



# **NEWPORT CRUISING YACHT CLUB Inc.**

**Formerly  
Moreton Bay Yacht Club Inc.  
and prior to that  
Moreton Bay Boat Club Sailing Branch Inc.  
IA 32034**

## **ASSOCIATION RULES**

**As defined by the Associations Incorporation regulation 1990**

Incorporated 11 April 2003

Revised September 2015

# NEWPORT CRUISING YACHT CLUB Inc. ASSOCIATION RULES

## 1. INTERPRETATION

- (1) In these rules -  
*Act* means - the *Associations Incorporation Act 1981*.  
*Present* means -
  - (a) at a management committee meeting, see rule 23(6); or
  - (b) at a general meeting, see rule 37(2).
- (2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2. NAME

The name of the incorporated association is ***NEWPORT CRUISING YACHT CLUB Inc.***  
(The association).

## 3. OBJECTS

The objects of the association are:

- (a) to encourage and promote sailing as a sport and recreation
- (b) to arrange, host and conduct yacht racing and cruising events
- (c) to foster good sportsmanship and fellowship amongst members and affiliations
- (d) to do any other thing incidental to, consistent with and in furtherance of the foregoing objects.

## 4. POWERS

- (1) The association has the powers of an individual.
- (2) The association may, for example:
  - (a) enter into contracts; and
  - (b) acquire, hold, deal with and dispose of property; and
  - (c) make charges for services and facilities it supplies; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.

## 5. CLASSES OF MEMBERS

- (1) The membership of the association shall consist of the following:
  - (a) Ordinary members aged eighteen (18) years and over who desire to participate in the association's activities
  - (b) Crew members

- (b) Associate members, being the spouse or partner of an ordinary member
  - (c) Junior members
  - (d) Life members.
- (2) Only ordinary members and life members have the right to vote at any meeting and to hold office as a member of the association's management committee.
- (3) All members under 18 years of age must be junior members.
- (4) The number of ordinary and social members is unlimited. The number of junior members may be restricted from time to time by a majority vote of members at any general meeting

## 6. RESERVED

## 7. NEW MEMBERSHIP

- (1) An application for membership of the association must be proposed by 1 ordinary or life member of the association (the *proposer*) and seconded by another ordinary or life member (the *seconder*).
- (2) An application for membership must be:
- (a) in writing; and
  - (b) signed by the applicant and the applicant's proposer and seconder; and
  - (c) in the form decided by the management committee.

## 8. MEMBERSHIP FEES

- (1) The membership fee for each ordinary membership and for each other class of membership (if any):
- (a) is the amount decided by the members from time to time at a general meeting; and
  - (b) is payable when, and in the way, the management committee decides.
- (2) Membership fees for life members are waived as a right of life membership.
- (3) A life membership may only be awarded in accordance with the by-laws and by special resolution of the members at a general meeting.

## 9. ADMISSION OF NEW MEMBERS

- (1) The management committee must consider an application for membership at the next committee meeting held after it receives:
- (a) the application for membership; and
  - (b) the appropriate membership fee for the application.
- (2) The management committee must ensure that, as soon as practicable after the person applies to become a member of the association, and before the management committee considers the person's application, the person is advised:
- (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance, the amount of the insurance.

- (3) The management committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (5) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

#### 9A. CODE OF CONDUCT

- (1) It is a condition of membership that all members comply with any code of conduct adopted by the association, from time to time, in accordance with these rules.
- (2) For the sake of clarity, it is noted that a breach of a code of conduct duly adopted by the association shall be a ground for termination to which rule 10(3)(b) applies.
- (3) Notwithstanding rule 42, a code of conduct may only be adopted, amended or repealed by a special resolution at a general meeting of the members.

#### 10. WHEN MEMBERSHIP ENDS

- (1) A member may resign from the association by giving a written notice of resignation to the Secretary.
- (2) The resignation takes effect at:
  - (a) the time the notice is received by the Secretary; or
  - (b) if a later time is stated in the notice - the later time.
- (3) The management committee may terminate a member's membership if the member:
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules or the by-laws made thereunder; or
  - (c) has membership fees in arrears for at least 2 months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (4) Before the management committee terminates a member's membership, the committee must provide the member with:
  - (a) specific details of the member's inappropriate actions or behaviour;
  - (b) details of the grounds upon which termination is being considered, and
  - (c) a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

- (6) The notice given under sub rule (5) shall contain a statement of the decision and reasons for the decision together with details of the appeal rights and procedures.
- (7) For the sake of clarity it is noted that the decision to terminate a member's membership under this rule becomes effective upon giving of the notice under sub rule (5) and all rights of membership cease, save the right of appeal under rule 11.

## 11. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a special general meeting to decide the appeal.

## 12. SPECIAL GENERAL MEETING TO DECIDE APPEAL

- (1) The Special general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not have been rejected or why the membership should not have been terminated.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to explain the reasons for the decision to reject the person's application or terminate the member's membership, and show why the appeal should not be allowed.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person, whose application for membership has been rejected or whose membership has been terminated, does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person in respect of the year in which the application was rejected or membership terminated.

## 13. REGISTER OF MEMBERS

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member:
  - (a) the full name of the member

- (b) the postal or residential or email address of the member
  - (c) the date of admission as a member
  - (d) the date of death or time of resignation of the member
  - (e) details about the termination or reinstatement of membership
  - (f) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

#### 14. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- (1) A member of the association must not:
- (a) use information obtained from the register of members of the association for an unlawful purpose or to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used for an unlawful purpose or to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Sub rule (1) does not apply if the use or disclosure of the information is for a lawful purpose and is approved by the management committee.

#### 15. APPOINTMENT OR ELECTION OF SECRETARY

- (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
- (a) a member of the association elected by the association as secretary; or
  - (b) any of the following persons appointed by the management committee as secretary:
    - (i) a member of the association's management committee;
    - (ii) another member of the association;
    - (iii) another person.
- (2) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- (3) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1

month after the vacancy happens.

- (4) If the management committee appoints a person mentioned in sub rule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (5) However, if the management committee appoints a person mentioned in sub rule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (6) If the management committee appoints a person mentioned in sub rule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
- (7) In this rule casual vacancy, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

## 16. REMOVAL OF SECRETARY

- (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- (2) If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15(5), the person remains a member of the management committee.

## 17. FUNCTIONS OF SECRETARY

The Secretary's functions include, but are not limited to;

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

## 18. MEMBERSHIP OF MANAGEMENT COMMITTEE

- (1) The management committee of the association consists of a ***Commodore, Vice-Commodore, Treasurer, Secretary, Principal Race Officer, Handicapper, Property Officer*** and any other members the association members elect at a general meeting.
- (2) A member of the management committee, other than a secretary appointed by the management committee under rule 15(1)(b)(iii), must be an ordinary or life member of the association.

- (3) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- (4) An ordinary or life member of the association may be appointed to a casual vacancy on the management committee under rule 21.

## 19. ELECTING THE MANAGEMENT COMMITTEE

- (1) A member of the management committee may only be elected as follows:
  - (a) any 2 members being ordinary or life members of the association may nominate another ordinary or life member (the *candidate*) to serve as a member of the management committee;
  - (b) the nomination must be:
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
  - (c) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee.
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person:
  - (a) is an ordinary or life member; and
  - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidate's names, in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised:
  - (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance - the amount of the insurance.

## 20. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF A MANAGEMENT COMMITTEE MEMBER

- (1) A member of the management committee may resign from the committee by giving



written notice of resignation to the secretary.

- (2) The resignation takes effect at:
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice - the later time.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## 21. VACANCIES ON MANAGEMENT COMMITTEE

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another ordinary or life member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the management committee, the continuing members may act only to:
  - (a) increase the number of management committee members to the number required for a quorum; or
  - (b) call a general meeting of the association.

## 22. FUNCTIONS OF MANAGEMENT COMMITTEE

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

**Note** - The Act prevails if the association rules are inconsistent with the Act - see section IB of the Act.
- (3) The management committee may exercise the powers of the association:
  - (a) to borrow, raise or secure the payment of amounts in a way the members of the

- association decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issued; and
  - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association, and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the members of the association may from time to time decide.
- (4) For sub rule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) the financial institution for the association; or
  - (b) if there is more than 1 financial institution for the association - the financial institution nominated by the management committee.

## 23. MEETINGS OF MANAGEMENT COMMITTEE

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every 4 months to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in sub rule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.
- (9) The Commodore is to preside as chairperson at a management committee meeting.

- (10) If there is no Commodore or if the Commodore is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

#### 24. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- (1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee:
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

#### 25. SPECIAL MEETING OF MANAGEMENT COMMITTEE

- (1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the Commodore must call the meeting.
- (3) A request for a special meeting must state:
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state:
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

#### 26. MINUTES OF MANAGEMENT COMMITTEE MEETINGS

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee

meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

## 27. APPOINTMENT OF SUB-COMMITTEES

- (1) The management committee may appoint a sub-committee consisting of members of the association considered appropriate by the committee to help with the conduct of the association's operations.
- (2) A member of the sub-committee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (3) A sub-committee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A sub-committee may meet and adjourn as it considers appropriate.
- (6) A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## 27A. ACTIVITY REVIEW COMMITTEE

- (1) Subject to Rule 27, the management committee shall appoint a sub-committee, to be called the Activity Review Committee which shall include the Vice-Commodore, the Principal Race Officer and at least one other ordinary or life member.
- (2) The Activity Review Committee shall have the functions as set out in the association's by-laws.

## 28. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (1) An act performed by the management committee, a sub-committee or a person acting as a member of the management committee is taken to have been validly performed.
- (2) Sub rule (1) applies even if the act was performed when:
  - (a) there was a defect in the appointment of a member of the management committee, sub-committee or person acting as a member of the management committee; or
  - (b) a management committee member, sub-committee member or person acting as a member of the management committee was disqualified from being a member.

## 29. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- (1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in sub rule (1) may consist of several documents in like form,

each signed by 1 or more members of the committee.

### 30. FIRST ANNUAL GENERAL MEETING

The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

### 31. SUBSEQUENT ANNUAL GENERAL MEETINGS

Each subsequent annual general meeting must be held:

- (a) at least once each year; and
- (b) within 6 months after the end date of the association's reportable financial year.

### 32. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LEVEL 1 INCORPORATED ASSOCIATIONS AND PARTICULAR LEVEL 2 AND 3 INCORPORATED ASSOCIATIONS

- (1) This rule applies only if the association is:
  - (a) a level 1 incorporated association; or
  - (b) a level 2 incorporated association to which section 59 of the Act applies; or
  - (c) a level 3 incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the Association:
  - (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
  - (b) presenting the financial statement and audit report to the meeting for adoption;
  - (c) electing members of the management committee;
  - (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
  - (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies - appointing an auditor, an accountant or an approved person for the present financial year.

### 33. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER LEVEL 2 INCORPORATED ASSOCIATIONS

- (1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association:
  - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the management committee;
  - (d) appointing an auditor, an accountant or an approved person for the present financial year.

#### 34. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER LEVEL 3 INCORPORATED ASSOCIATIONS

- (1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association:
  - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the management committee.

#### 35. NOTICE OF GENERAL MEETING

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the Commodore must call the meeting.
- (4) The management committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing:
  - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision:
    - (i) to reject the person's application for membership of the association; or
    - (ii) to terminate the person's membership of the association;
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

#### 36. QUORUM FOR AND ADJOURNMENT OF A GENERAL MEETING

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus 1.
- (2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the

meeting lapses.

- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association:
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### 37. PROCEDURE AT GENERAL MEETING

- (1) A member eligible to vote may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in sub rule (1) is taken to be present at the meeting.
- (3) At each general meeting:
  - (a) the Commodore is to preside as chairperson; and
  - (b) if there is no Commodore or if the Commodore is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

### 38. VOTING AT GENERAL MEETING

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present and eligible to vote.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member, eligible to vote, is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### 39. SPECIAL GENERAL MEETING

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:
  - (a) being directed to call the meeting by the management committee; or
  - (b) being given a written request signed by:
    - (i) at least 33% of the number of members of the management committee when the request is signed; or
    - (ii) at least the number of members of the association eligible to vote, equal to double the number of members of the association on the management committee when the request is signed plus 1, or
  - (c) being given a written notice of an intention to appeal against the decision of the management committee:
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- (2) A request mentioned in sub rule (1)(b) must state:
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary:
  - (a) is directed to call the meeting by the management committee; or
  - (b) is given the written request mentioned in sub rule (1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in sub rule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the Commodore must call the meeting.

### 40. PROXIES

- (1) An instrument appointing a proxy must be in writing and be in the following or



similar form -

***Newport Cruising Yacht Club Inc. GENERAL PROXY***

I, \_\_\_\_\_ of \_\_\_\_\_ being  
a member of the association and eligible to vote, appoint  
of \_\_\_\_\_ as my proxy to vote for me on my behalf at  
the (annual) general meeting of the association, to be held on the \_\_\_\_\_ day of  
20..... and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20.....

Signature.....

- (2) The instrument appointing a proxy must:
  - (a) if the appointor is an individual - be signed by the appointor or the appointor's attorney properly authorised in writing; or
  - (b) if the appointor is a corporation -
    - (i) be under seal, or
    - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the association or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

***Newport Cruising Yacht Club Inc SPECIAL PROXY***

I, \_\_\_\_\_ of,  
being a member of the association and eligible to vote, appoint  
of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting of the  
association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20..... and  
at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20..... .

Signature .....

**This form is to be used \*in favour of/\*against {strike out whichever is not wanted } the following resolutions –**

**(List relevant resolutions )**

#### 41. MINUTES OF GENERAL MEETINGS

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes:
  - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made:
  - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

#### 42. BY-LAWS

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.
- (3) For the sake of clarity, it is noted that the internal management of the association includes the proper management of the conduct of members in connection with the association's affairs or whilst participating in association activities.

#### 43. ALTERATION OF RULES

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

#### 44. COMMON SEAL

- (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be:
  - (a) kept securely by the management committee; and
  - (b) used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by;
  - (a) the secretary; or
  - (b) another member of the management committee, or
  - (c) someone authorised by the management committee.

#### 45. FUNDS AND ACCOUNTS

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following:
  - (a) the Commodore
  - (b) the Vice Commodore
  - (c) the Secretary
  - (d) the Treasurer
  - (e) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- (6) However, 1 of the persons who signs the cheque must be the Commodore, the Secretary or the Treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash re-coupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.

- (9) All expenditure must be approved or ratified at a management committee meeting.

#### 46. GENERAL FINANCIAL MATTERS

- (1) On behalf of the management committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

#### 47. DOCUMENTS

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

#### 48. FINANCIAL YEAR

The end date of the association's financial year is 30 June in each year.

#### 49. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- (1) This rule applies if the association:
- (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) The surplus assets must be given to another entity:
- (a) having objects similar to the association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule - *surplus assets* - see section 92(3) of the Act.