

**BAYSIDE TRAILABLE YACHT CLUB Inc. A0006733A**  
**CONSTITUTION**  
**19<sup>th</sup> June 2008**



**1. NAME**

The name of the club shall be the Bayside Trailable Yacht Club.

**2. OBJECTIVES**

- To promote and encourage non-competitive family cruising and cruising in company.
- To promote safety in yacht handling and in boating generally.

**3. MEMBERSHIP**

Membership shall be open to owners of trailable yachts and their families and others interested in trailable yachting.

Applicants for membership shall:

- Complete an application form.
- Pay the prescribed fees/dues.
- Meet the approval of the Committee.

Preference will be given to owners of a trailable yacht.

All applicants accepted for membership shall receive a copy of this Constitution.

**3.1 Classification of Membership**

(a) Full Membership

- a financial member who is a trailable yacht owner and nominated partner.

(b) Associate Membership

- the children of full members who are under the age of eighteen years or are full time students under the age of twenty one years.
- a financial member not owning a trailable yacht.

(c) Honorary Membership

- Former members and/or persons who have been associated with the club and who have given service to the club and/or its members beyond the generally accepted norm and who no longer own a trailer sailor.
- Honorary membership shall be conferred by nomination of the candidate by a committee member and the acceptance of such nomination by a vote carried by a simple majority of the Committee.

**3.2 Voting**

- (a) Only full members who are financial and present at the time of the meeting may vote at meetings.
- (b) Save for Special Resolutions, Proxy voting shall not be accepted on any motion before the chair.
- (c) In the event of equality of voting on any motion it shall be resolved by the Chairperson exercising a casting vote.

**3.2.1 Special Resolutions**

- a) A Special Resolution must be passed for any proposal to:
  - .i change the Constitution (in accordance with Section 6), or
  - .ii to wind up the club (in accordance with Section 4.2),
  - .iii or to amalgamate the club with another
  - .iv or distribute the club's assets upon winding up (in accordance with section 4.2).
- b) Proxy voting may be exercised on motions proposing a special resolution.
- c) A proxy vote shall be in the form of FORM 1- Proxy Form as attached with this constitution.

**3.3 Meetings**

- (a) The Annual General Meeting, of which at least fourteen days notice in writing shall be given, shall be held in **July** each year.
- (b) A Special General Meeting, of which at least twenty one days notice in writing shall be given, may be called by the Committee at any time.
- (c) A minimum of fourteen days notice of quarterly General Meetings shall be given to all members.
- (d) Notice called for in (a), (b) or (c) above may be given by means of regular newsletter, receipt required email or by separate mailing.
- (e) A Special General Meeting shall be called by the Secretary on receipt of a written request signed by not less than ten percent of the persons who would be eligible to vote if they were present at a General Meeting and including a clear statement of the purpose of the Special General Meeting. Such meeting shall be held within two calendar months of receipt of the request by the Secretary.
- (f) The quorum for all General Meetings shall be fifteen persons eligible to vote at the time of the meeting.
- (g) The regular business of the Annual General Meeting shall take precedence over all other business. Only such other business of which fourteen days notice in writing has been given to members shall be voted upon, unless a majority of those members present agree to the introduction of such business.
- (h) The Club shall be governed by the Committee (all office bearers) that will meet on a regular basis.

## 4. OFFICE BEARERS AND ADMINISTRATION

### 4.1

- (a) The affairs of the Club shall be governed by a Committee. The Committee, all of whom shall be Full Members of the Club (Classification 3.1(a)) and all acting in an honorary capacity, shall be the Commodore, Immediate Past Commodore, Secretary, Treasurer and not less than two or more than six other members, all of whom shall be elected at the Annual General Meeting, except the Immediate Past Commodore who shall hold office as of right until there is a change in the office of Commodore.
- (b) Nominations for Officers and Committee may be made in writing. This shall not preclude nominations being received for all positions at the Annual General Meeting. All nominations must be proposed and seconded by financial members.
- (c) In the event of more than one nomination being received for any office a ballot will be held to select the successful candidate.
- (d) The Committee shall have the power to co-opt members and appoint subcommittees as deemed necessary.
- (e) Meetings of the Committee, for which at least seven days notice shall be given, shall be convened by the Secretary on the requisition of the Commodore.
- (f) The quorum required for Committee meetings shall be four Committee members.
- (g) At meetings of the Committee:
  - (i) the Commodore or in his absence the Past Commodore shall preside, or
  - (ii) If the Commodore and the Past Commodore are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (h) Questions arising at a meeting of the Committee or of any sub Committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (i) 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 and in the event of an equality of votes on any question the person presiding may exercise a second or casting vote.
- (j) Written notice of each Committee meeting shall be served on each member of the Committee by delivering it or by sending it by pre-paid post addressed to the usual or last known place of abode or by reply requested email.
- (k) For the purposes of these rules, the office of an officer of the club or of an ordinary member of the Committee becomes vacant if the officer or member
  - (i) ceases to be a member of the Club;
  - (ii) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
  - (iii) resigns his office by notice in writing given to the Secretary.
  - (iv) Provided that in the event that any member of the committee sell their yacht, that member shall remain on the committee until the next Annual General meeting, when all positions become vacant
- (l) In the event of a casual vacancy in any office referred to in Clause 4.1 (a), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
- (m) Subject to sub-clause 3.3 (h) and 4.1 (f) the Committee may act notwithstanding any vacancy on the Committee

- 4.2 The Club may be dissolved upon a three-quarters simple majority vote of members present at a properly constituted General Meeting specially convened for the purpose of considering the dissolution of the Club. The Club's assets after the settlement of all liabilities shall be transferred to a sporting body nominated by the meeting and having similar objectives to the Club.

### 4.3 Custody of Records

Except as otherwise provided hereto, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Club; the exception being the Treasurer who shall keep the financial records and the Public Officer who shall keep a current membership list. All records shall be available for any member to peruse at any time.

### 4.5 Boat Register

A boat register shall be compiled and kept current with details of owner, class, registration number, boat name, sail number, etc.

### 4.6 Indemnity

The office bearers and Committee members of the Club, when acting bona fide in the discharge of their respective duties, shall be and are hereby indemnified against all actions, legal proceedings, costs, damages and expenses incurred by them or any of them in the discharge of their duties.

The office bearers and the Committee members of the Club shall at all times exercise every care in the conduct of the Club's activities, but it is hereby declared participants in Club events participate at their own risk.

## 5. FINANCIAL

### 5.1

- a) The Club's financial year shall occupy the period between 1st July and 30<sup>th</sup> June of the following year.
- b) The annual subscription shall be payable on the first day of July or on joining. Any member whose subscription remains unpaid on the *1<sup>st</sup> August* may be deemed to be non-financial
- c) The annual subscription shall be determined at the Annual General Meeting on the recommendation of the Committee.
- d) Any member, whose subscription remains unpaid after the 1st October, may cease to be a member of the Club at the discretion of the Committee.
- e) Should a member wish to re-join during the year of the default, the Committee may re-admit them at their discretion, on receipt of a satisfactory explanation.

- f) Any member joining after the 1st July in any financial year shall on payment of proportion of the prescribed fee, be deemed to be a financial member.
- g) The Club funds shall be held in a Bank Cheque Account of which any two of the following signatories, Commodore, Secretary, Treasurer, may operate the Account.
- h) The funds of the Club shall be derived from joining fees annual subscriptions, donations and such other sources as the Committee determines.

## 5.2 Auditor

An honorary auditor, if required, shall not be a member of the Committee.

## 6. AMENDMENT TO THE CONSTITUTION AND STATEMENT OF PURPOSE

- (a) No alteration to the Constitution and Statement of Purpose shall be made except at an Annual General Meeting or at a Special General Meeting called for that purpose of which proper notice has been given and agenda distributed.
- (b) Any proposal for the alteration of the Constitution and Statement of Purpose must reach the Secretary three calendar months before the date of the meeting at which it is to be considered and shall be signed by the proposer and seconder.
- (c) Any motion to amend the Constitution and Statement of Purpose shall be deemed lost unless three-quarters of the votes cast are in favour of the motion.
- (d) The Secretary shall notify all members of any motions to amend the Constitution and Statement of Purpose and shall invite members to submit in writing within thirty days of the date of such notice, argument for and against the motions. A summary of the arguments for and against the motions shall be forwarded to all members with the notice of the meeting at which they will be considered. This procedure shall not preclude discussion at the meeting.
- (e) No matter affecting the Constitution and Statement of Purpose of the Club shall be reconsidered within a period of twelve months from the date of its first being considered except with the unanimous approval of the Committee.

## 7. VIOLATION OF CONSTITUTION/CLUB RULES/POLICY

- (a) A charge laid against a member for violation of the Constitution, Club Rules or Policies, or of acting in a manner prejudicial to the Club, shall be made in writing to the Club. The Secretary shall send a copy of the charges to the member concerned informing him when the charge will be investigated.
- (b) The Committee shall investigate the charge within twenty-one days of receipt of notification of charge.

### 7.1

- (a) Subject to these rules if the committee is of the opinion that a member has refused or neglected to comply with the rules of the constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the club, the committee may by resolution:
  - (1) suspend that member from membership of the club for a specified period; or
  - (2) expel the member from the club.
- (b) A resolution of the committee under rule 7.1 (a) does not take effect unless:
  - (1) at a meeting held in accordance with sub-rule 7.1 (c) confirms the resolution; and
  - (2) if the member exercises a right of appeal to the Club under this rule, the committee confirms the resolution in accordance with this rule.
- (c) A meeting of the committee to confirm or revoke a resolution passed under rule 7.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with rule 7.1 (d).
- (d) For the purposes of giving notice in accordance with rule 7.1(c), the secretary must, as soon as practicable, cause to be given to the member a written notice-
  - (1) setting out the resolution of the committee and the ground on which it is based; and
  - (2) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (3) stating the date, place and time of that meeting; and
  - (4) informing the member that he or she may do one or both of the following:
    - a. attend that meeting; or
    - b. give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
  - (5) informing the member that if, at that meeting, the committee confirms the resolution, the committee's resolution shall be final and no further discussions or appeals will be entered into the result of the committee's decision.
- (e) The charge shall be considered proven if so decided by seventy percent or more of the Committee present and entitled to vote.

## 8. INTERPRETATION

In the event of any dispute regarding the interpretation of any parts of this Constitution or Club Rules or Policies, the decision of the Committee shall be final.

9 **Disputes and Mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
  - (a) a member and another member; or
  - (b) a member and the BTYC.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be a member of the BTYC chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the BTYC; or
    - (ii) in the case of a dispute between a member and the BTYC, a person not currently a member of the committee, appointed by the committee of the BTYC;
- (5) The mediator cannot be a member who is a party to the dispute.
- (6) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (7) The mediator, in conducting the mediation, must--
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (8) The mediator must not determine the dispute.
- (9) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

FORM 1- Proxy Form

**FORM OF APPOINTMENT OF PROXY**



I, .....(Please print your name)  
(name)

of .....(Please write your address)  
(address)

being a member of .....Bayside Trailable Yacht Club.....  
(name of Incorporated Association)

appoint .....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a member of the Bayside Trailable Yacht Club, as my proxy to vote for me on my behalf at the special meeting of the Association to be held on

.....  
(date of meeting)

and at any adjournment of that meeting.

**My proxy is authorised to vote in favour of / against\* the following resolution:**

(insert details of proposal)

..... (Member's Signature)

Signed

Date

\* Delete if not applicable