

**THE CONSTITUTION AND RULES OF
THE CAREEL CRUISING YACHT ASSOCIATION OF AUSTRALIA INCORPORATED**

PART 1. - PRELIMINARY

Interpretation.

RULE 1.

- (1) In these rules, except in so far as the context or subject-matter otherwise indicates or requires-
- "Commission" means the Corporate Affairs Commission constituted by the Corporate Affairs Commission Act, 1981;
- "committee" means the body which governs or has management of the association as defined in Part IV of these rules;
- "public officer" means the person appointed by the committee to hold that office as required by the Associations Incorporation Act, 1984;
- "register of members" as referred to in rule 11.(2) herein includes, where the membership records are maintained in electronic form in a computer, a printed record of the electronic data certified by the public officer to be a true copy of the computerised membership records.
- "special general meeting" means a general meeting of the association other than an annual general meeting;
- "the Act" means the Associations Incorporation Act, 1984;
- "the Regulation" means the Associations Incorporation Regulation, 1985.
- (2) In these rules-
- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act, 1897, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II - OBJECTS

Title.

RULE 2.

The full name of the association shall be:-

Careel Cruising Yacht Association of Australia Incorporated

hereinafter referred to as the association.

Objectives.

RULE 3. The objectives of the association shall be:-

- (a) to encourage and promote the sport of yachting through:-
 - (i) the organisation and promotion of competitive racing for Careel class yachts and such other classes as may be determined by the committee;
 - (ii) the organisation and promotion of appropriate cruises for Careel class yachts and such other classes as may be determined by the committee;
 - (iii) the organisation and promotion of sailing training activities for members of the association and their families;
- (b) to define and enforce the standards of safety, construction and design of Careel class yachts;
- (c) to define the specifications for rigging and sails for Careel class yachts;
- (d) to organise, encourage and assist in the promotion of social activities for members and their friends;
- (e) to publicise the activities of the association and promote Careel class yachts.
- (f) to represent the views of its members;

PART III - MEMBERSHIP.

Membership qualifications.

RULE 4.

(1) A person is qualified to be a member of the association if, but only if -

- (a) the person is a person referred to in section 15(1)(a),(b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
- (b) the person is a natural person who is interested in any Careel class yacht and who has been approved for membership of the association by the committee of the association.
- (c) the person is a natural person who has been approved for membership of the Careel Yacht Club of Victoria by the committee of that Club

(2) The committee may at its discretion:-

- (a) prescribe different categories of members including, but not exclusively, metropolitan, country, Careel Yacht Club of Victoria, honorary and life members;
- (b) prescribe special conditions of membership in respect of any or all categories of membership;

- and
- (c) prescribe different joining and subscription fees for different categories of member;
- (d) waive or vary the subscription payable by any member or group of members.

Honorary membership.

RULE 5. Honorary membership :-

- (a) may be granted at its discretion by the committee to any person, group or organisation;
- (b) shall be reconfirmed annually by the committee;
- (c) shall not be subject to payment of joining fees or annual subscriptions: and
- (d) shall not carry voting rights.

Life membership.

RULE 6.

- (1) Life membership may be conferred on a person by a special resolution of members present and entitled to vote at a general meeting of the association.
- (2) Nominations for life membership shall be proposed to a general meeting only by way of resolution of the committee.
- (3) Life members will have full voting rights and be exempt from payment of annual subscriptions.

Application for membership.

RULE 7.

- (1) Application by a person for membership of the association-
 - (a) shall be made in writing in the form specified by the Committee; and
 - (b) shall be lodged with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the committee which shall determine whether to approve or reject the application.
- (3) Where the committee determines to approve an application for membership the treasurer shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) The treasurer shall, on payment by the applicant of the amounts referred to in clause (3) within the period referred to in that clause, enter the applicant's name in the register of members and, upon that name being so entered, the applicant becomes a member of the association.

- (5) Payment of a single membership subscription shall entitle the immediate family of a person to membership of the association but such family membership shall be entitled to a single vote only at general meetings of the association subject also to rule 35(1).
- (6) Notwithstanding the provisions of Clauses (1) to (4) inclusive of this Rule, and in recognition of the affiliated status of the Careel Yacht Club of Victoria, persons who have been accepted as members of that Club will automatically be granted membership of Careel Cruising Yacht Association of Australia Incorporated.

Cessation of membership.

RULE 8. A person ceases to be a member of the association if the person-

- (a) dies;
- (b) resigns that membership;
- (c) fails to pay a membership subscription within three months of its falling due for payment; or
- (d) is expelled from the association.

Membership entitlements not transferable.

RULE 9. A right, privilege or obligation which a person has by reason of being a member of the association-

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

Resignation of membership.

RULE 10.

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the public officer shall make or shall cause to be made an appropriate entry in the register of members recording the date on which the member ceased to be a member.

Register of members.

RULE 11.

- (1) The public officer of the association shall establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

Fees, subscriptions, etc.

RULE 12.

- (1) The committee, by two-thirds majority vote, shall, prior to 31st March each year, determine the joining fee if any and the annual subscription to be paid in the ensuing association financial year by such categories of member as the committee shall decide.
- (2) A member of the association shall, upon admission to membership, pay to the association such joining fee as may be determined from time to time.
- (3) In addition to any amount payable by the member under clause (2), a member of the association shall pay to the association such annual membership fee as may be determined from time to time for his category of membership-
 - (a) except as provided by paragraph (b), before 1st April in each calendar year; or
 - (b) where the member becomes a member on or after 1st April in any calendar year - upon becoming a member and before 1st April in each succeeding calendar year.
- (4) Upon payment of the joining fee and the current annual subscription for that category of member, new memberships approved by the Committee between 1st January and 31st March inclusive each year shall be considered financial until the 31st March of the following year.

Members' liabilities.

- RULE 13.** The liability of a member of the association to contribute towards payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 12.

Disciplining of Members

RULE 14.

- (1) The committee may institute disciplinary procedures against a member of the association where the committee reasonably forms the opinion that a member of the association has:
 - (a) persistently refused or neglected to comply with a provision or provisions of these rules; or

- (b) persistently and willfully acted in a manner prejudicial to the interests of the association,
- (2) On forming the opinion referred to in clause (1) the committee may resolve to proceed with formal disciplinary action and any such resolution shall include the grounds for such action.
- (3) Where the committee passes a resolution under clause (2) the secretary shall, as soon as practicable, cause a notice to be served on the member:-
- (a) setting out the resolution of the committee and the grounds on which it is based;
 - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:-
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the committee held pursuant to clause (3)(b) the committee shall-
- (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and resolve to:-
 - (c) take no further action; or
 - (d)
 - (i) expel the member from the association; or
 - (ii) suspend the member from membership of the association for a specified period; or
 - (iii) take any other action which the committee deems appropriate to the circumstances.
- (5) The secretary shall, within 7 days of the meeting referred to in clause (4), by notice in writing, inform the member of the decision of the meeting.
- (6) Where the committee resolves to take action under clause (4)(d), the notice in clause (5) shall include reference to the member's right of appeal under rule 15.
- (7) A resolution of the committee under clause (4)(d) does not take effect:-
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 15(4).

Right of appeal of disciplined member.

RULE 15.

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 14 (4) (d), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under clause (1), the secretary shall notify the committee which shall convene a general meeting of the association to be held within 42 days after the date on which the secretary received the notice.
- (3) At a general meeting of the association convened under clause (2)-
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on whether the resolution in rule 14(4)(d) should be confirmed or revoked.
- (4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART IV - THE COMMITTEE.

Powers, etc., of the committee.

- RULE 16.** The committee shall be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting-
- (a) shall control and manage the affairs of the association;
 - (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and
 - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

Constitution and membership.

RULE 17.

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee, each member of which shall be elected at the annual general meeting of the association pursuant to rule 18, shall consist of the following six members:-

- (a) the Commodore
- (b) two (2) Vice-Commodores
- (c) the Rear-Commodore
- (d) the secretary
- (e) the treasurer

each of whom at the time of his/her election, shall be a Careel class yacht owner or a life member.

- (2) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is, subject to clause (3), eligible for re-election.
- (3) No member shall serve as commodore for more than three consecutive years.
- (4) By a resolution of the committee the immediate past Commodore may become a member of the committee but shall not be entitled to vote at committee meetings.
- (5) In the event that no more than two casual vacancies occur in the membership of the committee during any one financial year of the association, the committee may appoint members of the association to fill such vacancies provided that at all times all members of the committee shall be Careel class yacht owners or life members. Members appointed to fill casual vacancies shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

Election of committee members.

RULE 18.

- (1) Nomination of candidates for election as members of the committee of the association-
 - (a) shall be made in writing, proposed by a member of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) shall be delivered to the secretary prior to the opening of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies. In such circumstances the limit of two casual vacancies permitted to be filled by the committee referred to in rule 17(5) shall not apply but the requirement for all members of the committee to be Careel class yacht owners or life members shall apply.
- (4) If only one nomination is received for a position the person so nominated shall be deemed to be elected.

- (5) If the number of nominations received for any position exceeds one, a secret ballot shall be held.
- (6) The ballot for the election of committee members shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

Secretary.

RULE 19.

- (1) The secretary of the association shall, as soon as practicable after being appointed secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of-
 - (a) all appointments of office bearers and members of the committee;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

Treasurer.

RULE 20. It is the duty of the treasurer to ensure that-

- (a) all money due to the association is collected and received and that all payments authorised by the association are made;
- (b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.
- (c) the statement required to be presented to the annual general meeting in accordance with section 26 (6) of the Act is duly prepared. The statement will include a Balance Sheet as at 31st March and a Profit and Loss Statement for the year to 31st March.

Casual vacancies.

RULE 21. For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member-

- (a) dies;
- (b) ceases to be a member of the association;
- (c) becomes insolvent under administration within the meaning of the Companies (New South Wales) Code;
- (d) resigns office by notice in writing given to the secretary;

- (e) is removed from office under rule 22;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the committee from three consecutive meetings of the committee.

Removal of committee member.

RULE 22.

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or commodore (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the commodore may send a copy of the representations to each member of the association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Meetings and quorum.

RULE 23.

- (1) The committee shall meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the commodore or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the committee present and entitled to vote constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

- (8) At a meeting of the committee the commodore or, in the commodore's absence a vice-commodore shall preside.

Delegation by committee to sub-committee.

RULE 24.

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit but including on each sub-committee at least one member of the committee) the exercise of such functions of the committee as are specified in the instrument, other than-
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

Voting and decisions.

RULE 25.

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 23(5), the committee may act notwithstanding any vacancy on the committee.

- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by any sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART V - General Meetings

Annual general meetings - holding of.

RULE 26.

- (1) The financial year of the association shall expire on 31st March in each year.
- (2) The association shall, at least once in each calendar year and within the period of 2 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (3) The association shall hold its first annual general meeting in the month of April or May next following its incorporation under the Act notwithstanding that less than 12 months may have elapsed between the time of incorporation under the Act and the date of the first annual general meeting.

Annual general meetings - calling of and business at.

RULE 27.

- (1) The annual general meeting of the association shall, subject to the Act and to rule 26, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be-
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the committee reports upon the activities of the association during the last preceding financial year;
 - (c) to elect the committee of the association;
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26 (6) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

Special general meetings - calling of.

RULE 28.

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.

- (2) The committee shall, on the requisition in writing of not fewer than six members of the association, all of whom shall be Careel class yacht owners or life members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting-
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 45 days after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

Notice.

RULE 29.

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 27 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of notice from the member.
- (5) For the purposes of this rule a notice in the association magazine "Careel News", which in the ordinary course of the post would be received by a member not less than 14 days, or in respect of a meeting at which a special resolution is proposed, 21 days, prior to a general meeting, will constitute written notice of such meeting and of any resolution to be proposed at that meeting.

- (6) A member may elect, by notice to the Editor of the “Careel News”, to receive his/her copies of the “Careel News” by electronic means (email). Where such election has been made, then transmission, within the time limits set out in sub-clauses 1 and 2 of this rule, by email to that member at their last notified email address, of a copy of “Careel News” containing notice of a general or annual general meeting shall constitute notice of such meeting, and of any resolution to be proposed at that meeting, as required by sub-clauses 1 and 2 of this rule.

Procedure.

RULE 30.

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

Presiding member.

RULE 31.

- (1) The commodore or, in the commodore's absence, a vice-commodore, shall preside as chairperson at each general meeting of the association.
- (2) If the commodore and both vice-commodores are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

Adjournment.

RULE 32.

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

Making of decisions.

RULE 33.

- (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 6 members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken-
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

Special resolution.

RULE 34. A resolution of the association is a special resolution if-

- (a) it is passed by a majority which comprises not less than three-quarters of such members of the association as, being entitled under these rules to do so, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

Voting.

RULE 35.

- (1) Upon any question arising at a general meeting of the association the following persons are entitled to one vote:-
 - (a) registered members who are Careel yacht owners
 - (b) life members.
- (2) In the case of syndicate ownership of a Careel yacht the syndicate is entitled to only one vote.
- (3) (a) Proxy Votes

A proxy vote can be lodged by a member who is not in attendance at a general meeting of the Association (annual general meeting or special general meeting). The proxy vote will

be held by an appointed member, who is present at such meetings. No member present may hold more than 2 proxy votes. The appointed member may vote for and on behalf of the member or pass the proxy form(s) to the Secretary, when called for during the course of the meeting.

Every proxy vote, where the intentions of the member are clearly defined, as to a resolution or election of a committee member(s) shall be counted as a primary vote.

(b) Postal Votes

All votes shall be given personally or received by post by the Secretary at least one clear day prior to the date of the meeting as described above. The Secretary shall hold all and unlimited number of postal votes. Every vote received where the intentions of the member are clearly defined, as to a resolution or election of a committee member(s) shall be counted as a primary vote.

Proxy and postal votes shall be accumulated with votes cast by members present where a ballot is required.

The format for postal or proxy voting is appended. These formats shall be used or as printed in the Careel News.

- (4) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled, but not obliged, to exercise a second or casting vote.
- (5) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid including the amount of the annual subscription payable in respect of the then current year.

Appointment of proxies.

RULE 36.

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary prior to the commencement of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.

PART VI - Miscellaneous.

Insurance.

RULE 37.

- (1) The association shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

Funds - source.

RULE 38.

- (1) The funds of the association shall be derived from entrance fees and annual subscriptions of members, racing fees, donations, social activities and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank or building society account.
- (3) The association shall, as soon as practicable after receiving any cash by way of entrance fees, annual subscriptions, racing fees or donations, issue an appropriate receipt.

Funds - management.

RULE 39.

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) The funds of the association shall be kept with such bank or building society or be otherwise invested as the committee directs.
- (3) All cheques, withdrawal forms, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the commodore, the secretary and the treasurer or any two of them.

Alteration of objects and rules.

RULE 40. The statement of objects, the class rules and these rules may be altered, rescinded or added to only by a special resolution of the association.

Common seal.

RULE 41.

- (1) The common seal of the association shall be kept in the custody of the public officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

Custody of books, etc.

RULE 42. Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

Inspection of books, etc.

RULE 43. The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

Service of notices.

RULE 44.

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of the post.

Surplus property.

RULE 45.

- (1) At the first general meeting of the association, the association shall pass a special resolution nominating an incorporated association as the association in which is to vest its surplus property pursuant to section 53 (2) of the Act in the event of the winding up or the cancellation of the incorporation of the association.
- (2) The incorporated association so nominated shall be one which fulfils the requirements specified in section 53 (2) (a)-(c) of the Act.

Appendix 1.

FORM OF APPOINTMENT OF PROXY

I,.....of.....
(full name) (address)

being a member of Careel Cruising Yacht Association of Australia Incorporated

Hereby appoint.....of.....
(full name of proxy) (address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on theday of.....19...., and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution or election of a committee member(s). (insert details).

** To be inserted if desired.*

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.

Appendix 2

FORM FOR POSTAL VOTING

I.....of.....
(full name) address

being a member of Careel Cruising Yacht Association of Australia Incorporated, hereby lodge with the Secretary my postal vote for the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on theday of..... 19....., and at any adjournment of that meeting.

My postal vote is in favour of/against (delete as appropriate) the resolution or election of a committee member(s) (insert details).

.....
Signature of member

.....
Date

NOTE: The index that follows is an informal guide only and does not form part of the official Constitution and Rules of the Association.

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