

**BATEMANS BAY SAILING CLUB INC.
RULES JULY 2019 REVISION**

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PART I: PRELIMINARY

Interpretation

- 1. (1)** In these rules, except in so far as the context or subject-matter otherwise indicates or requires:

Club means the Batemans Bay Sailing Club Inc [No Y03478-28], an association incorporated under the *Associations Incorporation Act 1984* on 23 February 1988.

ordinary member means a member of the committee who is not an office-bearer of the Club.

Secretary means:-

- (a) the person holding office under these rules as Secretary of the Club; or

(b) where no person holds that office, the public officer of the Club.

special general meeting means a general meeting of the Club other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Racing Rules of Sailing mean the Racing Rules of Sailing 2017-2020 published by Australian Sailing or any subsequent like rules published by Australian Sailing.

the Regulation means the *Associations Incorporation Regulations 2016*.

- (2) In these rules:
- (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect. of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II: MEMBERSHIP

Membership Generally

2. (1) A person is eligible to be a member of the Club if:
- (a) the person is a natural person, and
 - (b) the person has applied and been approved for membership of the Club in accordance with clause 3.
- (2) A person is taken to be a member of the Club if:
- (a) the person is a natural person, and
 - (b) the person was a member of the Club immediately before the its registration as an incorporated association.
- (3) A person is taken to be a member of the Club if the person was one of the individuals on whose behalf an application for registration of the Club under the *Associations Incorporation Act 1984* was made.

Application For Membership

3. (1) An application by a person for membership of the Club shall be:
- (a) made in writing via the Club's web site in a form determined by the committee; and
 - (b) accompanied by the sum:
 - (i) as determined by the committee, payable by a member as an entrance fee (if any) and an annual subscription; and

- (ii) if any, payable by the person for membership of Australia Sailing.
- (2) As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the Secretary shall:
 - (a) notify the applicant by email or other electronic means whether the committee approved or rejected the application;
 - (b) if the committee accepted the application, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Club; and
 - (c) if the committee rejected the application, refund the applicant the sum paid by the applicant under this clause.

Cessation of Membership

- 4. A person ceases to be a member of the Club if the person:
 - (a) dies;
 - (b) resigns membership;
 - (c) is expelled from the Club;
 - (d) fails to:
 - (i) inform the committee of a difficulty in paying the annual membership fee; and
 - (ii) pay that fee within a period of 3 months of it becoming due.

Membership entitlements not transferable

- 5. A right, privilege or obligation which a person has by reason of being a member of the Club:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.

Resignation of membership

- 6. (1) A member may resign from membership of the Club by first giving to the Secretary written notice (including by e-mail or other electronic means, if the committee so determines) of at least 1 month of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) Where a member of the Club ceases to be a member pursuant to rule 6(1), and in every other case where a member ceases to hold membership, the Secretary; shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

Register of members

7. (1) The Secretary shall establish and maintain a register of members in electronic form of the Club specifying the name and address (postal or e-mail) of each person who is a member of the Club together with the date on which the person became a member.
- (2) The register of members shall be kept at the main premises of the Club, in the custody of the public officer or a member of the Club (as the committee determines) and shall be open for inspection, free of charge, by any member of the Club at any reasonable hour.
- (3) Subject to the Club protecting the privacy of each member as deemed fit by the committee, a member of the Club may obtain a copy of any part of the register on payment of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club; or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

Fees and subscriptions

8. (1) A member of the Club shall, upon admission to membership, pay to the Club an entrance fee, if any determined by the committee.
- (2) In addition to any amount payable by the member under rule 8(1), a member of the Club shall pay to the Club an annual membership fee determined by the committee on or before a date determined by the committee.

Members' liabilities

9. The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by rule 8.

Resolution of internal disputes

10. (1) In this clause, "dispute" means a dispute other than a dispute arising under the Racing Rules of Sailing.

- (2) If a dispute between members (in their capacity as members) of the Club or a dispute between a member and the Club is not resolved after a meeting between the disputing parties chaired by a senior member not involved in the dispute, the dispute is to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (3) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (4) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

Disciplining of members

- 11. (1) A member may make a complaint to the committee that another member of the Club:
 - (a) has, persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Club.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days' notice from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.
- (6) The expulsion or suspension does not take effect –

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- (b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under rule 12,

whichever is the later.

Right of appeal of disciplined member

- 12.** (1) A member may appeal to the Club in general meeting against a resolution of the committee which is confirmed under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purpose of the appeal.
- (3) Upon receipt of a notice from a member under rule 12(1), the Secretary must notify the committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Club convened under rule 12(3):
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Club.

PART III: THE COMMITTEE

Powers of the committee

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

of the Club including, subject to the by-laws being published on the Club's web site, the power to make, amend or rescind by-laws consistent with the Rules in respect of any matter not provided for in the Rules.

Constitution and membership of the committee

14. (1) The committee shall consist of:

- (a) the Club's office-bearers; and
- (b) 3 ordinary members,

each of whom shall be elected at the annual general meeting of the Club pursuant to rule 15 and the majority of whom shall be either –

- (c) an owner, or part owner, of a sailing boat on the Club's register of boats; or
- (d) an active sailing member.

(2) The office-bearers of the Club shall be:

- (a) the Commodore;
- (b) the Vice Commodore;
- (c) the Rear Commodore;
- (d) the Captain Keel Boats;
- (e) the Captain Off the Beach;
- (f) the Treasurer; and
- (g) the Secretary.

(3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(4) In the event of a casual vacancy occurring in the membership of the committee, the committees 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 the appointment.

(5) There is no maximum number of consecutive terms for which a committee member may hold office.

Election of committee members

15. (1) Nominations of candidates for election as office-bearers of the Club or as ordinary members of the committee:

- (a) shall be in the form of Appendix 1, signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) shall be delivered to the Secretary of the Club seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the nominated candidates shall be deemed to be elected and further nominations shall be received at the annual general meeting.
 - (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.
 - (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
 - (6) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at, the annual general meeting in such usual and proper manner as the committee may direct or, in the absence of such a direction, in accordance with rule 30.

Secretary

- 16.** (1) The Secretary of the Club shall, as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed, confirmed or otherwise amended to accurately reflect the proceedings at the next succeeding meeting.

Treasurer

- 17.** It is the duty of the Treasurer of the Club to ensure that:
 - (a) all money due to the Club is collected and received and that all payments authorised by the Club are made; and

- (b) correct books and accounts are kept showing the financial affairs of the Club including full details of all receipts and expenditure connected with the activities of the Club.

Casual vacancies on the committee

- 18.** For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies;
 - (b) ceases to be a member of the Club;
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cwth);
 - (d) resigns office by notice in writing given to the Secretary;
 - (e) is removed from office under rule 19;
 - (f) becomes a mentally incapacitated person;
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee;
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cwth).

Removal of committee member

- 19.** (1) The Club in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the committee the subject of a proposed resolution referred to in rule 19(1) relates makes representations in writing to the Secretary or to the Commodore (not exceeding a reasonable length) and requests that the representations 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 is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Committee meetings and quorum

- 20.** (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.

- (2) Additional meetings of the committee may be convened by the Commodore or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under rule 20(3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the committee:
 - (a) the Commodore or, in the Commodore's absence, the Vice Commodore shall preside; or
 - (b) if the Commodore and the Vice Commodore are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

Committee appointment of members to constitute a quorum

- 20A(1)** If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the Club as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
 - (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

Use of technology at committee meetings

- 20B** (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Delegation by committee to sub-committee

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

Voting and decisions

- 22.** (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes or members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is

entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to rule 20(5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART IV: GENERAL MEETINGS

Annual General Meetings - Holding of

23. (1) The Club shall hold its annual general meeting:

- (a) within 6 months after the close of the Club's financial year; or
- (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

Annual General Meetings - Calling of and business at

24. (1) The annual general meeting of the Club shall, subject to the Act and to rule 23, be convened on such date and at such place and time as the committee thinks fit.

- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the committee reports upon the activities of the Club during the last preceding financial year;
 - (c) to elect office-bearers of the Club and ordinary members of the committee; and
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to the Act.

(3) An annual general meeting shall be specified as such in the notice convening it.

Special General Meetings - Calling of

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

- (2) The committee shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the Club.

- (3) A requisition of members for a special general meeting –
 - (a) must be in writing; and
 - (b) shall state the purpose or purposes of the meeting; and
 - (c) shall be signed by the members making the requisitions; and
 - (d) shall be lodged with the Secretary; and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition or members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in rule 25(4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Club for any expense so incurred.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

Notice

- 26.** (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member specifying, in addition to the matter required under rule 26(1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 24(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the

next notice calling a general meeting given after receipt of the notice from the member.

Quorum for general meetings

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

Presiding member

- 28.** (1) The Commodore or in the Commodore's absence, the Vice Commodore, shall preside as chairperson at each general meeting of the Club.
- (2) If the Commodore and the Vice Commodore are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

Adjournment

- 29.** (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in rule 29(1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

Making of decisions

- 30.** (1) A question arising at a general meeting of the Club is to be determined by:
- (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

Special resolution.

- 31.** A special resolution may only be passed by the Club in accordance with section 39 of the Act.

Voting

- 32.** (1) Upon any question arising at a general meeting of the Club a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the Club unless all money due and payable by the member or proxy to the Club has been paid, other than the amount of the annual subscription payable in respect of the then current year.

Appointment of proxies

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

Postal or electronic ballots

- 33A**(1) The Club may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Use of technology at general meetings

- 33B**(1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the Club's members a reasonable opportunity to participate.
- (2) A member of the Club who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART V: MISCELLANEOUS

Insurance

- 34.** The Club may effect and maintain insurance.

Funds - Source

- 35.** (1) The funds of the Club shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the committee determines.
- (2) All money received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.
- (3) The Club shall, as soon as practicable after receiving any money, issue an appropriate receipt.

Funds - Management

- 36** (1) Subject to a member of the committee being authorised by the committee, the member may individually sign a cheque, draft, bill of exchange, promissory note or other negotiable instrument and may operate the Club's bank account independently.
- (2) At each committee meeting, the Treasurer shall report to the committee:
- (a) the balance of the Club's bank account or other authorised deposit-taking institution account immediately prior to the meeting; and
 - (b) details of the income received and payments made in the period since the immediately preceding meeting.

Club is non-profit

- 36A** Subject to the Act and the Regulation, the Club must apply its funds and assets solely in pursuance of the Club's objects and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Distribution of property on winding up

- 36B**(1) Subject to the Act and the Regulations, in a winding up of the Club, any surplus property of the Club is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(2) In this clause, a reference to the Club's surplus property is a reference to that property of the Club remaining after satisfaction of the Club's debts and liabilities and the costs, charges and expenses of the winding up of the Club.

Alteration of objects and rules

- 37.** The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Club.

Common seal

- 38.** Deleted 2019.

Custody of books

- 39.** Except as otherwise provided by these Rules, all records, books and other documents relating to the Club must be kept in New South Wales:
- (a) at the main premises of the Club, in the custody of the public officer or a member of the Club (as the committee determines); or
 - (b) if the Club has no premises, at the Club's official address, in the custody of the public officer.

Inspection of books

- 40.** (1) The records, books and other financial documents and any other documents of the Club including these Rules and confirmed minutes of all committee meetings and general meetings of the Club shall be open to inspection, free of charge, by a member of the Club at any reasonable hour.
- (2) A member of the Club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of \$1 or as otherwise determined by the committee for each page copied.
- (3) Despite sub-clauses (1) and (2), the committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

Service of notices

- 41.** (1) For the purpose of these rules, a notice may be served by or on or given to a person:
- (a) by delivering it to the person personally; or
 - (b) by sending it by pre-paid post to the address of the person; or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purposes of these rules, a notice is taken, unless the contrary is proved, to have been given or served –
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

Financial year

- 42.** The Club's financial year is 1 June to 31 May.

**BATEMANS BAY SAILING CLUB INC
NOMINATION FORM**

[TO BE DELIVERED TO THE SECRETARY 7 DAYS PRIOR TO THE MEETING]

I: NOMINATE
[PRINT THE NAME OF THE NOMINATOR*]

..... **FOR THE POSITION OF**
[PRINT THE NAME OF NOMINEE*]

.....
*
[PRINT THE NAME OF THE POSITION]

SIGNATURE OF NOMINATOR:
DATE:..../..../.....

I: SECOND THE NOMINATION.
[PRINT NAME OF SECONDER*]

SIGNATURE OF SECONDER:
DATE:..../..../.....

I ACCEPT THE NOMINATION.

SIGNATURE OF NOMINEE*:.....

DATE:..../..../.....

***MUST BE A MEMBER OF THE CLUB.**

BATEMANS BAY SAILING CLUB INC

APPOINTMENT OF PROXY
[TO BE GIVEN TO THE SECRETARY AT THE MEETING]

I,, of
[PRINT THE NAME AND ADDRESS OF THE MEMBER GIVING THE PROXY]

.....,
being a member of the Batemans Bay Sailing Club Inc*, hereby appoint –

....., of
[PRINT NAME AND ADDRESS OF THE MEMBER TO WHOM THE PROXY IS GIVEN]

.....
who I understand to be a member of the Club*, as my proxy to vote for me on my behalf at
the Annual General Meeting† / Special General Meeting† of the Club to be held on
..... and at any adjournment of those meetings.

DATED this day of

SIGNED:
[SIGNATURE OF PERSON GIVING THE PROXY]

* The person giving the proxy and the person receiving it must be financial members of the Club.

† Delete if not applicable.