

# QUEENSCLIFF CRUISING CLUB INC RULES

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## **RULES OF THE QUEENSCLIFF CRUISING YACHT CLUB INC.**

**Incorporated under the Associations Incorporation Reform Act 2012 Victoria**

**Rules revised and updated 2018**

# **QUEENSLIFF CRUISING CLUB INC RULES**

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# QUEENSLIFF CRUISING CLUB INC RULES

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## 1. NAME OF ASSOCIATION

The name of the Incorporated Association is Queenscliff Cruising Yacht Club Inc. (in these Rules called "the Club").

## 2. DEFINITIONS

2.1. **In these Rules**, unless the contrary intention appears:

- 2.1.1. "*Committee*" means the Committee of Management of the Club
- 2.1.2. "*Financial Year*" means the year ending on 30 June
- 2.1.3. "*General Meeting*" means a meeting of Members convened in accordance with the Rules
- 2.1.4. "*Member*" means a Member of the Club
- 2.1.5. "*Officers of the Club*" means each of the officers referred to in Rule 25.1
- 2.1.6. "*Ordinary Member of the Committee*" means a Member of the Committee who is not an Officer of the Club
- 2.1.7. "*Flag Officers of the Club*" means the Commodore, the Vice Commodore and the Rear Commodore
- 2.1.8. "*Act*" means Associations Incorporation Reform Act 2012.
- 2.1.9. "*Regulations*" means regulations under the Act

2.2. **In these Rules**, a reference to the Secretary of the Club is a reference:

- 2.2.1. Where a person holds office under these Rules as Honorary Secretary of the Club, to that person; and
- 2.2.2. In any other case, to the person appointed as Secretary pursuant to Rule 34.2.

2.3. **Words or expressions** contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

## 3. STATEMENT OF PURPOSES

The purposes of the Club shall be: the promotion and encouragement of the sport of yachting in general and in particular ocean and bay cruising including: the provision of facilities to assist Members in the sport and; the running of associated social activities.

## 4. BURGEE

The Club Burgee shall have a blue ground with a lighthouse depicted near the fly and yellow flashes in the upper half. Commodores' flags shall be swallow tailed. Vice Commodore's flag white ball in lower quarter, Rear Commodore's flag white balls in lower quarter. Past Commodores' flags white cross in the lower quarters.

## 5. MEMBERSHIP

### 5.1. Eligibility

Any person who supports the purposes of the Club is eligible to be a Member.

### 5.2. Members of the Club shall consist of

- 5.2.1. *Senior Members*, being:

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- 5.2.1.1. Senior Members
- 5.2.1.2. Senior Concessional or Absentee Members
- 5.2.1.3. Senior Emeritus Members
- 5.2.1.4. Gold 10 year Members
- 5.2.1.5. Honorary Life Members
- 5.2.1.6. Family Members
- 5.2.1.7. Family Emeritus Members

### 5.2.2. *Junior Members*

### 5.2.3. *Intermediate Members*

### 5.2.4. *Honorary Members*

### 5.2.5. *Honorary/Ex-officio Members*

### 5.2.6. *Affiliated Members*

## 5.3. Categories of Membership

- 5.3.1. Senior Members shall consist of those persons who have attained the age of 18 years duly elected
- 5.3.2. Senior Concessional or Absentee Members are Members who are limited in the use of the Club and facilities
- 5.3.3. Senior Emeritus or Family Emeritus Members are Senior or Family Members of the Club who have thirty years' continuous Membership of the Club and the club which preceded the Club and on application for this class of Membership will have their annual subscription limited to \$100 per year for Senior Emeritus Members and \$155 for Family Emeritus Members.
- 5.3.4. Gold 10-year Members are limited to fifty (50) in total. They shall be made up of Senior Members, Senior Concessional or Absentee Members, Senior Emeritus Members and/or Family Members of the Club who, upon application to the Committee and due payment of the amount prescribed, shall be granted Membership for a period of ten (10) years from the date of application. No annual subscription will be payable in that ten (10) year period. However, Gold 10-year Members will be required to contribute to Club debentures, or levies if raised in that period. Gold 10-year Memberships will not transferable, but may be refunded at the discretion of the Committee. No additional Gold 10-year memberships will be created after October 2015.
- 5.3.5. Honorary Life Members shall consist of those persons who have rendered valuable service to the Club and have been awarded Honorary Life Membership upon the recommendation of the Committee confirmed by a resolution passed by a two thirds majority of votes at a properly constituted General or Special General Meeting.
- 5.3.6. Family Membership is offered to members of a family unit. Adults in a Family Membership will have the equivalent responsibilities and rights, including voting, of two (2) Senior Members, in accordance with these Rules.

A family unit is defined as:

- A couple\* with or without children aged 5 to 18 who wish to become members of the Club OR
- An adult single parent\* with children aged 5 to 18 who wish to become members of the Club.
- Other\* definitions of family will be considered on an individual basis on application to the Committee.

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\*According to the definitions of family by the Australian Bureau of Statistics.

- 5.3.7. Junior Members shall consist of persons between the age of 12 and 18 years duly elected. Junior Members shall have all the rights of a Senior Member except the right to vote at a General Meeting.
- 5.3.8. Intermediate Members shall consist of persons between the age of 19 and 29 duly elected. Their annual subscription, application fee and joining fee shall each be one third of the annual subscription, application fee and joining fee for Senior Members. Intermediate Members shall have all the rights of a Senior Member except the right to vote at a General Meeting.
- 5.3.9. Honorary Members shall consist only of: such Members of a recognised Yacht Association or Class Association, Members of the Police Force, Members of the Australian Armed Services or persons who arrive at the Club's premises by boat; who are approved by a Member of the Committee. Such Member shall be entitled to all of the privileges of the Club except voting at a meeting, nomination of a candidate for Membership or Office, holding any Office or having a boat registered in the Register of Boats. The duration of the appointment shall not exceed twelve months. Any Member of the Committee may terminate the appointment at any time.
- 5.3.10. Honorary Ex-Officio Members shall consist of those persons to whom the privilege of Honorary Ex-Officio Member is extended by the Committee. Honorary Ex-Officio Members may consist of the following:
- 5.3.10.1. The Federal Member for the Electoral District of Corangamite, or such other electoral district as the Club may be situated within from time to time.
- 5.3.10.2. The State Members for the Electoral Districts of Bellarine and Geelong, or such other electoral districts as the Club is situated from time to time.
- 5.3.10.3. The Mayor and Councillors of the Borough of Queenscliffe, or such other Borough or council in which the Club is situated from time to time.
- 5.3.10.4. The President and Chief Executive of the relevant Port Authority.
- 5.3.10.5. The Commanding Officer of HMAS Cerberus or the most senior officer of the Australian Navy stationed in Victoria who shall be invited to be the Club Patron. Honorary and Ex-Officio Honorary Members shall be entitled to all of the privileges of the Club except voting at a meeting, nomination of a candidate for Membership or Office, holding any Office or having a boat registered in the Register of Boats.
- 5.3.11. Affiliated Members are other associations or clubs. Upon application and payment of the prescribed fee by the other association or club, the Members of that other association or club may be offered reduced rates and special incentives to encourage them to visit and stay at the QCYC Clubhouse for limited periods. The other association or club will be required to be financial in order for their Members to take advantages of the benefits. The other association or club and its Members shall not be entitled to vote at any meeting, nominate a candidate for Membership or Office, hold any Office, or have a boat registered in the Register of Boats.

### 5.4. Incidents of Membership

- 5.4.1. The Club must have at least five Senior Members.
- 5.4.2. Senior Members shall be entitled to all of the privileges of the Club.
- 5.4.3. Honorary Life Members shall be entitled to all the privileges of the Club, but shall not be liable to pay any subscription.

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- 5.4.4. Honorary Life Members shall only be removed from the category of Honorary Life Membership upon the recommendation of the Committee confirmed by a resolution passed with a majority of votes at a properly constituted General or Special Meeting of Members.
- 5.4.5. An Absentee Member shall be a Senior Member who, having been a Senior Member for a period of over three (3) years, becomes resident outside the State of Victoria and remains outside the State for a period of not less than (1) year.
  - 5.4.5.1. Application for Absentee Membership shall be made in writing to the Honorary Secretary.
  - 5.4.5.2. When an Absentee Member resumes residence in the State of Victoria that Member shall resume full Membership and pay pro-rata subscription within one (1) month of resuming Victorian residence.
  - 5.4.5.3. Absentee Members shall be retained on the Register for a period of five (5) years unless application is received for an extension of this period.
  - 5.4.5.4. Absentee Members shall be charged a reduced subscription, which will entitle them to receive copies of Newsletters but will not entitle them to voting rights.
- 5.4.6. A Senior Concessional Member shall be a Senior Member who, having been a Senior Member for a period of over 15 years, finds their circumstances prevent active participation in the Club's affairs.
  - 5.4.6.1. Application for Senior Concessional Membership shall be made in writing to the Honorary Secretary.
  - 5.4.6.2. The granting of this category of membership is at the discretion of the Committee.
- 5.4.7. No visitors shall be allowed on the Club premises unless introduced and accompanied by a Senior Member or an Intermediate Member, who shall remain with and be responsible for such visitor until the latter leaves the premises, and shall not be supplied with liquor in the Club premises unless in the company of a Member of the Club.
- 5.4.8. A visitor being introduced to the Club is to have his/her name, address and phone number immediately entered in the Visitors' Book by the Member introducing such visitor, with the date of arrival and the name and signature of the Member.

## 6. ELECTION OF MEMBERS

- 6.1. A person wishing to become a Member of the Club shall submit an application in writing using the form available on the Website (qcyc.org.au) and shall give the full name, address, date or year of birth, age if under 18 years, involvement in and history of Membership with other yacht clubs, occupation and skills of the candidate, and any other information the applicant may wish to provide to the Committee. Such application shall be accompanied by a fee set by the General Meeting, and payable by the applicant. Upon acceptance by the Committee of the application such application fee shall be non-refundable. Submission of completed applications by email is acceptable.
- 6.2. Every candidate for Senior, Family, Intermediate or Junior Membership shall be proposed by a Senior Member, a Senior Emeritus Member, a Family Member, a Gold 10-year Member, an Honorary Life Member or an Intermediate Member.
- 6.3. Each application shall be seconded by a Senior Member, a Senior Emeritus Member, a Family Member, a Gold 10-year Member, an Honorary Life Member or an Intermediate Member.
- 6.4. The Committee may:

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6.4.1. Make such enquiries, as it seems fit concerning the suitability of the candidate for Membership of the Club.

6.4.2. In its absolute and unfettered discretion and without being accountable to the Members of the Club or any other person as to its reasons for the exercise of such discretion:

6.4.2.1. Refuse such application

6.4.2.2. Refuse such nomination

6.5. The Committee may recommend to a General Meeting a candidate for Honorary Life Membership provided three Senior Members have nominated the candidate. The nomination must include supporting information and the names and signatures of the nominating Members and must be received 90 days prior to the General Meeting at which the nomination will be considered. The Committee will have the final say in whether to recommend the appointment of an Honorary Life Member to the General Meeting.

### 7. ENTRANCE FEE AND SUBSCRIPTION

7.1. The Joining Fee, the Boat Register Joining Fee, the annual Boat Register Fee and Subscription for all categories shall be set at the Annual General Meeting, excepting that:

7.1.1. There shall be no Joining Fee for new members under the age of 35 years.

7.1.2. The Committee may waive the Joining Fee for all new members for designated periods of time.

7.2. The annual Subscription and annual Boat Register fees shall be charged to new members pro-rata from the date of the Committee meeting at which they were accepted for the remaining full quarters in the Financial Year, subject to a minimum of 30% of the full fee.

7.3. Members' annual fees and subscriptions shall become due and payable on the first day of July each year, from which date the Club's Financial Year shall commence.

7.4. Any Member whose Subscription or any other monies due to the Club is or are in arrears for one month and any Member whose obligation to subscribe for or hold Club Debentures has not been fulfilled and who shall have been given not less than one month's notice in writing of his default, but has not remedied the same may at the discretion of the Committee be excluded from the privileges of the Club until the default has been remedied or may be struck off the Register of Members whereupon the person shall cease to be a Member and the rights to enjoy or participate in the privileges of the Club shall be absolutely forfeited.

7.5. On resignation of a Member fees already paid need not be refunded but may be refunded if the Committee so resolves.

### 8. REGISTER OF MEMBERS

The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of election to Membership and the register shall be available for inspection by Members at the address of the Secretary.

### 9. REGISTER OF BOATS

9.1. The Secretary shall keep and maintain a record of boats registered with the Club, which shall be known as the Register of Boats, to contain such information as is required by the Committee from time to time.

9.2. Application for registration shall be made on the form prescribed by the Committee and no boat shall be entered on the Register until the Committee has given its approval to such an

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entry. Approval for entry on the Register shall be at the absolute and unfettered discretion of the Committee.

- 9.3. Where a boat is jointly owned by two or more people, the boat shall not be entered on the Register unless and until all owners are Members of the Club and one Member nominated by all joint owners shall be deemed to be the owner for the purposes of the Register and the nomination shall be in writing, and in such form as the Committee shall determine from time to time.
- 9.4. Where a boat listed on the Register is sold or otherwise disposed of and is no longer in the possession of the Member, the Member shall forthwith notify the Committee of such disposal, and the Committee shall forthwith remove that boat from the Register.
- 9.5. Notwithstanding anything contained in this Rule, the Committee shall in its absolute discretion be entitled to remove a boat from the Register.
- 9.6. No credit will be given to any Member or visitor using the wharf and all wharfage fees must be paid within 7 days of the boat leaving the wharf.

### 10. DEBENTURES

- 10.1. Any Member requiring repayment or redemption of Debentures held by him or her, shall request the same in writing addressed to the Secretary (providing that funds exist to make repayment which shall be made in the absolute discretion of the Committee, repayment shall be made in accordance with the Debenture Holder's request or upon such terms as to the Committee may seem fair).
- 10.2. The Secretary shall cause to be kept a Register of Club Debentures that shall record the name and address of each Debenture Holder and the value of the Club Debentures held. All transfers, redemption and repayment of Club Debentures shall be recorded in the Debenture Register.
- 10.3. The Committee may:
  - 10.3.1. With the authority of a resolution of Members raise moneys by the issue of Debentures (under hand of such of the Club's Officers and in such a way as the General Committee think appropriate) and by such other voluntary means as a General Committee within its means as to Membership seem appropriate.
  - 10.3.2. With the authority of a resolution of the Members give security for any loans or advances to the Club over any of the Club's property or assets.
  - 10.3.3. Raise money by such voluntary means as the General Committee in its absolute discretion may approve.

### 11. LEVY

The Members may in a Special General or Annual General Meeting empower the Committee to impose a Levy on Members and may direct such Levy may be paid in specified instalments.

### 12. RESIGNATION OF A MEMBER

- 12.1. A Member of the Club who has paid all monies due and payable by him or her to the Club may resign from the Club by first giving one month's notice in writing to the Secretary of his or her intention to resign and, upon the expiration of that period of notice, the Member shall cease to be a Member.



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- 12.2. Upon the expiration of a notice given under Sub Rule 12.1, the Secretary shall make an entry in the Register of Members recording the date on which the Member by whom the notice was given ceased to be a Member.

### 13. EXPULSION OF A MEMBER

- 13.1. Subject to these Rules, the Committee may by resolution:
- 13.1.1. Expel a Member from the Club
  - 13.1.2. Suspend a Member from Membership of the Club for a specified period; or
  - 13.1.3. Fine a Member an amount not exceeding \$500, if the Committee is of the opinion that the Member:
    - 13.1.3.1. Has refused or neglected to comply with these Rules; or
    - 13.1.3.2. Has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Club.
- 13.2. At a meeting to consider a resolution made in respect of Sub Rule 13.1 the Committee shall:
- 13.2.1. Give to the Member an opportunity to be heard;
  - 13.2.2. Give due consideration to any written statement submitted by the Member; and
  - 13.2.3. Determine, by resolution, whether to confirm or to revoke the resolution.
- 13.3. A resolution of the Committee under Sub Rule 13.1 does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under Sub Rule 13.1 confirm the resolution in accordance with this clause; and where the Member exercises a right of appeal to the Club under this clause does not take effect unless the Club confirms the resolution in accordance with this clause.
- 13.4. Where the Committee passes a resolution under Sub Rule 13.1 the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:
- 13.4.1. Setting out the resolution of the Committee and the grounds on which it is based;
  - 13.4.2. 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;
  - 13.4.3. Stating the date, place and time of that meeting;
  - 13.4.4. Informing the Member that he may do one or more of the following:
    - 13.4.4.1. Attend that Meeting
    - 13.4.4.2. Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution:
    - 13.4.4.3. Not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to *appeal* to the Club in General Meeting against the resolution.
- 13.5. Where the Secretary receives a notice under Sub Rule 13.4.2 he or she shall notify the Committee and the Committee shall convene a General Meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.

### 14. DISCIPLINARY APPEAL MEETING

- 14.1. At a Disciplinary Appeal Meeting of the Club convened under Sub Rule 13.4
- 14.1.1. No business other than the question of the appeal shall be transacted;

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14.1.2. The Committee may place before the meeting details of the grounds for the resolution and the reason for the passing of the resolution;

14.1.3. The Member shall be given an opportunity to be heard; and

14.1.4. The Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked

14.2. If at the Disciplinary Appeal Meeting:

14.2.1. A majority of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed, and:

14.2.2. In any other case, the resolution is revoked

14.3. The Committee may, but is not required to, refund any moneys paid by a Member who has been expelled.

### 15. GRIEVANCE PROCEDURE

#### 15.1. Application

15.1.1. The grievance procedure set out in this Division applies to disputes under these Rules between:

15.1.1.1. A Member and another Member;

15.1.1.2. A Member and the Committee;

15.1.1.3. A Member and the Club.

15.1.2. A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

#### 15.2. Parties Must Attempt To Resolve The Dispute

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

#### 15.3. Appointment of Mediator

15.3.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 15.2, the parties must within 10 days:

15.3.1.1. Notify the Committee of the dispute; and

15.3.1.2. Agree to or request the appointment of a mediator; and

15.3.1.3. Attempt in good faith to settle the dispute by mediation.

15.3.2. The mediator must be:

15.3.2.1. A person chosen by agreement between the parties; or

15.3.2.2. In the absence of agreement:

15.3.2.2.1. If the dispute is between a Member and another Member: a person appointed by the Committee; or

15.3.2.2.2. If the dispute is between a Member and the Committee or the Club— a person appointed or employed by the Dispute Settlement Centre of Victoria

15.3.3. A mediator appointed by the Committee may be a Member or former Member of the Club but in any case must not be a person who:

15.3.3.1. Has a personal interest in the dispute; or

15.3.3.2. Is biased in favour of or against any party.

#### 15.4. Mediation Process

15.4.1. The mediator to the dispute, in conducting the mediation, must:

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- 15.4.1.1. Give each party every opportunity to be heard; and
- 15.4.1.2. Allow due consideration by all parties of any written statement submitted by any party; and
- 15.4.1.3. Ensure that natural justice is accorded to the parties throughout the mediation process.
- 15.4.1.4. The mediator must not determine the dispute.

### 15.5. **Failure to Resolve Dispute by Resolution**

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

## 16. ANNUAL GENERAL MEETING

- 16.1. The Club shall convene an Annual General Meeting of its Members prior to the 31<sup>st</sup> of October in each year.
- 16.2. The Annual General Meeting shall be held on such day as the Committee determines.
- 16.3. The Annual General Meeting shall be specified as such in the notice convening it.
- 16.4. The ordinary business of the Annual General Meeting shall be:
  - 16.4.1. To confirm the business of the last preceding Annual Meeting and of any General Meeting held since that meeting;
  - 16.4.2. To receive from the Committee reports upon the transactions of the Club during the last preceding Financial Year;
  - 16.4.3. To elect Officers of the Club and the ordinary Members of the Committee;
  - 16.4.4. To receive and consider the statement submitted by the Club in accordance with section 30(3) of the Act; and
  - 16.4.5. To consider and, if deemed appropriate, to approve any proposal put forward by the Committee to increase Application Fees, the Joining Fee, the Boat Register Joining Fee, the annual Boat Register Fee and the Subscription for each category of membership by any amount in excess of inflation, as measured by the Consumer Price Index.
- 16.5. The Annual General Meeting may transact special business of which advice is given in accordance with these Rules.
- 16.6. The Annual General Meeting shall be in addition to any other Special General Meetings that may be held in the same year.
- 16.7. Notwithstanding the above a Member may submit any matter for general discussion.

## 17. NOTICES OF MOTION

- 17.1. Any Member desiring to bring forward special business at any General Meeting may do so by Notice of Motion and shall deliver to the Secretary notice of the same in writing at least 28 days before the date of such General Meeting.
- 17.2. The Secretary shall notify Members of the special business the subject of any Notice of Motion in accordance with Rule 18.

## 18. SPECIAL GENERAL MEETING

All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

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- 18.1. The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club and, where, but for this Sub Rule, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period;
- 18.2. The Committee must convene a special general meeting if a request to do so is made in accordance with Sub Rule 18.3 by at least 10% of the total number of Members.
- 18.3. A request for a special general meeting must:
  - 18.3.1. Be in writing; and
  - 18.3.2. State the business to be considered at the meeting and any resolutions to be proposed; and
  - 18.3.3. Include the names and signatures of the Members requesting the meeting; and
- 18.4. Be given to the Secretary.
- 18.5. If the Committee does not convene a special general meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the special general meeting.
- 18.6. A special general meeting convened by Members under Sub Rule 18.3:
  - 18.6.1. Must be held within 3 months after the date on which the original request was made; and
  - 18.6.2. May only consider the business stated in that request.
  - 18.6.3. The Club must reimburse all reasonable expenses incurred by the Members convening a special general meeting under Sub Rule 18.3.

### 19. NOTICE OF MEETING

- 19.1. The Secretary (or, in the case of a special general meeting convened under Sub Rule 18.3, the Members convening the meeting) must give to each Member of the Club:
  - 19.1.1. At least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - 19.1.2. At least 14 days' notice of a general meeting in any other case.
- 19.2. **The notice** must:
  - 19.2.1. Specify the date, time and place of the meeting; and
  - 19.2.2. Indicate the general nature of each item of business to be considered at the meeting; and
  - 19.2.3. If a special resolution is to be proposed:
    - 19.2.3.1. State in full the proposed resolution; and
    - 19.2.3.2. State the intention to propose the resolution as a special resolution; and
  - 19.2.4. Comply with rule 22.
- 19.3. **This rule** does not apply to a disciplinary appeal meeting.

**NB:** Rule 14 sets out the requirements for notice of a disciplinary appeal meeting.

### 20. PROCEEDINGS AT MEETINGS

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- 20.1. All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- 20.2. 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 when the meeting is considering that item.
- 20.3. The quorum for a general meeting is the presence (physically, or by proxy as allowed under Rule 22) of 10% of the Members entitled to vote.
- 20.4. If a quorum is not present within half an hour after the appointed time for the commencement of:
- 20.4.1. A General Meeting, 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 next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice or email notice to Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the 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 10% of Members entitled to vote) shall be a quorum.
- 20.4.2. A Meeting convened by, or at the request of, Members under Sub Rule 18.2 the meeting must be dissolved. If a meeting convened by, or at the request of, Members is dissolved under this Sub Rule, the business that was to have been considered at the meeting is taken to have been dealt with. If Members wish to have the business reconsidered at another special meeting, the Members must make a new request under Sub Rule 18.2.
- 20.5. The Commodore, or in his absence, the Vice Commodore, or if both absent, the Rear Commodore, shall chair the General Meeting of the Club.
- 20.6. The Chair of a General Meeting at which a quorum is present may, with the consent of 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.
- 20.7. Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting. Except as provided in Sub Rules 20.1 and 20.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 20.8. A question arising at a General Meeting of the Club 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 Chair that a resolution has, on a show of hands, been carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minutes of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 20.8.1. Upon any question arising at General Meeting of the Club, a Member has one vote only.
- 20.8.2. All votes shall be given personally or by proxy.
- 20.8.3. In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.

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20.9. If at a meeting a poll on any question is demanded by not less than one quarter of Members present, it shall be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

20.10. A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chair may direct.

## 21. ENTITLEMENT TO VOTE

A Member is not entitled to vote at any General Meeting unless all moneys due and payable by them to the Club have been paid, including the amount of the Annual Subscription payable in respect of the current Financial Year.

## 22. PROXIES

22.1. Each Member shall be entitled to appoint another Member as his or her proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

22.2. The notice appointing the proxy shall be in the form set out in Appendix 1.

## 23. RULES AND RESOLUTIONS BINDING ALL MEMBERS

Upon becoming a Member of the Club a person shall be deemed to know the contents of the Rules and shall be bound thereby and by the terms of all resolutions passed at any Special General or Annual General Meetings whether the Member shall have been present at such Meetings or not.

## 24. COMMITTEE OF MANAGEMENT

24.1. A Committee of Management constituted according to Rule 26 shall manage the affairs of the Club.

24.2. The Committee:

24.2.1. Shall control and manage the business and affairs of the Club;

24.2.2. May, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules, the Regulations or the Act to be exercised by the Club in General Meetings of the Members of the Club; and

24.2.3. Subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential or desirable for the proper management of the business and affairs of the Club.

## 25. OFFICERS OF THE CLUB

25.1. The Officers of the Club shall be:

25.1.1. *Commodore*

25.1.2. *Vice Commodore*

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25.1.3. *Rear Commodore*

25.1.4. *Honorary Treasurer*

25.1.5. *Honorary Secretary*

25.2. The provisions of Rule 29, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the Offices mentioned in Sub Rule 25.1.

25.3. Each Officer of the Club shall hold Office until the Annual General Meeting next after the date of his election but is eligible for re-election.

25.4. In the event of a casual vacancy in any Office referred to in Sub Rule 25.1 the Committee may appoint one of its Members to the vacant Office and the Member so appointed may continue in Office up to and including the conclusion of the Annual General Meeting next following the date of his or her appointment.

### 26. COMMITTEE STRUCTURE

26.1. Subject to Section 78 of the Act, the Committee shall consist of:

26.1.1. The Officers of the Club and

26.1.2. Eight (8) ordinary Members - each of whom shall be elected at the Annual General Meeting of the Club in each year.

26.2. At the time of their appointment at least 50% of the Members of the Committee shall be owners of boats on the Club Boat Register.

### 27. TERM OF OFFICE

27.1. Each ordinary Member of the Committee shall, subject to these Rules, hold office until the Annual General Meeting next after the date of his or her election but is eligible for re-election.

27.2. A Committee Member may be re-elected.

27.3. The Retiring Commodore shall be an ex-officio Member of the Committee for a period of twelve (12) months following his retirement. He shall be known as Immediate Past Commodore.

### 28. REMOVAL OF MEMBER OF THE COMMITTEE

28.1. The Club in Special General Meeting may by special resolution remove any Member of the Committee before the expiration of his term of Office and appoint another Member in his stead to hold Office until the expiration of the term of the first-mentioned Member.

28.2. Where the Member to whom a proposed resolution referred to in Sub Rule 28.1 makes representations in writing to the Secretary or Commodore of the Club (not exceeding a reasonable length) and requests that they be notified to the Members of the Club, the Secretary or the Commodore may send a copy of the representations to each Member of the Club or, if they are not so sent, the Member may require that they be read out at the Meeting.

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- 28.3. In the event of a casual vacancy occurring in the Office of an ordinary Member of the Committee, the Committee may appoint a Member of the Club to fill the vacancy and the Member so appointed shall hold Office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of his or her appointment.

### 29. CONDUCTING ELECTION OF OFFICE BEARERS AND COMMITTEE

Elections shall be conducted in the following manner:

- 29.1. Nominations, in writing, signed by any two Members entitled to vote, and by the candidate, all of whom must be financial Members shall be lodged with the Secretary not less than 21 days prior to the Annual General Meeting. The Secretary shall forthwith post, or email, a list of all nominations to all Members at least 14 days prior to the elections.
- 29.2. The Annual General Meeting shall appoint three scrutineers.
- 29.3. The *ballot papers* shall be obtainable from the Secretary and he shall before voting commences prepare a list of Members entitled to vote.
- 29.4. As the Secretary issues each ballot paper, he shall cross off the name of the Member receiving it and he shall hand the list of voters to the scrutineers who shall verify that the ballot box contains the correct number of papers and as soon as possible certify to the Chair the result of the ballot.
- 29.5. Should any Member be unable to be present to vote he may apply to the Secretary for a postal vote. A ballot paper with an envelope shall be posted to such Member and after completion and sealing it shall be returned to the Secretary before the meeting opens.
- 29.6. The Secretary shall cross off the Member's name from the list of those entitled to vote and place the envelope in the ballot box. Only the Scrutineers shall open it.
- 29.7. In the event of there being insufficient nominations for Office as aforesaid those nominated shall be declared elected and the vacancies shall be filled as the Committee decides.
- 29.8. Provided always that any vacancy occurring in the Committee may be filled by the appointment by the remaining Members of the Committee of any qualified Member of the Club. Any Member so appointed shall retire at the next Annual General Meeting, but shall be eligible for re-election (as in Rule 25). In the event of a vacancy occurring in Flag Office the next in seniority shall be appointed to the vacant Office.

### 30. PROCEEDINGS OF COMMITTEE

- 30.1. The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
- 30.2. Special meetings of the Committee may be convened by the Commodore or by any 4 of the Members of the Committee.
- 30.3. Notice shall be given to Members of the Committee of any Special Meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 30.4. No business shall be transacted 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 shall stand Adjourned.
- 30.5. At Meetings of the Committee:
- 30.5.1. The Commodore, or in his absence, the Vice Commodore shall preside, or



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- 30.5.2. If the Commodore and the Vice Commodore are absent, such one of the remaining Members of the Committee as may be chosen by the Members present shall preside.
- 30.5.3. Questions arising at a Meeting of the Committee or of any sub-Committee appointed by the Committee shall be determined in a show of hands, or, if demanded by a Member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 30.5.4. 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, and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 30.5.5. Written notice of each Committee Meeting shall be served on each Member of the Committee by delivering it to him or her at a reasonable time before the meeting or by sending it by pre-paid post, or email, addressed to him or her at his usual or last known place of abode at least two business days before the date of the meeting.
- 30.5.6. Subject to Rule 30.4 the Committee may act notwithstanding any vacancy on the Committee.
- 30.5.7. A resolution in writing signed by all Committee Members shall be as valid and effective as if it had been passed at a committee meeting duly convened.

### 31. QUORUM

At all Committee Meetings five Members present shall form a quorum. When a Committee Meeting lapses for want of a quorum, the Secretary shall convene a second meeting within 14 days thereof whereat the business of the lapsed meeting may be transacted.

### 32. LEAVE OF ABSENCE

- 32.1. The Committee may grant a Committee Member leave of absence from Committee Meetings for a period not exceeding three (3) months.
- 32.2. The Committee must not grant leave of absence retrospectively, unless it was satisfied that it was not possible for the Committee Member to seek the leave in advance.

### 33. VACATION OF OFFICE

- 33.1. A Committee Member may resign from the Committee by written notice addressed to the Committee.
- 33.2. A person ceases to be a Committee Member if he or she:
  - 33.2.1. Ceases to be a Member of the Club; or
  - 33.2.2. Fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under Rule 32; or
  - 33.2.3. Otherwise ceases to be a Committee Member by operation of section 78 of the Act.

NB: A Committee Member may not hold the office of Secretary if they do not reside in Australia.

### 34. FILLING CASUAL VACANCIES

- 34.1. The Committee may appoint an eligible Member of the Club to fill a position on the Committee that:
  - 34.1.1. Has become vacant under Rule 33; or
  - 34.1.2. Was not filled by election at the last annual general meeting.

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- 34.2. If the position of Secretary becomes vacant, the Committee must appoint a Member to the position within 14 days after the vacancy arises.
- 34.3. Rule 27 applies to any committee Member appointed by the Committee under Sub Rule 34.1.
- 34.4. The Committee may continue to act despite any vacancy in its Membership.

### 35. SECRETARY

- 35.1. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 35.2. The Secretary must:
  - 35.2.1. Maintain the register of members in accordance with Rule 8; and
  - 35.2.2. Keep custody of the common seal (if any) of the Club and, except for the financial records referred to in Rule 36.2 all books, documents and securities of the Club in accordance with rules 40 and 44; and
  - 35.2.3. Subject to the Act and these Rules, provide members with access to the Register of Members, the Minutes of General Meetings and other books and documents; and
  - 35.2.4. Perform any other duty or function imposed on the Secretary by these Rules.
- 35.3. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- 35.4. The Honorary Secretary of the Club shall keep Minutes of the resolutions and proceedings of each Special General or Annual General Meeting and each Committee Meeting in books provided for that purpose together with a record of the names of persons present at Committee Meetings.

### 36. TREASURER

- 36.1. The Honorary Treasurer must:
  - 36.1.1. Receive all monies paid to or received by the Club; and
  - 36.1.2. Ensure that all monies received are paid into the account of the Club within five (5) working days after receipt; and
  - 36.1.3. Make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds; and
  - 36.1.4. Ensure cheques or other payments are signed or authorised in writing by at least two Officers of the Club.
- 36.2. The Honorary Treasurer must:
  - 36.2.1. Ensure that the financial records of the Club are kept in accordance with the Act; and
  - 36.2.2. 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.
- 36.3. The Honorary Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the Club.

### 37. AUDITOR

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Prior to the end of each Financial Year, the Honorary Treasurer shall propose and the General Committee shall approve an Auditor to audit that Financial Year's accounts.

### **38. HONORARY SOLICITOR**

An Honorary Solicitor shall be appointed by the Members at the Annual General Meeting to remain in Office until he resigns, dies, or is removed from Office. The Honorary Solicitor shall only be removed from Office by a resolution of the Members at the Annual General or a Special General Meeting. No Member of Committee shall act as Honorary Solicitor.

### **39. FINANCE**

- 39.1. The Committee shall open a Bank Account into which all moneys received on behalf of the Club shall be paid and from which all accounts shall be paid.
- 39.2. All cheques or other payments on behalf of the Club shall be signed or authorised in writing by two Officers of the Club.
- 39.3. The Club shall be a non-profit organisation as notwithstanding anything herein contained to the contrary shall be prohibited from making any distribution to its Members whether in money or specie or property or otherwise.
- 39.4. Payment of any amount to an officer or servant of the Club by way of commission or allowance from the receipts of the Club for the supply of liquor is not allowed.
- 39.5. The Committee may at its discretion invest the Club's surplus moneys in any of the following:
  - 39.5.1. Any Authorised Trustee Investment in the State of Victoria
  - 39.5.2. On Fixed Deposit with any authorised Bank in Victoria
  - 39.5.3. In shares, debentures, unsecured notes or on deposit with any Company listed on the Australian Stock Exchange.
- 39.6. The income and property of the Club howsoever derived, shall be applied solely towards the promotion of the objects of the Club, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividends, bonus or otherwise whosoever by way of profit or gain to the individual Members of the Club. Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant or to any Member of the Club in return for any services actually rendered to the Club, nor prevent the payment for out of pocket expenses, interest on money lent or reasonable and proper rent for premises demised or let by any officer or servant of the Club or Member of the Club.

### **40. SEAL**

- 40.1. The Common Seal of the Club shall be kept in the custody of the Secretary.
- 40.2. 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 of two Members of the Committee

### **41. ALTERATION OF RULES AND STATEMENT OF PURPOSES**

These Rules and the statement of purposes of the Club shall not be altered except in accordance with the Act.

### **42. NOTICES**

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42.1. A notice may be served by or on behalf of the Club upon any Member either personally or by sending it by post, or email, to the Member at his address shown in the Register of Members.

42.2. Where a notice is properly addressed pre-paid and posted, or emailed, to a Member, it shall be deemed to have been served on the Member at the time at which the letter would have been delivered in the ordinary course of post, or email respectively.

### 43. WINDING UP OR CANCELLATION

If upon the winding-up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Club, but shall be given or transferred to some other institution having purposes similar to the purposes of the Club which prohibits the distribution of its income and property amongst its Members to an extent at least as great as the Club, such institution to be determined by the Members of the Club at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Victoria as may have, or acquire jurisdiction in the matter.

### 44. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

44.1. Except as otherwise provided in these Rules, the Secretary shall have custody or control of all books, electronic records, documents and securities of the Club.

44.2. Members may on request inspect free of charge:

44.2.1. The Register of Members

44.2.2. The minutes of general meetings;

44.2.3. Subject to Sub Rule 44.3, the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.

44.3. The Committee may refuse to permit a Member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

44.4. The Committee must on request make copies of these rules available to Members and applicants for Membership free of charge.

44.5. Subject to Sub Rule 44.6, a Member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.

44.6. For purposes of this rule:

44.6.1. Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following:

44.6.1.1. Its Membership records;

44.6.1.2. Its financial statements;

44.6.1.3. Its financial records; and

44.6.1.4. Records and documents relating to transactions, dealings, business or property of the Club.

**NB:** Under Section 59 of the Act, access to the personal information of a person recorded in the Register of Members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

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### 45. SUB-COMMITTEES

- 45.1. Sub-Committees shall be appointed by the General Committee as and when it becomes necessary or desirable to do so. At least one Member of General Committee shall be appointed to each sub-committee.
- 45.2. Each Sub-Committee shall appoint its own Chair.

#### Document history

<i>File name:</i>	QCYC Rules 2018.docx	
<i>Created by:</i>	QCYC Executive	
<i>Revised by:</i>	Peter Stow	October 2018 (incorporating changes to Rules 5.4.6, 7.2 and 16.4.5)
<i>Reviewed by:</i>	Andrew Green QCYC Committee	30 August 2015 28 August 2016
<i>Approved at AGM:</i>		2 October 2018
<i>Date for further review:</i>		October 2019

# QUEENSLIFF CRUISING CLUB INC RULES

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## APPENDIX 1:

### FORM OF APPOINTMENT OF PROXY FOR MEETING OF CLUB CONVENED UNDER RULES 16 AND 18

I: ..... (name)

Of: ..... (address)

Being a Member of Queenscliff Cruising Yacht Club Inc.

Hereby appoint:

.....  
(Name or Club position [Commodore, Vice Commodore or Rear Commodore etc] or name of proxy holder)

Of: ..... (address of proxy holder)

Being a Member of Queenscliff Cruising Yacht Club Inc. as my proxy to vote on my behalf at the General Meeting of the Club convened under Rules 16 and 18, to be held on:

..... (date of meeting)

And at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion\*/ for\*/ against\* in respect of the following resolution or resolutions: *[insert details of Resolution]*

Resolution: ..... Direction to Proxy\*

.....  
.....  
.....

Signed: ..... Date: .....

\*Clearly indicate your instruction to your proxy as "for", "against" or "at their discretion" for each resolution