

Mannering Park Amateur Sailing Club INC

Constitution

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Part 1 Preliminary

1 Definitions

(1) In these rules:

Commissioner means the Commissioner of the Office of Fair Trading.

Code of Conduct. Means such code of conduct as may be prescribed by the Committee from time to time.

Ordinary member means a member of the Committee who is not an office-bearer of Mannering Park Amateur Sailing Club (MPASC), as referred to in rule 15(2).

Secretary means:

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

Special general meeting means a general meeting of MPASC other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the regulation means the *Associations Incorporation Regulation 2010*

(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

A person is eligible to be a member of MPASC if,

- (a) the person is a natural person; and
- (b) the person has been nominated and approved for membership by the Committee of MPASC in accordance with rule 3.
- (c) Full Financial Membership is defined as all Adult Sailing members, Junior Sailing members, and Family Sailing members who have fully paid their membership fees each season. Full Financial Membership entitles the member to full voting rights at General Meetings and Annual General Meetings, and to hold any Executive Committee, General Committee, or Club Officer position they may choose to nominate for.
- (d) Social/Affiliate Membership is defined as an individual who applies for Social/Affiliate membership, other than Full membership, and pays the appropriate Social/Affiliate membership fee each season. Social/Affiliate Members are not entitled to voting rights at General and Annual General meeting nor can they hold any Executive Committee or General Committee position within the Club, but they may hold Club Officer position they may choose to nominate for.
- (e) A person may be granted temporary membership under Australian Sailing's (AS) SailPass system. SailPass membership is a temporary club membership that is only valid, to a single individual, for the duration of the sailing event/race they are participating in as crew on a MPASC registered boat/yacht. It does not afford the individual any voting right or participation in the administration or operations of the club.
- (f) Honorary Membership. In special circumstances the Executive Committee may approve and confer honorary membership to an individual. Honorary members are not entitled to voting rights at General and Annual General meeting nor can they hold any Executive Committee or General Committee position within the Club, but they may hold Club Officer position they may choose to nominate for. There is no membership fee for Honorary Members

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Nomination for membership

- (1) A nomination of a person for membership of MPASC:
 - (a) must be made by a member of MPASC in writing in the form set out in Appendix 1 to these rules,
 - (b) must be lodged with the Secretary of MPASC, and
 - (c) must be accompanied with the membership fee set by the Committee.
- (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:
 - (a) notify the nominee, in writing or verbally, that the Committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the Committee reject the nomination, return the nominees membership fee.
- (4) the Secretary must, on approval of the nomination, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of MPASC.
- (5) A nominated member must renew their membership each year at the commencement of the Sailing Season.

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Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from MPASC, or
- (d) fails to renew/pay membership fees.

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Membership entitlements not transferable

All rights, privileges, or obligations which a person has by reason of being a member of MPASC are:

- (a) 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 MPASC is not entitled to resign that membership except in accordance with this rule.
- (2) A member of MPASC who has paid all amounts payable by the member to MPASC in respect of the member's membership may resign from membership of the association by first giving, to the Secretary, written notice of the member's intention to resign.
- (3) If a member of MPASC 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 Life Members

- (1) A Life member may be any member who in consideration of outstanding service to the Club or for any other commendable reason has been granted Life membership of the Club in accordance with this Constitution.
- (2) Life membership may only be conferred at an Annual General Meeting of the Club. In order to qualify for Life membership a member must have been a full financial member of the Club for at least ten (10) consecutive years, or for such lesser period as in special circumstances approved and seconded by two full financial members of the Club.
- (3) Other than in very special circumstances as approved by the Committee and by members of the Club voting at the Annual General Meeting, Life membership may only be conferred once in any financial year, at the Annual General Meeting.
- (4) Candidates for Life membership shall be proposed by one and seconded by another financial member or Life member.
- (5) If a nomination for Life membership is approved by the Committee, the nomination shall be referred to the next Annual General meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- (6) If a nomination for Life membership is approved by a resolution passed by not less than a simple majority of the members present and voting at the Annual General Meeting, the person nominated shall thereby be a Life member of the Club.
- (7) Every Life member shall be entitled to all the rights and privileges of a Full member.
- (8) A Life member is relieved from the payment of any annual subscription but shall remain liable for all charges or fees which may be imposed on other financial members of the Club from time to time.

8 Register of members

- (1) The Secretary of MPASC must establish and maintain a register of members of MPASC specifying the name and address of each person who is a member of MPASC, together with the date on which the person became a member. That register may be in an electronic format. MPASC uses the “SharePoint” Database system for all registers and data storage.
- (2) The register must be available for inspection, free of charge, by any member of MPASC.
- (3) A member of MPASC may obtain a “read only” access to the SharePoint Database system by contacting the Club Secretary.

9 Fees and subscriptions

- (1) A member of MPASC must pay to MPASC an annual membership fee determined by the Committee:
 - (a) except as provided by paragraph (b), on the Clubs Registration Day in each calendar year, or
 - (b) if the member becomes a member after the Registration Day in any calendar year, then on completing three races for Sailing Membership, and at any time Social Members/Affiliate membership.

10 Members’ liabilities

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

11 Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of MPASC, and disputes between members and MPASC, 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) This rule shall not apply to a complaint made in accordance with rule 12 below.

Disciplining of members

- (1) A complaint may be made to the Committee by any person that a member of MPASC:
 - (a) has refused or neglected to comply with a provision or provisions of these rules or the Code of Conduct
 - (b) has acted in a manner prejudicial to the interest of MPASC; or
 - (c) is guilty of conduct which is unbecoming of a member or should render the member unfit for membership.
- (2) On receiving such a complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the member to the member's last known address at least fourteen (14) days before the meeting of the Committee at which the complaint is to be heard.
 - (b) must take into consideration any written submissions to the Committee made by the member in connection with the complaint.
 - (c) must allow the member the subject of the complaint to attend the meeting of the Committee at which the complaint is to be heard, and make oral submissions; and
 - (d) if the member fails to attend such meeting the complaint may be heard and dealt with by the Committee based on the evidence before it, the member's absence notwithstanding having regard to any submissions made in writing by the member.
- (4) The Committee may, by resolution, reprimand, suspend or such period as it considers fit, expel or except the resignation of the member if it is satisfied that the facts alleged in the complaint have been proved.
- (5) 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 13.
- (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 MPASC confirms the resolution under rule 13(4).

Right of appeal of disciplined member

- (1) A member may appeal to MPASC in a 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 Special General Meeting of MPASC to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a Special General Meeting of MPASC 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 members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If, at a Special General Meeting MPASC passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The Committee

14 Powers of the Committee

The Committee of Management of MPASC shall comprise of the Executive Committee and the General Committee and, subject to the Act, the Regulation, and these rules, and to any resolution passed by MPASC in a general meeting:

- (a) is to control and manage the affairs of MPASC, and
- (b) may exercise all such functions as may be exercised by MPASC, other than those functions that are required by these rules to be exercised by a general meeting of members of MPASC, 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 MPASC in accordance with the Clubs' Constitution and Sailing Instructions.
- (d) At common law, there are duties on committee members. Committee members must disclose any conflicts of interest and not to dishonestly use their position or information obtained as a committee member. Each committee member is to carry out their functions for the benefit of the association, so far as practicable, and with due care and diligence.
- (e) The Act provides protection from personal liability for committee members (or a person acting under the direction of a committee member) who act in good faith while undertaking the committee member's functions under the Act. This also covers any omissions that were made in good faith.

Constitution and membership

- (1) Members of the Executive Committee are regarded as Office Bearers of MPASC. The Executive Committee is to consist of:
 - (a) the Commodore,
 - (b) the Vice-Commodore Catamarans,
 - (c) the Vice-Commodore Dinghies,
 - (d) the Vice-Commodore Yachts,
 - (e) the Treasurer, and
 - (f) the Secretary.

each of whom is to be elected at the Annual General Meeting of MPASC under rule 16. There is no limit on the number of terms an Office Bearer may serve on the Executive Committee.

- (2) The General Committee of the Club is to consist of:
 - (a) The Executive Committee/Office-Bearers of MPASC, and
 - (b) Three (3) Ordinary members or such number approved at an AGM. There is no limit on the number of terms an Ordinary member may serve on the General Committee.
- (3) Each member of the Executive and General Committees are, subject to these rules, to 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 either the Executive or General Committees, the Executive Committee may appoint a member of MPASC 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.

Election of members

- (1) Nominations of candidates for election to the Executive Committee:
 - (a) must be made in writing, signed by 2 members of MPASC, and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of MPASC at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) Nominations of candidates for election to the General Committee as Ordinary Members:
 - (a) must be made in writing, signed by a member of MPASC and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of MPASC at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies on either the Executive or General Committees prior to the Annual General Meeting further nominations may be called from the meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the Executive and General Committees are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (7) The ballot for the election of the Executive and General Committees is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct. Ballots can include postal and electronic voting.

17**Secretary**

- (1) The Secretary of MPASC must, as soon as practicable after being appointed as Secretary, lodge notice with MPASC 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 Executive Committee,
 - (b) the names of members present at General, Annual General, or Special General meeting, and
 - (c) all proceedings at General, Annual General, and Special General Meetings.
 - (d) Minutes of meetings are to be in writing or electronic form. If kept in electronic form, then such records must be able to be converted into hard copy.
- (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.

18**Treasurer**

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

- (a) that all money due to MPASC is collected and received and that all payments authorised by MPASC are made, and
- (b) that correct books and accounts are kept, either in writing or electronic form (if kept in electronic form then such records must be able to be converted into hard copy) showing the financial affairs of MPASC, including full details of all receipts and expenditure connected with the activities of MPASC. Financial records must be kept for a minimum of five (5) years.

19**Casual vacancies**

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

- (a) dies, or
- (b) ceases to be a member of MPASC, 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 20, 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 6 months.

20**Removal of member**

- (1) MPASC in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) 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 the Commodore (not exceeding a reasonable length) and requests that the representation be notified to the members of MPASC, the Secretary or the Commodore shall send a copy of the representations to each member of MPASC 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.

21**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 3 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, either one of the Vice-Commodores is to preside, or
 - (b) if the Commodore and the Vice-Commodores 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.

22

Delegation by Committee to sub-Committee or Club Official

- (1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such member or members of MPASC as the Committee thinks fit), or a Club Official, 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.
- (8) Sub-Committees of MPASC can consist of, but not limited to: the Race Committee, the Protest Committee, and the Regatta Committee.
- (9) Club Officials can consist of, but not limited to, the following positions: Club Captain, Social Coordinator, Handicappers (yachts, catamarans, twilights), Equipment Auditors, Catamaran Representative, Yacht Representative, Junior Representative, Public Officer, Development and Training Coordinator, Regatta Coordinator, Twilight Coordinator, Beach Master, Publicity Officer, Web Master, and Club Liquor Licencee.

23

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 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 21(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

24

Annual General Meetings – holding of

- (1) Except for the first Annual General Meeting of MPASC, MPASC must, at least once in each calendar year convene an Annual General Meeting of its members.

25

Annual General Meetings – calling of and business at

- (1) The Annual General Meeting of MPASC 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 MPASC during the last preceding financial year (MPASC's Financial Year will be 1st April to 31st March),
 - (c) to elect office-bearers of MPASC and ordinary members of the Committee,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An Annual General Meeting must be specified as such in the notice convening it.

26**Special General Meetings – calling of**

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of MPASC, or
- (2) The Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a Special General Meeting of MPASC.
- (3) A requisition of members for a Special General Meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the 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 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 members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.

27**Notice**

- (1) Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of MPASC, the Secretary must, at least 14 days before the date fixed for the holding of a Special 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) If the nature of the business proposed to be dealt with at a Special General meeting requires a special resolution of MPASC, the Secretary must, at least 21 days before the date fixed for the holding of the Special General Meeting, cause notice to be given to each 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 Special 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 25(2).
- (4) A member desiring to bring any business before a Special General Meeting may give notice in writing of that business to the Secretary who must include that business in the notice calling a Special General Meeting given after receipt of the notice from the member.

Procedure

- (1) No item of business is to be transacted at a Special 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 per cent of MPASC memberships, present in person, 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 Special General Meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of 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 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 at least 3) is to constitute a quorum.

Presiding member

- (1) The Commodore or, in the Commodore's absence, either of the Vice-Commodores; is to preside as chairperson at each Special General Meeting of MPASC.
- (2) If the Commodore and the Vice-Commodores are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

Adjournment

- (1) The chairperson of a Special 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 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 Special General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of MPASC 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 Special General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31**Making of decisions**

- (1) A question arising at a Special General Meeting of MPASC 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 MPASC, 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 Special General Meeting of MPASC, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a Special 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.

32**Special resolution**

A resolution of MPASC is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of MPASC as, being entitled under these rules so to do, vote in person or by proxy 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 Commissioner 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 Commissioner.

33**Voting**

- (1) On any question arising at a meeting of MPASC a member (Note 1) has one vote only.
- (2) All votes must 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 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 meeting of MPASC unless all money due and payable by the member or proxy to MPASC has been paid, other than the amount of the annual subscription payable in respect of the then current year.

34**Appointment of proxies**

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

Note: On the advice of the Department of Fair Trading MPASC accepts the use of Electronic Communications e.g., emails, text messages, and Social Media applications, as a means of communications to conduct the day-to-day business of the club.

Part 5 Miscellaneous

35 Insurance

MPASC may affect and maintain insurance.

36 Funds – source

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

37 Funds – management

- (1) Subject to any resolution passed by MPASC in general meeting, the funds of MPASC are to be used in pursuance of the objects of MPASC 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 MPASC, being members or employees authorised to do so by the Committee.

38 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 MPASC.

39 Common Seal

- (1) The common seal of MPASC 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 either of 2 members of the Committee or of 1 member of the Committee and of the Public Officers or Secretary.

40 Custody of books

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

41 Inspection of books

The records (including electronic records), books, and other documents of MPASC must be open to inspection, free of charge, by a member of MPASC at any reasonable hour.

42 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 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.

43 Racing

- (1) All sailing is to be conducted under the conditions of MPASC Club's Handbook & Sailing Instructions and MPASC Code of Conduct, enforce at the date of the race, subject to such amendments as the Committee may from time to time find necessary to improve and ensure the good conduct and safety of sailing.
- (2) Such rules and the Code of Conduct as amended from time to time will be binding on all members of MPASC and competitors in club races.

Code of Conduct

1. Application

1.1 This Code of Conduct aims to promote & strengthen the reputation of Mannering Park Amateur Sailing Club (“MPASC”) by establishing a standard of behaviour & conduct for its members, officials & spectators.

1.2 This Code of Conduct:

(a) applies to the conduct & behaviour of the members of MPASC, Committee members, spectators, and officials.

(b) applies to all events in which members of MPASC participate.

(c) continues to apply to a member even if after the members membership has ended, if that member has breached this Code while a member of MPASC.

1.3 This Code of Conduct may be supplemented by additional codes of behaviour or ethics prescribed by Yachting Australia & Yachting New South Wales.

2. Bringing MPASC into disrepute

2.1 A member of MPASC must not bring MPASC or the sport of sailing into disrepute.

2.2 Without limiting the generality of clause 2.1, a member will be taken as having brought MPASC or the sport of sailing into disrepute if any of the following occurs.

(a) offensive behaviour including offensive, obscene, provocative, or insulting gestures or language.

(b) discriminatory behaviour, including public disparagement of or discrimination against a person.

(c) harassment, including sexual harassment or any unwelcome sexual conduct which makes a person feel offended, humiliated and/or intimidated where that reaction is reasonable in the circumstances.

(d) intimidation of officials or spectators including, but not limited to, derogatory or abusive words or gestures; or

(e) any other conduct or behaviour that in the opinion of the Committee of MPASC injures the reputation & goodwill of MPASC or the sport of sailing generally.

3. Responsibilities of Members & Officials

3.1 A member or an official must:

- (a) at all times behave in a manner that promotes & upholds high standards of integrity and sportsmanship.
- (b) comply with any MPASC protocol & procedures; and
- (c) not act in a manner contrary to the best interest of MPASC.

4. Disciplinary Action

4.1 MPASC may discipline its members in relation to behaviour which breaches this Code of Conduct, in accordance with the procedures for in the MPASC Inc. Constitution from time to time.

45

ELECTRONIC COMMUNICATIONS AND ELECTRONIC DATA STORAGE AND SYSTEMS

1. Use of Computer and Electronic Systems

- 1.1 MPASC accepts the use of Electronic Communications e.g., emails, text messages, and Social Media applications, as a means of communications to conduct the day-to-day business of the club.
- 1.2 MPASC accepts the use of electronic data, storage, booking, and Point of Sale systems, as approved by the Committee.

46

OPERATIONS OF THE CLUB

- 1.1 The assets and income of the CLUB shall be applied solely in furtherance of its objects and goals and no portion shall be distributed directly, or indirectly, to the members of the club except as bona fide compensation for services rendered or expenses incurred on behalf of the club.

47

DISSOLUTION OF THE CLUB

- 1.1 In the event of the club being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

Appendix 1

(Rule 3 (1))

APPLICATION FOR MEMBERSHIP OF MPASC

..... Incorporated (incorporated under the *Associations Incorporation Act 2009*).

I.....
(*full name of applicant*)

of.....
(*address*)

..... hereby apply to become a
(*occupation*)
member of Mannering Park Amateur Sailing Club. In the event of my admission as a
member, I agree to be bound by the rules of MPASC for the time being in force.

..... Date..... / /.....
Signature of applicant

I..... a member of MPASC,
(*full name*)

nominate the applicant, who is personally known to me, for membership of MPASC.

..... Date..... / /.....
Signature of proposer

I..... a member of MPASC,
(*full name*)

second the nomination of the applicant, who is personally known to me, for
membership of MPASC.

..... Date..... / /.....
Signature of seconder

Appendix 2

(Rule 3 (1))

FORM OF APPOINTMENT OF PROXY

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

being a member of
(name of incorporated association)

hereby appoint of
(full name of proxy) *(address)*

being a member of MPASC, as my proxy to vote for me on my behalf at the general meeting of MPASC (annual general meeting or special general meeting, as the case may be) to be held on the

..... day of.....
(month and year)

and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

* to be inserted if desired.

.....
Signature of member appointing proxy

Date.....

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