 3 resolutions associated with changes to the Club's Constitution.

## **1. Apologies.**

Apologies were received from:

David Bucknell, Robin Miller, Pat Millwright, Jonathon Lyons, Martin Waller

## **2. Signatories on the Attendance Record**

Ian Lee-Conway, Keith Robinson, David Edwards, Steven Leaford, David Mc Bain  
Bettina Chapman, Alan Phillips, Rose Blanchard, John Need, James Maddocks, Alan Devlin,  
John Doyle, Frank Landy, Greig Bannister, Harvey Sabine, Hans Brocker, Colin Gow, Graham  
Williams, John Hudson (20).

## **3. Proxy votes were received from:**

Andrew Brailey, David Bucknell, Peter Derby, Pat Minihan, Dejan Deletic, Jeffrey DeVarga, Paul  
Dillon, Grant Walters, David Mair, Chris Schey, Kevin Neale, Karl Heine, Fergal Murphy, Andrew  
Yen, Johnathon Lyons (17).

All proxy votes were affirmative.

## **4. Resolutions**

Each of the three special resolutions were considered separately following the tabling of the

proposed changes as 'SSC Constitution - Highlighted Version 14 Nov 2013.docx'. A consolidated version of this document is attached as Appendix 1). An explanation of the proposed changes was presented by Harvey Sabine, Committee member.

· **Resolved that this Notice of Meeting be adopted in accordance with Section 50(4)(a) of the 'Associations Incorporation Reform Act 2012', as the required Notice of Meeting fully setting out the details of the special resolution. In particular, the proposed alterations to the Club's constitution as described at: <http://www.sailsugarloaf.com/constitution2013.php>**

Moved: David McBain

Seconded: Keith Robinson

The chairman, Commodore, Frank Landy, declared this resolution carried on the show of hands being greater than the required 75% of attendees. No count was requested.

· **Resolved that the alterations to the existing Constitution, as set out in the altered copy of the Constitution of the Sugarloaf Sailing Club Inc. be adopted.**

Moved: John Doyle

Seconded: Colin Gow

The chairman, Commodore, Frank Landy, declared this resolution carried on the show of hands being greater than the required 75% of attendees. No count was requested.

· **Resolved that the alterations to the existing Constitution be submitted to the Registrar for approval.**

Moved: David Edwards

Seconded: Alan Phillips

The chairman, Commodore, Frank Landy, declared this resolution carried on the show of hands being greater than the required 75% of attendees. No count was requested.

The meeting was closed at 11:18.

Greig Bannister - Secretary  
7/12/2013

Frank Landy - Chairman and Commodore  
7/12/2013

# Sugarloaf Sailing Club

## Constitution

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### Implementation Approval:

These Rules were approved by special resolution of a General Meeting of Members of the Sugarloaf Sailing Club Incorporated held on 7<sup>th</sup> day of December 2013.

Name: Greig Bannister  
Title: Secretary

Coordinator : Harvey Sabine

# CONTENTS

1. Name, Purpose and Definitions
2. Club Objectives
3. Membership
  - a) Classification and Rights
  - b) Subscriptions and Fees
  - c) Resignation
  - d) Disciplinary Action
4. Executive Committee
  - a) Composition of Executive Committee
  - b) Custody of Records, Securities and Documents
5. Powers of the Executive Committee
6. Meetings
  - a) General Meeting
  - b) Annual General Meeting
  - c) Extraordinary General Meeting
  - d) Special Executive Committee Meeting
7. Indemnity
8. Funds
9. Financial Year, Review and Inspection of Accounts
10. Privileges, Rights and Obligations
11. Disputes and Mediation
12. Addresses of Members
13. Notices
14. Amendment of Constitution
15. Dissolution

## 1. Name, Purpose and Definitions

The name of the Association is SUGARLOAF SAILING CLUB Inc. ("Club").

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:-

"Licence Agreement"	The Licence Agreement between the Club and Melbourne Water Corporation by which the Club's presence and activities on the Sugarloaf Reservoir and within the grounds of the Sugarloaf Reservoir are controlled.
"Rules"	The rules governing the operation of the Club as set out in this Constitution and in the Club's By Laws. The Model Rules for an Incorporated Association, as defined by The Act, shall be applied for any matter not specifically addressed in the Club's Constitution, Club By Laws, or other documented rules.
"Club By-laws"	As determined by the Executive Committee to ensure all Members are aware of their rights, obligations and liabilities and of the Club's operational procedures on and around the reservoir.
"The Act"	The Associations Incorporation Reforms Act 2012, including any regulations made under that Act.
"The Registrar"	The Registrar of Incorporated Associations.
"Executive Committee"	The Members elected to run the business of the Club.
"Office Bearer"	A Member duly elected at an Annual General Meeting of the Club to the office of Commodore, Vice Commodore, Rear Commodore, Secretary, or Treasurer.
"Financial Year"	The Financial Year of the Club is each period of 12 months ending on 31 <sup>st</sup> May each year.

The Club web site is the main repository for Club documents, rules and communications.

Members, prospective Members and the general public are encouraged to access this site for information about the Club.

## 2. Club Objectives

- 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 of the Club's obligations under its Licence Agreement and 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.

### **3. Membership**

#### **a) Classification and Rights**

The Club shall consist of Members, Associate Members and Life Members. The Membership application process together with the rights, liabilities and obligations of Members are as set out in the Club By Laws. Membership classifications are :

##### **Member**

Any person who supports the purposes of the Sugarloaf Sailing Club Incorporated and agrees to comply with these Rules is eligible to apply for membership.

##### **Life Member**

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.

##### **Associate Member**

Associate Members of Sugarloaf Sailing Club include any members under the age of 15 years and any other category of Member as determined by special resolution at a General Meeting. An Associate Member must not vote but may have other rights as determined by the Executive Committee or by resolution at a General Meeting.

#### **b) Subscriptions and Fees**

The joining fees, membership subscriptions, other fee options and other amounts (if any) to be paid by Members are as set out in Club By-laws.

#### **c) Resignation**

- (1) A Member may resign by notice in writing given to the Sugarloaf Sailing Club Incorporated.
- (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 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.
- (3) Information about a person who is no longer a Member of the Club, other than the name of the person and the date on which the person ceased to be a Member of the Club, will be removed from the Register of Members within 14 days after the person ceases to be a

Member of the Club.

d) Disciplinary Action

The Club may take disciplinary action against any Member who

- (1) fails to comply with the Rules or
- (2) refuses to support the purposes of the Club or
- (3) engages in conduct prejudicial to the Club.

In accordance with procedure the Executive Committee, if satisfied there are sufficient grounds, will appoint a disciplinary sub-committee to hear the matter and to determine what action, if any, to take against the Member. The disciplinary sub-committee may take no further action, reprimand the Member, suspend the Member's rights for a specific period, or expel the Member from the Club.

A Member whose rights have been suspended, or who has been expelled, may appeal the decision in accordance with these Rules and The Act.

**4. Executive Committee**

a) Composition of 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 Club Members. The office bearers are to be the Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer.

Each Office Bearer and General Committee member shall hold office until all Executive Committee positions are declared vacant at the next Annual General Meeting after the date of his/her election but is eligible for re-election.

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

- i) dies, or
- ii) ceases to be a Member of the Club; or
- iii) becomes an insolvent under administration; or
- iv) resigns his/her office by notice given to the Secretary, or
- v) is absent from four consecutive meetings without providing reasonable cause.

An Office Bearer or Committee Member may be removed from office by special resolution at a General Meeting passed by not less than 75% of Members voting (in person or by proxy) in favour of the resolution.

Vacancies in any office, with the exception of Secretary, may be filled by the Executive Committee at its discretion, until the next Annual General Meeting. If the office of the Secretary becomes vacant, the Club must fill the vacancy within 14 days after the vacancy arises. The Secretary must, within 14 days after being appointed, give written notice to the Registrar of his or her appointment.

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

b) Custody of Records, Securities and Documents.

In accordance with The Act, the Secretary will maintain the Register of Members and keep custody of all books, documents and securities of the Club, with the exception of financial records that are the responsibility of the Treasurer. The Secretary will provide Members with access free of charge

to the Members register, all books, documents and minutes of general meetings,

The Executive 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.

## **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 quorum at an Executive Committee Meeting shall be the presence of (or by the participation of through the use of appropriate simultaneous two way communications technology) five of the Members of the Executive Committee. The Committee must ensure that accurate minutes are taken and kept of all committee meetings.

The Executive Committee may from time to time make, alter and repeal Club By Laws 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 Club By Laws shall not be inconsistent with the rules of the Club and shall be construed as part of the Rules of the Club.

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 Club By-Laws, or as to the powers of the Officer Bearers and/or General Committee Members and such decisions shall be final and binding upon all Members of the Club.

## **6. Meetings**

### **a) General Meeting**

The Executive Committee may convene a General Meeting whenever it thinks fit.

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 a General Meeting shall be 10% of the Members. They may be present in person or by proxy.

Only 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.

The Committee must ensure that accurate minutes are taken and kept of all General Meetings.

#### **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 to confirm the Minutes of the previous Annual General Meeting, to receive and consider the financial statements of the Club for the previous financial year, to elect the Officer Bearers and Executive Committee Members, confirm or vary the annual subscriptions and joining fee 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 Office Bearers and General Committee Members 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.

The Committee must ensure that accurate minutes are taken and kept of all Annual General Meetings.

#### **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 Meeting**

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.

### **7. Indemnity**

Officer Bearers, Committee Members and Duty Crew, acting in the discharge of their respective duties in good faith 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 nor 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 subscriptions, visitor fees, donations and such other sources as the Executive Committee determines.

- b) Membership subscriptions and fees shall be determined from time to time by the Executive Committee. Annual membership subscriptions and fees shall become due and payable after each Annual General Meeting has been conducted.

Any Member failing to pay their fees after 12 months from the due date may, by resolution of the Executive Committee, be taken to have resigned.

c) The Role of the 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 Club's funds; and
- (d) ensure cheques are signed by at least 2 Committee Members.

(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 Association.

- a) 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 Objectives 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, Review and Inspection of Accounts**

The financial year of the Club will end on the 31<sup>st</sup> May of each year. The Treasurer will prepare and submit the appropriate Financial Statements for acceptance and certification by the Executive Committee. Members will receive and consider these certified Financial Statements at the Annual General Meeting.

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.

## **10. Privileges, Rights and Obligations**

All Members are entitled to the privileges and rights contained in these Rules and Club By Laws 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.
- 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.

## **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; and
- 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 there at.

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

These Rules may be altered or repealed or new Rules may be made at the Annual General Meeting or at a 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 Members present (at the meeting). They may be present in person or by proxy. An alteration of these Rules does not take effect until approved by the Registrar.

#### **15. Dissolution**

The Club may be dissolved under the Associations Incorporation Reforms Act 2012 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 Reforms Act 2012. The balance of assets shall be donated to a club, association or body having similar objects to the Sugarloaf Sailing Club Incorporated and will not be distributed to any Member or former Members of the Club.

# DOCUMENT CONTROL SHEET

## Contact for Enquires and Proposed Changes

If you have any questions regarding this document contact:

Commodore or Secretary, Sugarloaf Sailing Club Inc.

Postal Address: PO Box 220 Kangaroo Ground VIC 3097

Email Address: [admin@sailsugarloaf.com](mailto:admin@sailsugarloaf.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
CON – 6#03	November 2013	Alignment with MODEL RULES 2012

## Document Sign Off

Name	Title	Signature	Date
Frank Landy	Commodore		
Greig Bannister	Secretary		