

**Draft Rules for
Greenwich Flying Squadron Inc.**

**An association incorporated under the
Associations Incorporation Act, 1984**

PART 1 PRELIMINARY	2
1 DEFINITIONS.....	2
PART 2 MEMBERSHIP.....	2
2 MEMBERSHIP QUALIFICATIONS	2
3 NOMINATION FOR MEMBERSHIP	3
4 CESSATION OF MEMBERSHIP.....	3
5 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	3
6 RESIGNATION OF MEMBERSHIP	4
7 REGISTER OF MEMBERS	4
8 FEES AND SUBSCRIPTIONS	4
9 MEMBERS' LIABILITIES	5
10 RESOLUTION OF INTERNAL DISPUTES	5
11 DISCIPLINING OF MEMBERS	5
12 RIGHT OF APPEAL OF DISCIPLINED MEMBER	6
PART 3 THE COMMITTEE.....	6
13 POWERS OF THE COMMITTEE	6
14 CONSTITUTION AND MEMBERSHIP	7
15 ELECTION OF MEMBERS.....	7
16 SECRETARY	9
17 TREASURER.....	9
18 CASUAL VACANCIES.....	9
19 REMOVAL OF MEMBER	10
20 MEETINGS AND QUORUM	10
21 DELEGATION BY COMMITTEE TO SUB-COMMITTEE.....	11
22 VOTING AND DECISIONS	11
PART 4 GENERAL MEETING	12
23 ANNUAL GENERAL MEETINGS – HOLDING OF	12
24 ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT	12
25 SPECIAL GENERAL MEETINGS – CALLING OF	12
26 NOTICE.....	13
27 PROCEDURE	13
28 PRESIDING MEMBER	14
29 ADJOURNMENT	14
30 MAKING OF DECISIONS	14
31 SPECIAL RESOLUTION.....	15
32 VOTING	15
PART 5 MISCELLANEOUS	15
33 INSURANCE	15
34 FUNDS – SOURCE.....	15
35 FUNDS – MANAGEMENT	16
36 ALTERATION OF OBJECTS AND RULES	16
37 COMMON SEAL.....	16
38 CUSTODY OF BOOKS.....	16
39 INSPECTION OF BOOKS.....	16
40 KEYS.....	17
41 SERVICE OF NOTICES	17

Part 1 Preliminary

1 Definitions

(1) In these rules:

Director-General means the Director-General of the Department of Fair Trading.

Secretary means:

- (a) the person holding office under these rules as Secretary of the association, or
- (b) if no such person holds that office – the public officer of the association.

Special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 1984*.

the regulation means the *Associations Incorporation Regulation 1999*.

(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, if 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 2 Membership

2 Membership qualifications

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

- (a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act,

or

- (b) the person is a natural person:
 - (i) who has been nominated for membership of the association as provided by rule 3, and
 - (ii) who is committed to actively participating in pursuing the objects of the association, and
 - (iii) who has been approved for membership of the association by the committee of the association.

(2) The categories of membership are:

- (a) full member
- (b) associate member

- (3) Associate members may be:
 - (a) crew members, or
 - (b) family members, or
 - (c) life members, or
 - (d) youth members.
- (4) A member shall be accepted in such category as from time to time the committee shall determine provided that the committee shall accept an application for full membership only from a person who holds not less than a 25% share in a sailboat which participates or is intended to participate in association events.
- (5) Subject to these rules each category of membership shall have such rights as the committee shall from time to time determine provided that keys to the clubhouse shall only be issued to full members and committee members. Any keys so issued may be retained by full members and committee members only while they continue as full members or committee members of the association.

3

Nomination for membership

- (1) A nomination of a person for membership of the association:
 - (a) must be made and seconded by a full member of the association in writing in the form approved by the committee from time to time, and
 - (b) must nominate the class of membership for which the person is applying, and
 - (c) must be lodged with the Secretary of the association together with the applicable fee payable.
- (2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the Secretary must notify the nominee in writing that the committee approved or rejected the nomination (whichever is applicable) and, if approved, enter the nominee's name in the register of members.

4

Cessation of membership

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership,
- (c) is expelled from the association,
- (d) has failed to pay the membership subscription for a period to be determined by the committee but being not less than 6 months.

5

Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

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

6 Resignation of membership

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the Secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member and the category of membership.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any full member of the association at any reasonable hour.
- (3) A full member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

8 Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) The committee shall ensure that applications for renewal of memberships are sent to members prior to 1 May each year.
- (3) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before 1 June in each calendar year, or
 - (b) if the member becomes a member on or after 1 June in any calendar year – on becoming a member and before 1 June in each succeeding calendar year.

9 Members' liabilities

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

10 Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- (3) Members and the association are bound to attend at such mediations and to co-operate in attempting to resolve disputes.

11 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules.
 - (b) has wilfully acted in a manner prejudicial to the interests of the association and which jeopardises safety.
- (2) On receiving such a 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 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.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association 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.
- (4) If the committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written 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.
- (5) 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 association confirms the resolution under rule 12(5),

whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee 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 purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the Secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the full members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The committee

13 Powers of the committee

The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of full members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association, and
- (d) may issue such instructions for the conduct of members and the association's activities (not being inconsistent with these rules) as it

may deem desirable for the proper conduct of the affairs of the association.

14 Constitution and membership

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
 - (a) the officers of the association, and
 - (b) 4 other members,each of whom is to be elected at the annual general meeting of the association under rule 15.
- (2) The officers of the association are to be:
 - (a) the Commodore
 - (b) the Vice-Commodore
 - (c) the Rear- Commodore/Sailing Secretary
 - (d) the Rear Commodore/Youth Sailing
 - (e) the Treasurer,
 - (f) the Secretary,
 - (g) the Assistant Secretary,
 - (h) the Social Secretary,
 - (i) the Liquor Licensee, and
 - (j) the Membership Secretary.
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the committee 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 committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

15 Election of members

- (1) Nominations of candidates for election as officers or as other members of the committee:
 - (a) must be made in writing, signed by 2 full members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination) which consent shall identify any conflict of interest that the candidate is aware will, or is likely to, arise if the candidate is elected, and
 - (b) must be delivered to the Secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- (c) must identify any office or offices for which the candidate is being nominated.
- (2) Only full members are eligible to be nominated as, elected or appointed as or serve as:
 - (a) Commodore
 - (b) Vice-Commodore
 - (c) Rear- Commodore/Sailing Secretary
 - (d) Rear Commodore/Youth Sailing, or
 - (e) the Treasurer.
 - (3) Subject to clause 15(2) a member may be nominated to any or all of the offices and other committee member positions available and may be elected or appointed to more than one of those offices or other committee positions except that:
 - (a) any full member elected or appointed to any of the offices of:
 - (i) Commodore
 - (ii) Vice-Commodore
 - (iii) Rear- Commodore/Sailing Secretary
 - (iv) Rear Commodore/Youth Sailing, or
 - (v) Treasurer,

is thereafter ineligible to be elected or appointed to any other office, and
 - (b) any member elected or appointed to any office is thereafter ineligible to be elected or appointed to the committee as an other member of the committee in terms of clause 14(1)(b).
 - (4) If only one nomination is received for an office then the candidate nominated is taken to be elected to that office.
 - (5) If four or fewer nominations are received for the position of other member of the committee, then each candidate nominated is taken to be elected as an other member of the committee.
 - (6) If insufficient nominations are received to fill all vacancies on the committee, then notwithstanding clause 15(1) above, further oral nominations are to be received at the annual general meeting.
 - (7) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
 - (8) If the number of nominations received for any office or as other members of the committee exceeds the number of vacancies to be filled, a ballot is to be held.
 - (9) The ballot for the election of officers and other members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the person presiding may direct.
 - (10) Whether by simple declaration or by ballot, the officers and other committee members will be decided in the order:
 - (a) the Commodore, then

- (b) the Vice-Commodore, then
- (c) the Rear- Commodore/Sailing Secretary, then
- (d) the Rear Commodore/Youth Sailing, then
- (e) the Treasurer, then
- (f) the Secretary, then
- (g) the Assistant Secretary, then
- (h) the Social Secretary, then
- (i) the Liquor Licensee, then
- (j) the Membership Secretary, then
- (k) 4 other members.

16 Secretary

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

17 Treasurer

It is the duty of the Treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made,
and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

18 Casual vacancies

For the purposes of these rules, a casual vacancy in the committee occurs if a committee member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or

- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under rule 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 3 months.

19 Removal of member

- (1) The association in general meeting may by resolution remove any member of the committee 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 of the committee so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or Commodore (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the Secretary or the Commodore may send a copy of the representations to each full member of the association or, if the representations 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.

20 Meetings and quorum

- (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 must be given by the Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to 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 is to stand 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 is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the Commodore or, in the Commodore's absence, the Vice-Commodore is to 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 is to preside.

21 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) 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, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite 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.

22 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each committee 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 despite 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 despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General meeting

23 Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

24 Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to rule 23, to 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 is to include the following:
 - (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 on the activities of the association during the last preceding financial year,
 - (c) to elect officers of the association and other members of the committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25 Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of full members, convene a special general meeting of the association.
- (3) A requisition of full members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the full members making the requisition, and
 - (c) must be lodged with the Secretary, and

- (d) may consist of several documents in a similar form, each signed by one or more of the full members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of full members for the meeting is lodged with the Secretary, any one or more of the full 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 full member or full members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any full member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

26

Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each full member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each full member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2).
- (4) A full member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the full member.

27

Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of full members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Twenty full 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:
 - (a) if convened on the requisition of full members, is to be dissolved,
and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is

specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to full 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 full members present (being at least 10) constitute a quorum.

28 Presiding member

- (1) The Commodore or, in the Commodore's absence, the Vice-Commodore, is to preside as chairperson at each general meeting of the association.
- (2) If the Commodore and the Vice-Commodore are absent or unwilling to act, the full members present must elect one of their number to preside as chairperson at the meeting.

29 Adjournment

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

30 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 full members present in person.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31 Special resolution

A resolution of the association is a special resolution:

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

32 Voting

- (1) Subject to clause 32(4), on any question arising at a general meeting of the association a full member has one vote only.
- (2) On any question arising at a general meeting of the association an associate member shall have no right to vote.
- (3) All votes must be given personally.
- (4) 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.
- (5) A full member is not entitled to vote at any general meeting of the association unless all money due and payable by the full member to the association has been paid.

Part 5 Miscellaneous

33 Insurance

The association may effect and maintain insurance. The committee shall endeavour to obtain and maintain such usual third party liability insurance cover as it deems fit subject to the availability of such cover on terms and at premiums that the committee deems to be reasonable.

34 Funds – source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations, fund raising events and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) Whenever requested to do so, the association must, as soon as practicable after receiving any money, issue an appropriate receipt.

35

Funds – management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used only in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.
- (3) Notwithstanding clause 35(2) the committee may authorise electronic banking or telephone banking on such conditions as the committee may deem fit.
- (4) The committee shall ensure that the association at all times from 1 July 2003 maintains an interest bearing deposit with a licensed Australian trading bank.
- (5) The initial interest bearing deposit is to be in the sum of twenty thousand dollars (A\$20,000.00).
- (6) Interest received on that interest bearing deposit is to be capitalised and added to the interest bearing deposit.
- (7) The interest bearing deposit may only be expended in accordance with a special resolution of full members.
- (8) The association and any body on its behalf shall not declare a dividend or distribute any profit or income to members or shareholders. Any profits made by the association shall be applied solely to its objects.

36

Alteration of objects and rules

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

37

Common seal

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

38

Custody of books

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

39

Inspection of books

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

40

Keys

Other than as set out in clause 2, the committee may issue keys to the clubhouse of the association only to persons needing access to the clubhouse for the purpose of performing services for the association and on terms and for periods approved by the committee.

41

Service of notices

- (1) For the purpose of these rules, a notice may be served 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 (including email) to an address specified by the person for giving or serving the notice.
- (2) For the purpose 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.