Associations Incorporation Act 1981

ROYAL BRIGHTON YACHT CLUB RULES

(Version March 2010)

1. NAME

The name of the Association shall be "Royal Brighton Yacht Club Incorporated", ("the Club").

2. OBJECTIVES OF CLUB

The objectives of the Club shall be the promotion and encouragement of the sport of yachting generally, and racing between sailing yachts in particular, and the doing of all things incidental to or not inconsistent with the foregoing. The Club's income and property shall be exclusively applied in the promotion of the objectives of the Club.

3. MEMBERS

(a) Members shall be divided into Senior Members, Honorary Life Members, Ex-Officio Members, Country Members, Crew and Crew Plus Members, Youth/Student Members, Adult Student Members, Gym Members, Social Members, Absentee Members and Honorary Members.

(b) All Members under the age of twenty-one years shall be deemed Youth/Student Members. Members aged 21 years and under 30 years who are full-time students shall be deemed Adult Student Members.

(c) An Absentee Member shall be a Member who, having been a Member for over a period of three years, becomes resident outside the state of Victoria and remains outside the State for a period of not less than one year. Application for Absentee Membership shall be in writing to the Secretary. An Absentee Member shall pay reduced fees but, on again becoming resident in Victoria, shall resume the same Membership category and pay a pro-rata subscription within one month of resuming Victorian residence. Absentee Members shall be retained on the Register for a period of five years unless application is received for an extension of this term.

(d) Not withstanding anything hereinafter contained or implied Crew & Crew Plus Members shall:
   - i) Not be entitled to vote at Meetings of the Members;
   - ii) Not be eligible for any office or as a member of Committee;
   - iii) Not be entitled to propose or second a candidate for membership;
   - iv) Crew Plus Members shall, in addition to the privileges of a Crew Member, have use of the Club's gymnasium.

(e) Persons seeking Adult Student Membership shall satisfy the Committee that they are full-time students and aged twenty-nine years or less, and the Committee may then class them as Adult Student Members with a Youth/Student Member's rights only.

(f) A Gym Member shall be restricted to use of the Gym facilities and the Clubhouse.

(g) Notwithstanding anything hereinafter contained or implied Gym Members shall:
   - i) not be entitled to vote at meetings of the Members
   - ii) not be eligible for any office or as a member of Committee
   - iii) not be entitled to propose or second a candidate for membership

(h) A Social Member is a member over the age of twenty-one restricted to use of the Clubhouse.

(i) Notwithstanding anything hereinafter contained or implied Social Members shall:
   - i) not be entitled to vote at meetings of the Members;
   - ii) not be eligible for any office or as a Member of Committee;
   - iii) not be entitled to propose or second a candidate for Membership;

(j) A partner of a Senior Member is entitled to apply for Social Membership and if granted shall pay no membership fee.

4. RESTRICTION OF MEMBERSHIP

The number of Members in any or all categories may be restricted by the Committee.

(a) If the number of Senior members falls below 60% of the total Membership of the Club, excluding temporary or Honorary Members who are members only by reason of reciprocal arrangements with another Club then one or more of the following classes of Members shall successively in the priority listed below be added as Members entitled to vote until the number of Members entitled to vote for the election of the Committee is not less than 60% of the total membership.

Classes of Members:
1. Crew Plus Members
2. Crew Members
3. Adult Student Members

5. NOMINATION AND ELECTION OF NEW MEMBERS

Admission of Members. Every candidate for admission to the Club shall be proposed by a Senior Member who shall have been a member for not less than three years immediately preceding such proposal, and seconded by a Senior Member who shall have been a member for not less than twelve months immediately preceding such proposal. Every proposal shall be in writing and shall set forth the candidate's full name, address and occupation, and shall be signed by the proposer, seconder, and candidate.

Candidates shall be nominated by the Committee for election as hereinafter provided at such times and in such order of priority as the Committee shall from time to time in its absolute discretion determine. The name of each candidate so nominated for election shall, with their address, occupation and place of business and the names of their proposer and seconder, be exhibited in a conspicuous place in the Club premises for at least fourteen (14) days immediately preceding the election.

Every Member who desires to object to the election of any candidate shall, during the period of fourteen days aforesaid, communicate their objection to the Manager/Secretary in writing. Such objection shall state briefly the grounds on which the objection is based. The Committee shall take the objection into consideration and if, after making such enquires as it thinks fit, considers the objection to be well founded, shall request the proposer and seconder to withdraw the proposal.

In the event of no objection being lodged to the candidate during the above-mentioned period, or in the event of the Committee being of the opinion that objections are not well founded, or in the event of the proposer and seconder failing to withdraw the proposal after having been requested to do so, the election or otherwise of the candidate shall be determined by a ballot of the Committee. A Member shall be elected by the Committee by ballot provided the votes recorded against them are less in number than one-fifth of those recorded in their favour
The Manager/Secretary shall record in the Minute Book the number of Members voting and the number of Members whose votes were in favour of the candidate and those against. In the consideration of a candidate by the Committee, due regard shall be given to Rule 2 (Objects of the Club).

6. ATTAINING THE AGE OF 21 YEARS

A Member may within one month before attaining the age of twenty-one years make an application in writing to the Committee to be elected a Senior Member upon attaining such age. A copy of such application shall be posted in a conspicuous place in the Club premises and the Committee shall not consider such application in the seven days

thereafter. Upon considering the application the committee shall act upon the majority of votes and may, in its discretion, grant or refuse the application.

7. ENTRANCE FEES AND SUBSCRIPTIONS

(a) Any person of twenty-one years of age or over desirous of becoming a Member of Royal Brighton Yacht Club shall pay, if accepted as a Member, an Entrance Fee equal to 200% of the Annual Senior Subscription, or such lesser amount as the Committee may from time to time determine. The Entrance Fee may be paid by 50% on joining and a further 50% on first renewal of Membership. In the event of such Member being eligible to pay a Family Subscription, no Entrance Fee shall be payable if any other Member entitled to pay the same Family Subscription has paid an Entrance Fee.

(b) If a person accepted as a Member is the spouse or child of a Senior Member who has died within the immediately preceding twelve months, the Entrance Fee shall be half that which would otherwise apply.

(c) The Annual Subscription for a Senior Member shall be the amount fixed by the General Committee in the month of June immediately preceding the commencement of the Club year to which the Subscription is to apply (such Subscription being not less than $10.00 except as approved by the Liquor Licensing Commission).

(d) The Annual Subscription for other categories of Members shall be the percentage of the Senior Members subscription indicated below rounded to the next highest dollar -

Crew Member 50%
Crew Plus Member 75%
Country Member 50%
Youth/Student Member 10-30%
Adult Student Member 40%
Absentee Member 20%
Gym Member 75%
Social Member 20%

(e) provided that the total Subscription payable for two Senior Members who are lawfully married and such of their children as are Youth/Student Members shall not exceed 150% of the amount fixed as the Senior Member Annual Subscription (herein called a family subscription).

(f) A Member on election shall pay full subscription unless elected during the second half of the Club's financial year, in which event they shall pay a pro-rata subscription calculated from the first day of the month of their election to the last day of the current Club financial year.

(g) A Member who has held Senior Membership for forty continuous years or Membership fifty continuous years, whichever is the sooner, shall thereafter be free of liability to pay any Subscription.

(h) Subject to the following paragraph of this Rule a Member, being a Member of the Australian Armed Services, or Merchant Navy, and serving in a Theatre of War, shall not be liable for the payment of their Subscription or other dues whilst so serving.

(i) Any Member wishing to be relieved of their responsibility for the payment of Subscriptions or dues under this Rule shall make application in writing to the Secretary giving details of the grounds on which relief is sought. The General Committee may, if it is of the opinion that exceptional circumstances exist in respect of that Member, waive payment of the subscription or dues payable for that year in whole or in part.

(j) Nothing in this Rule will entitle a Member to a refund of Subscription or dues unless the Member was serving in a Theatre of War at the time the Subscription became due and payable.

(k) A Member granted relief from the payment of Subscription or dues under this Rule will, on return to Australia, be required to pay a pro-rata Subscription for the balance of the financial year then remaining, provided that if they be posted to a Station outside the State of Victoria they shall upon application and if eligible in accordance with the provisions of Rule 3 be granted Absentee Membership.

(l) Where a Member has been a financial member of the Royal Brighton Yacht Club for a period of ten years or over and such member is in receipt of a War Pension at the Totally and Permanently Incapacitated Rate from the Department of Veteran's Affairs, that Member shall be relieved of the obligation of paying any annual subscription, levy or other monies imposed on Members.

(m) A Member who has held Senior Membership for twenty consecutive years and shall have attained the age of sixty-five years and is a retired person, having applied to the Club in writing prior to that day for the following concessions prior to the first day of July in any year, shall thereafter be liable to pay an annual subscription of fifty percent (50%) of the current subscription of a Senior Member rounded off to the next highest dollar.

8. POWER TO MAKE LEVIES

(a) The Members may in a General Meeting empower the Committee to impose a levy on Members, or category or categories of Members.

(b) Each person who is or becomes a Senior Member (other than an Honorary Life Members, Ex-Officio Members, Country Members, Crew Members, Youth/Student Members, Adult Student Members, Gym Members, Social Members, Absentee Members and Honorary Members) shall make an interest free loan to the club of $250.00 payable by instalments of $25.00 on or before the first days of January and June in each year in the month of January or June first occurring after becoming a Senior Member; whichever be the later and continuing until a total loan of $250.00 has been made provided that such loan or such part thereof as falls due on or after the date upon which the person attains the age of sixty-five years need not be made by such person.

(c) The monies lent in accordance with this Rule shall be separately accounted for by the Committee and shall only be applied in the purchase of property or assets for the benefit of the Club or the carrying out of works and improvements on the premises and facilities of or for the benefit of the Club and in accordance with any resolution of the Members of the Club at a Special or General Meeting.

(d) The monies lent in accordance with this Rule shall be repayable to a former Member or to their legal personal representative, after deduction therefrom of all monies due by them to the Club at the date of their ceasing to be a Member, within twelve months from the date upon which they ceased to be a Member or within one month from the date upon which a person can give a lawful receipt therefore whichever be the later.

9. SUBSCRIPTION

(a) The Club year shall commence on the first day of July in every year, and all Subscriptions shall be due and payable in advance on that day.

(b) Any Member whose Subscription or any other monies due by them to the Club is or are in arrears for one month, and who shall have been given not less than one month's notice in writing of their default but has not remedied the same, may, at the discretion of the Committee, be excluded from the privileges of the Club until they have remedied their default or may be struck off the Register of Members whereupon they shall cease to be a Member and their rights to enjoy or participate in the privileges of the Club shall be absolutely forfeit.

(c) No Members who are in arrears with their Subscription or Levies due by them to the Club shall be eligible for any Office of the Club, or to nominate an Office-Bearer or intending Member, vote at any meeting, sign any requisition under these Rules, or be present at any meeting of the Members of the Club.

(d) Not withstanding anything contained elsewhere in this Rule, no Member shall be eligible for any Office of the Club unless the full amount of their Annual Subscription and any other monies due by them to the Club has been paid prior to their nomination for such Office.

(e) No yacht whose owner or owners, or any of them, shall not have paid up all arrears, Subscription or fines due by them to the Club, shall be allowed to compete for a prize in any Club race.

(f) For the purpose of this Rule a Member shall be deemed to have paid the full amount of their annual subscription and all other monies due by them to the Club if the General Committee has agreed to accept payment by instalments and no instalment due is in arrears.

10. PAYMENT OF FEES AND SUBSCRIPTIONS BY NEW MEMBERS.

(a) If a candidate does not pay the Entrance Fee (if any) and Annual Subscription within one month after their election, such election shall be void unless the delay shall be justified to the satisfaction of the Committee and the required payments made. Until the Entrance Fee (if any) and Subscription are paid, the candidate shall not be considered a Member.

(b) The payment of any Subscription shall imply the acquiescence of the Member paying the same in the Club Rules, By-Laws and Racing Rules of the Club whether now in force or which may hereafter be enacted, made or formed, and such payment shall also be evidence of their submission to any penalties and obligations imposed or enforced hereafter.

11. COUNTRY MEMBERS.

Any person who is eligible for admission as a Member and whose permanent residence is beyond the radius of one hundred kilometers from Royal Brighton Yacht Club may, subject to the previous consent of the Committee, be admitted to membership at a Subscription equal to 50% of the applicable annual Subscription.

12. HONORARY LIFE MEMBERS.

Persons who have rendered valuable service to the Club may, upon recommendation of the Committee and confirmed by the unanimous vote of the Members present at any properly constituted General Meeting, be elected Honorary Life Members of the Club. Names of Honorary Life Members shall only be removed from the Roll upon the recommendation of the Committee, confirmed by a resolution passed on the majority vote of the Members present at any properly constituted General Meeting.

13. HONORARY MEMBERS.

The following persons shall be eligible to be elected as Honorary Members of the Club:

(a) Persons who have been members of yacht clubs situated outside Victoria who have become resident in Victoria and who have been duly proposed and seconded for membership may, at the direction of the Committee, be admitted as Honorary Members during the period pending their election upon such conditions as the Committee may decide, and provided further that such member shall pay an annual subscription and entrance fee determined by the Committee. The number of members admitted under this clause shall not exceed ten at any one time.

(b) Persons who are members of a recognised yacht club and who are on the premises for the purpose of an official meeting to promote the sport of yachting.

(c) Persons competing in any yacht race or sailing regatta on the Club course and members of other clubs accompanying competing members of their Club.

(d) Competitors in yacht races or sailing regattas held with the permission of the Club and officials acting at such yacht races or regattas.

14. EX-OFFICIO MEMBERS.

Upon the recommendation of the Committee, confirmed by the Members at a properly constituted General Meeting, Flag Officers of other yacht clubs and persons holding office in the service of the State or of the community may be elected ex-officio Members of the Club. Ex-officio membership may be terminated at any time by the Committee at its discretion.

15. PRIVILEGES OF HONORARY MEMBERS, HONORARY LIFE MEMBERS, AND EX-OFFICIO MEMBERS.

Honorary Life Members shall be entitled to all the privileges of the Club, Honorary Members and Ex-Officio Members shall be entitled to Club privileges, exclusive of voting and eligibility for office.

16. MEMBERS RESIGNING.

Any Member wishing to resign from the Club shall give notice in writing of such intention addressed to the Secretary, and such Member shall be deemed to have resigned their membership as from the date of acceptance by the Committee of their resignation. Should such notice not be given on or before the thirtieth day of June, such Member shall be liable for the Subscription for the ensuing Club year. Should such Member desire to rejoin the Club, Rule 5 hereof shall apply, but should they have given notice of resignation on or before the thirtieth day of June in the then current financial year, they shall not (in the event of being re-elected) be charged any further Entrance Fee but shall only be liable for the Annual Subscription.

17. FORFEITURE OF RIGHTS.

All rights are forfeited upon ceasing to be a member and correspondingly any interest free loan payments obligations cease.

18. ACTIVE SAILING MEMBERS.

All Senior Members being owners of sailing yachts on the Yacht Register and all Senior Members who have been regular members of the crew of any sailing yacht for at least five seasons during their membership or for at least three racing seasons during the five years immediately

preceding the current Club financial year shall be deemed Active Sailing Members of the Club.

19. OFFICERS OF THE CLUB.

The Officers of the Club shall consist of a Commodore, Vice-Commodore, Rear Commodore, and Club Captain, (who shall be designated Flag Officers and who shall be active Sailing Members), an Honorary Treasurer and a Manager/Secretary, the latter officer being either honorary or otherwise.

20. THE COMMITTEE.

(a) The Club shall be managed by a Committee consisting of the Commodore, Vice-Commodore, Rear Commodore, Club Captain, Honorary Treasurer and six Senior Members of the Club. The Flag Officers and at least four of the six ordinary members of the Committee shall be Active Sailing Members as defined in Rule 18.

(b) All other Committees formed by or with the consent of the above-described elected Committee shall be Sub-Committees and shall be designated by a name appropriate to the functions for which they may be formed, and unless repugnant to the context the expression "the Committee" where used throughout these Rules and By-Laws shall refer to the above-described elected Committee.

(c) The title of the retiring Commodore for a 12-month period shall be 'Immediate Past Commodore'

21. MANAGER / SECRETARY.

A Manager/Secretary shall be appointed by the Committee at such a salary and upon such terms and conditions as the Committee shall from time to time determine. No payment or part payment of any Secretary, Manager, or other Officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for alcoholic drink supplied. The Manager/Secretary shall at all times be responsible to the Committee who may at any time terminate his or her appointment by giving notice in writing according to the terms of their employment contract The Secretary shall be an ex-officio member of all Committees and Sub-Committees, but shall not be entitled to vote at any meetings thereof.

22. DUTIES OF SECRETARY.

The Secretary is responsible for keeping a Minute Book of the proceedings of the Club, which book shall be produced at every meeting; keeping a minute book of the proceedings and business of each meeting of every Committee; keeping and maintaining a Register of Membership in which shall be entered the full name and address, and date of election of each Member of the Club, together with the original category to which the Member was first elected, and any changes in such category and the date thereof; keeping the Yacht Register; notifing each Member elect of their election; notifing Members of each meeting; keeping proper and requisite files of all documents, reports and correspondence; performing such duties as may be necessary to comply with the Licensing Acts of the State of Victoria; generally to carry out the directions of the Committee and to act as the administrative officer of the Club.

The Member's Register shall be kept open for inspection at any time by a licensing inspector, an authorised member of the police force, the Commissioner, an Assistant Commissioner, the Chief Executive Officer or an officer or employee of the Commission.
The Secretary of the Club shall ensure that there are kept proper accounts and records of the transactions and affairs of the Club and such records as will sufficiently explain the financial operations and financial position of the Club.

COMMON SEAL

(i) The Common Seal of the Association shall be kept in the custody of the Secretary and shall not be affixed to an instrument except by the authority of the Committee, and the affixing of the Common Seal shall be attested by the signatures either of two Members of the Committee (including Flag Officers) or one Member of the Committee and the Secretary.

(ii) The books and documents referred to in Rules 22 and 23 shall be kept in the custody of the Secretary, and shall be available for inspection by Members.

23. DUTIES OF HONORARY TREASURER.

It shall be the duty of the Honorary Treasurer to oversee the financial dealings of the Club and present updated financial accounts monthly to the Committee and produce at the Annual Meeting before the election of Officers of the Club a Balance Sheet at 30th June each year and an Income and Expenditure Account for the year ended on that date, duly audited by the Auditor or Auditors, and generally to carry out the directions of the Committee. All cheques on the Club's banking account shall be signed by any two of the following, namely, the Commodore, Vice-Commodore and Honorary Treasurer, or any of the above together with the Secretary.

24. ELIGIBILITY OF COMMITTEE.

(a) No Member shall be eligible for election to the Committee unless they are and have been a Senior Member of the Club for at least three years.

(b) No Member of the Committee shall be appointed to, or whilst a Member of the Committee, hold any salaried Office or Office of profit in the Club and no remuneration or other benefit in money or monies worth shall be given by the Club to any Member of the Committee except for the repayment of out of pocket expenses, interest on or principal of money lent to the Club under Debenture or otherwise or reasonable and proper rent for premises demised or let to the Club.

25. ELECTION OF OFFICERS AND COMMITTEE.

The Committee shall be elected annually prior to the General Meeting to be held in September of each year (and which shall be known as the "Annual Meeting") and shall hold Office for a period of twelve months commencing at the declaration of the poll at the Annual Meeting.
All nominations of Candidates for election to the Committee shall be in writing and signed by the nominator, seconder and candidate, and such nominator and seconder shall be Senior Members. Nominations for Flag Officers and Honorary Treasurer shall specify whether the candidate also nominates for election as an ordinary member of the Committee in the event of their not being elected a Flag Officer or Honorary Treasurer as the case may be. Nominations shall be lodged with the Secretary not later than 6 p.m. twenty-one clear days before the date on which the annual ballot is to be held and must then be displayed in a conspicuous place in the Club premises. All contested elections shall be by ballot.
The Committee shall fix the date of the annual ballot for Flag Officers and Honorary Treasurer and ordinary Members of Committee and shall give 30 clear days notice thereof to each Senior Member of the Club.

26. BALLOT FOR ELECTION OF OFFICERS AND COMMITTEE.

Votes for the election of Officers and Members of Committee may be given by Members duly entitled to vote, either by attending or depositing their ballot papers with the Returning Officer (to be appointed by the Committee) between the hours of 10 a.m. and 6 p.m. on the day of the Annual Ballot or by postal ballot paper which must reach the Secretary not later than twelve noon on the day of the Annual Ballot, such ballot paper to be in the form

prescribed from time to time by the Committee and obtainable from the Secretary by application in writing signed by the Member desiring such ballot paper.
In the event of there being a contest for election as an Officer of the Club, the voting for six Committee Members shall be by placing a number from one to the number equal to the number of candidates for election as Committee Members beside each candidate's name listed on the ballot paper. The vote shall be deemed to be a vote for the six candidates given the numbers one to six after deducting from the number given to each candidate the number equal to the number of candidates for election as Committee Members elected as Officers of the Club and given a lower number on the voter's ballot paper.
Ballot papers not containing a number against each candidate's name, containing a duplication of numbers, or containing a number greater than the number of candidates for election as Committee Members, shall be invalid.

27. CASUAL VACANCY IN COMMITTEE.

Any vacancy which may occur in the Committee by reason of death, resignation, or otherwise, may be filled by the appointment by the remaining Members of the Committee of any duly qualified Member of the Club. Any Member so appointed shall retire at the next Annual Meeting, but shall be eligible for re-election. Provided always that in the event of a vacancy occurring in the office of either Commodore or Vice-Commodore, the Flag Officer next in seniority shall be appointed to the vacant office, and any Member appointed to any such vacancy shall hold the office to which they may be so appointed for the balance of the period for which the former holder thereof would have held the same.

28. DUTIES OF COMMITTEE.

The Committee shall have overall control of all matters in connection with the management of the Club, and may appoint a Sailing Committee a Membership Committee and other such Sub-Committees as may be deemed necessary, and may define the powers and functions of any such Sailing Membership or other Sub-Committee.
The duties of the Club Captain shall be to fully promote active yachting amongst the Members and he or she shall be the chairman of the Sailing Committee.

29. COMMITTEE MEETINGS.

The Committee shall meet at least once each month at such times as may be arranged and deemed necessary, and at every such meeting the chair shall be taken by the senior Flag Officer present. Should no Flag Officer be present a Chairman shall be appointed from the members in attendance.

CHAIRMAN. In conjunction with Rule 28,-permanent chairmen of Sub-Committees may be appointed by the Committee or elected from the members of such Sub-Committee, and should any such Chairman not be present, a Chairman shall be appointed from the members of such Sub-Committee in attendance.

QUORUMS. Six members of the Committee shall form a quorum. A quorum of any Sub-Committee shall consist of one half of the members of such Sub- Committees, unless such Sub-Committees be composed of only two members, in which case both members must be in attendance.

NON-ATTENDANCE DISQUALIFIES.--Any member of the Committee who shall not be in attendance for three consecutive Meetings of such Committee (unless leave of absence shall have been given) shall be considered as having resigned their seat.

30. POWERS OF COMMITTEE.

(a) The Committee is empowered to frame, pass, alter, amend and enforce all such By-Laws and Regulation as it may from time to time deem fit, necessary or expedient for the proper and effective carrying on, upkeep, and ruling of the Club, the Club House, yards, sheds, , slipway and moorings, and for such purpose or purposes or any of them may appoint such officer or officers, honorary or otherwise, as it may deem fit, and define the duties and powers of such officer or officers; provided always that no such By-Law or appointment shall in any way abrogate or alter any existing Rule of the Club.

(b) The Committee is empowered

i) To give effect to any resolution which (after appropriate notice has been given) is passed by the Members of the Club in general or special meeting;

ii) with the authority of a resolution of the Members to give security for any loans or advances of the Club over any of the Club's property or assets;

31. POWERS OF FINE, SUSPENSION AND EXPULSION.

The Committee shall have the power to fine or suspend any member from the privileges of membership who shall be proved to its satisfaction guilty of wilfully infringing the Rules, By-Laws or Regulations of the Club, or of unbecoming or improper conduct on the Club premises or elsewhere, or of conduct calculated to prejudice the best interests of the Club. Such fine shall not exceed the sum of $250.00, and such suspension shall not exceed a period of six months. All fines shall be payable forthwith and the member fined shall forfeit all membership rights until the fine is paid. If a member so fined fails to pay such fine they shall cease to be a member and their name shall be struck off the Roll.

The Committee shall also have the power, at a meeting consisting of at least seven members thereof, to expel any member proved to its satisfaction to have been guilty of unbecoming, dishonourable, or improper conduct on the Club premises or elsewhere, or of conduct calculated to prejudice the best interests of the Club or for any general misconduct wherever committed as in the opinion of the Committee merits expulsion. The Committee shall not exercise its powers of expulsion, suspension or fine without first giving the Member concerned the opportunity to appear before it to answer or defend the charge, particulars of which shall be forwarded to him or her in writing together with ten clear days' notice of a Meeting to be held at which he or she may appear. Any Member expelled may give notice of appeal within fourteen days to the Committee which shall thereupon convene a Special Meeting of Members of the Club at which such appeal shall be heard, and the decision of such Meeting (which shall be arrived at by secret ballot) shall be final.

32. GENERAL MEETINGS.

General Meetings of Members of the Club shall be held in the Club Rooms or some other convenient place during the months of March and September in each year.

SPECIAL MEETINGS AND HOW CALLED
Special Meetings of Members of the Club may be convened by direction from the Committee or by requisition addressed to the Secretary. Such requisition must be signed by not less than four members of the Committee, or by not less than twenty Members of the Club. Every such requisition shall state the object or objects of such Meeting.

NOTICE OF MEETING
Notice of a General or Special Meeting and the business proposed to be transacted thereat shall be posted or otherwise on the Notice Board for at least 7 days immediately prior to the date of the Meeting in the case of an Annual General Meeting, and 14 days in the case of a

Half-Yearly or Special General Meeting. At least 7 days prior to every Annual General Meeting and at least 7 days prior to every Half-Yearly or Special General Meeting, the Secretary shall forward through the post or otherwise to each Member (other than Honorary, Youth/Student or Adult Student Member) having a registered address in Australia, notice of the Meeting.

Notice of any other business proposed to be considered at any of the aforesaid General Meetings shall be lodged with the Secretary at least seven days prior to any Annual General Meeting, and two days prior to every Half-Yearly or Special General Meeting. The business at a General or Special General Meeting shall be confined to the business for which the Meeting is called.

QUORUM OF GENERAL AND SPECIAL MEETINGS
At all General and Special Meetings of Members of the Club, twenty Senior Members shall form a quorum, and the chair shall be taken by the Senior Flag Officer present, and in the absence of any Flag Officer the members present shall elect a Chairman

VOTING
Each Senior Member in attendance duly qualified to vote shall be entitled to one vote, and in the event of an equality of votes on any question, the Chairman shall have a casting vote in addition to his or her ordinary vote. No Youth/Student or Adult Student Member shall have any voice in the management of the Club.

NOTIFICATION BY CIRCULAR
Whenever notice of a proposed new Rule or alteration or suspension of a Rule to be brought before a General Meeting or Special General Meeting, or any amendment thereof, shall be posted as required notification of the resolution or resolutions to be proposed and any amendments, shall be sent through the post or otherwise to every Member referred to above (NOTICE OF MEETING) at least seven days before the date of the Meeting and the details posted or otherwise on the Club web site and generally be available to members. The Notice of Meeting in respect of each Annual General Meeting posted or otherwise to each Member shall be accompanied by the Club's Annual Report and Balance Sheet.

OTHER

(a) No act or omission done or omitted in good faith in or in connection with the Summoning of any Meeting of Members under these Rules shall invalidate the proceedings at the Meeting unless a later Meeting of the Club is satisfied that there was irregularity in or in connection with the summoning of the earlier Meeting and resolves that the proceedings at the earlier Meeting are to be treated as invalid.

(b) Any Member of the Club present at a Meeting of Members under these Rules may obtain a ruling from the Chairman of the meeting as to whether any person present at the meeting is entitled to vote. Any person who the Chairman rules is not entitled to vote shall not vote. No meeting of members shall be invalid if members who are unfinancial members attend, participate and vote in the proceedings so long as

i) No ruling as to the entitlement of the Member in question to vote was sought;

Or

ii) The Chairman rules in good faith that the Member in question was entitled to vote.

(c) All acts done in good faith by the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the election or appointment of any Member of the Committee, be valid as if every such Member had been duly elected or appointed.

(d) Any irregularity in any appointment or election of or any act or thing done by the Committee or any Member of the Committee shall be rendered regular if a Meeting of Members of the Club under these Rules resolves that such appointment, act or thing be approved.

33. VOTES BY PROXY.

(a) Votes at any General or Special Meeting of Members may be given either personally or by proxy appointed in writing under the hand of the appointer. Provided always that no proxy shall be given or used for the election of Officers or Members of Committee, and the instrument appointing a proxy shall be in such form as may from time to time be approved by the Committee. No person shall either give or be appointed a proxy who is not a member and fully qualified to vote. All instruments appointing proxies shall be deposited with the Secretary before the meeting at which they are to be used shall commence. Instruments appointing proxies shall only be valid for voting at the meeting for which the same are given, or at any adjournment thereof.

34. VISITORS AT MEETINGS.

No visitor shall be permitted to attend any General or other meeting without the sanction of the Chairman of such meeting being first obtained.

35. NON-MEMBERS ON LICENSED CLUB PREMISES.

(a) Non-Members must be signed in to the Visitors Book as required by the current Licensing Act.

(b) Non-members shall not be allowed in “Members Only” sections of the Club premises unless introduced and accompanied by a Member The Member introducing such visitor shall enter the visitor's name and address in the Visitor's Book kept for that purpose, together with the Member's signature and Membership number and shall remain with such visitor until the latter leaves the premises. Members are responsible for the conduct of their visitors at all times and any unbecoming or improper conduct on or in the vicinity of the Club premises shall, for the purposes of Rule 31, be deemed to be unbecoming or improper conduct by the Member introducing such visitor or visitors.

(c) No member may introduce more than eight visitors at any one time except for Special Functions or unless authorised by a member of General Committee or the Manager/Secretary.

(d) (c). A Special Function is one that has been approved by General Committee or the Manager/Secretary and covers the following:

i) A member entertaining visitors at his or her own expense

ii) Any functions organised by the General Committee or a Sub-Committee for members and guests or by a non-member hiring a Club room for an approved purpose.

(e) (d). No visitor may be introduced to the Club more than twelve times in any one year, commencing 1st July and concluding on 30th June the following year. This Rule shall not apply to spouses, fiancees or one male or female friend of a member.

36. FINANCIAL YEAR.

The financial year of the Club shall be from the first day of July until the thirtieth day of June in the year following.

37. AUDIT

Once at least in every financial year the accounts of the Club shall be examined and the correctness of the Working Account and Balance Sheet ascertained by one or more Auditor or Auditors, who shall be Licensed Companies' Auditors and who need not necessarily be members of the Club. The Auditor or Auditors shall be appointed at, and

their remuneration fixed by, the General Meeting to be held in September of every year, and shall hold office for twelve months or until superseded. A person other than a retiring Auditor shall not be capable of being appointed Auditor at the General Meeting unless their nomination shall have been made and lodged in like manner as nominations of candidates for the Committee.

The Committee may fill any casual vacancy in the office of Auditor, but while such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act.

An Office Bearer is not eligible to be appointed Auditor of the Club.

***38*. SALE OF LIQUOR**

(a) The Committee may on behalf of the Club, subject to the Regulations under the Liquor Control Act 1987 from time to time with the consent of the Liquor Licensing Commission by resolution, nominate a person approved by the Commission to be responsible as licensee on behalf of the Club under the Act.

(b) An application to be made or notice given or matter to be done under the Liquor Control Act 1987 may, subject to the Act and the regulations thereunder, and subject to the directions of the Committee, be done by the Commodore or any other Flag Officer or the Secretary or any nominee of the Club under the Act on behalf of the Club.

(c) At all times the sale of liquor must be in accordance with the Consumers Affairs Liquor Licensing and Liquor Acts in Victoria.

(d) No Member, except at a particular function or occasion authorised by the Committee and the subject of a Permit from the Liquor Licensing Commission, or other person shall receive a greater profit, benefit or advantage from the Club than that received by every other Member of the Club other than a remuneration or honorarium approved by the Liquor Licensing Commission for work done by the Secretary, or other Officer of the Club or salary or wages paid to employees. The income and property of the Club whencesoever 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 howsoever 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.

39. EMPLOYEES

No person under eighteen years of age, except persons who are being trained as waiters and are not allowed to serve behind the bar, shall be employed in the Club.

40. CLUB FLAGS

The Club Flag shall be the Blue Ensign of Her Majesty's Fleet, and the Burgee a Blue Flag with a White St. George's Cross, having the crown surmounting the Royal Cypher of the ruling monarch in the centre of the Cross.

The Blue Ensign may only be worn by a yacht having an Admiralty Warrant therefor and the Burgee must always be worn in conjunction with it. The Commodore's Flag shall be the Burgee swallow-tailed; the Vice-Commodore's Flag shall be the Burgee swallow-tailed with a White Ball in the upper head quarter; and the Rear Commodore's Flag shall be the Burgee swallow-tailed with two White Balls in the upper head quarter. A Past Commodore's Flag shall be the Burgee swallow-tailed with a St. Andrew's Cross in the upper head quarter. A Club Captain's Flag shall be the Burgee swallow-tailed with an anchor in the upper head quarter.

41. BURGEE

Club Burgees shall be at least 30 cm. in the hoist and 60 cm. in the fly. No Member shall, under any pretence whatsoever, hoist the Club Burgee on board any vessel, yacht or boat not on the Yacht or Supplementary Register. This Rule does not apply to boats or dinghies belonging to the Club or to yachts or vessels made use of by the Club for regattas or other special occasions.

42. OFFICERS' FLAGS

Officers' and Past Commodores' flags shall be at least 30 cm. in the hoist and 45 cm. in the fly. No Officers' or Past Commodores' flags shall be worn on any yacht or other boat unless such Officer or Past Commodore be on board, and the flag shall be struck and the Club Burgee hoisted in it's place as soon as the Officer or Past Commodore leaves the yacht, unless it be his or her intention to return before sunset the same day. When two or more Flag Officers of the Club are on board the same yacht, the flag of the Senior Officer shall be worn.

43. CLUB BADGE

The Club Badge shall be a gold anchor encircled by a belt surmounted by the crown used on the Royal Cypher of the ruling monarch.

44. THE YACHT REGISTER AND SUPPLEMENTARY REGISTER

(a) On application of the owner or owners, a yacht or boat belonging to a member or members of the Club may (subject to the approval of the Committee) be registered in a book to be kept for that purpose by the Secretary and to be known as The Yacht Register. Such register shall contain, in addition to any other particulars required by the Committee or the Club Rules and By-Laws, the name of the yacht, the name and address of the owner (or, in the case of more than one owner, of all of them), the official number (if any), tonnage, dimensions, rig, sail area, and particulars of design and build, and of any power installation. Applications for registration shall be made to the Secretary on the form prescribed, which shall be supplemented with any additional information in respect of the yacht or boat proposed for registration that may be required, and in the case of any alterations affecting the registered particulars of a yacht or boat the owner shall notify the same to the Secretary forthwith.

(b) A Member or Members being the owner or owners of a boat not eligible to be placed on the Yacht Register, but which may, by the Committee, otherwise be deemed desirable, may make application, in the manner prescribed by Clause (a) of this Rule, to have such boat placed on a register of boats to be kept by the Secretary and to be known as the Supplementary Register. The admission of any such boat to the Supplementary Register shall be subject to the conditions imposed by Clause (a) of this Rule.

(c) The Committee shall have power to refuse to register any yacht or boat which in its opinion ought not to be registered, and it may remove any yacht or boat from the Register for any reason which it may consider sufficient.

(d) No yacht or boat belonging to one or more owners shall be admitted to the Yacht or Supplementary

Register unless each and every owner of such yacht or boat is Senior Member of the Club.

(e) It is incumbent on the owner or owners of vessels required by government to be officially registered to do so in the manner so prescribed.

45. ALTERATION OF RULES AND OBJECTS

Any member wishing to propose an alteration of or an addition to the Club Rules, Objects, or By-Laws must give notice thereof in writing at a General or Special Meeting and move the proposed alteration or addition at the next General or Special Meeting held not less than twenty-one days after the date of the meeting at which such notice was given. A three-quarters majority of votes shall be necessary to carry the motion and such three-quarters majority shall be not less than fifteen votes.

While and so long as the Club is licensed under the Liquor Control Act 1987 or any statutory modification or re-enactment thereof, the Secretary shall within 14 days from the making of any amendment or alteration to these Rules lodge with the Chief Executive Officer of the Liquor Licensing Commission a certified copy of such amendment or alteration, whereupon the Commission may, by notice in writing given to the Secretary of the Club within 28 days after receiving such certified copy of an amendment or alteration of the Rules (other than a rule relating only to the number of members of the Club), disallow the amendment or alteration. Subject to Section 58, sub-section (2) of the Liquor Control Act 1987 the amendment or alteration shall have effect after the expiration of 28 days after the certified copy is given to the Chief Executive Officer of the Commission.

46. NOTIFICATION OF RULES AND BY-LAWS TO MEMBERS

(a) Every new Member shall immediately upon paying their Entrance Fee and Annual Subscription be supplied (by post or otherwise) with a copy of the then existing Club Rules and By-Laws.
(b) A notice advising a new Club Rule or By-Law or alteration of existing Club Rule or By-Law shall as soon as practicable after the passing, making or rescission thereof be sent or given by post or otherwise to each and every Member, and shall also be placed on the Notice Board of the Club.

(c) Any notice, circular or other communication required by these Rules or the By-Laws of the Club shall be deemed properly to have been given and served if posted ,or otherwise, by prepaid letter to the address of the Member appearing in the Register of Members kept by the Secretary. Any Member changing his address shall within fourteen days of such change give notice in writing thereof to the Secretary.

47. DISTRIBUTIONS

notwithstanding anything to the contrary contained or implied in these Rules (or articles) the Club is hereby prohibited from making any distribution to its Members, whether in money, property or otherwise.

48. TRUSTEES

(a) The Committee or Members of the Club in General Meeting may from time to time by resolution appoint and remove Trustees of the Club;

(b) The Trustees of the Club shall be the Commodore, Vice-Commodore and Rear-Commodore for the time being;
(c) The Trustees of the Club are authorised for and on behalf of the Club in their own names or in the name of the Club as follows:-

i) to hold any of the property and assets of the Club
ii) with the authority of a resolution of the Members on behalf of the Club, to enter into and execute any agreements, contracts, engagements, bonds, undertakings, leases, mortgages, debentures, securities and other documents and writings and in particular -
iii) a lease from the Mayor, Councillors and Citizens of the City of Bayside of the land now occupied by the Club
iv) as required, contract for the re-building of the Club House and the carrying out of other works and improvements of the Club premises and facilities
v) to comply with any directions of the Committee or any resolution of the Members of the Club at a Special or General Meeting.

49. FAILURE TO OBSERVE TIMES

Notwithstanding any failure to observe the times for Notices (and other proceedings provided by these Rules or requirements of a like nature) the Members in General or Special Meeting may by a majority of those present and voting waive the requirement or those requirements and declare the Notice, Meeting, Motion or other order to be in order.

50. WINDING UP

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 amongst the Members of the Club, but shall be given or transferred to some other institution having purposes similar to the purposes of the Club, and which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as it imposed on the Club, such organisation 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.

51. MISCELLANEOUS

Expressions in these Rules in the male gender shall, where the context or circumstances require, include the female gender and vice versa.

52. MARINA POWERBOAT NUMBERS
The number of member's powerboats berthed in the RBYC marina be not more than 10% of the total number of berths normally available within the marina. This number may only be exceeded by General Committee giving specific permission for each specific powerboat that is in excess of the limit.