

# Dinah Beach Cruising Yacht Association (Incorporated)

## CONSTITUTION

**AMENDED AS AT 11 October 2020**

1. The name of the Association shall be DINAH BEACH CRUISING YACHT ASSOCIATION INCORPORATED (hereinafter called 'the Association')
2. OBJECTS  
The principal objects of the Association are:-
  - a) To encourage the sailing, development and building of cruising yachts and small craft in Darwin and the surrounding waters;
  - b) To provide facilities for members; and
  - c) To promote the social life of the Association.
3. In addition to the basic objects of the Association the objects and purposes of the Association shall be deemed to include:
  - a) The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association.
  - b) The buying, selling and supply of, and dealing in goods of all kinds.
  - c) The construction, maintenance and alteration of building or works necessary or convenient for any of the objects or purposes of the Association.
  - d) The accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association.
  - e) The taking of such steps from time to time as the Management Committee or procuring contributions to the funds of the Association, whether by way of donation, subscription or otherwise.
  - f) The printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the Management Committee or the members in general meeting may think desirable for the promotion of the objects or purposes of the Association.
  - g) The borrowing and raising of money in such manner and on such terms as the Management Committee may think fit or as may be approved or directed by resolution passed at general meeting, and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association.
  - h) Subject to the provisions of the Trustee Act, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the Management Committee may from time to time determine.
  - i) The making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which paragraph (a) of subsection (1) of section 78 of the Income Tax assessment Act 1936, as amended, of the Commonwealth relates.
  - j) The establishment and support, or aiding in the establishment and support of associations, institutions, funds, trusts, schemes and convenience calculated to benefit servants or past servants of the Association and their dependents, and

the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependents, and the making of payments towards insurance in relation to any of those purposes.

- k) The granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependents and the making of payments towards insurance in relation to any of those purposes.
- l) The establishment and support or aiding in the establishment or support of any other association formed for any of the basic objects of the Association.
- m) The making of any special levy or charge to enable the Association to meet its liabilities from time to time.
- n) The doing of all such lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects or purposes specified in the foregoing provisions of this subrule.

#### 4. RULES

- 4.1 In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to email, printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- 4.2 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation Act 1937-1959 and that Act as in force on the date on which these rules are adopted by the Association.

#### 5. MEMBERSHIP OF THE ASSOCIATION

- 5.1 There shall be the following categories of membership in the Association:

- a) Ordinary Members who shall be either;

- Senior Members
- Family Members
- Junior Members

- b) Life Members
- c) Honorary House Members
- d) Visiting Yachtsmen Members
- e) Sailing Crew Members
- f) Social Members

#### 5.2 Senior Members

The following provisions shall apply to Senior Members:

- a) Any person over the age of 18 years and who can satisfy the Management Committee that he or she is a bona fide cruising yacht person or who can satisfy the Management Committee that he or she can contribute to the objects of the Association as stated in clause 2 (a) of this constitution may become a Senior Member;
- b) Each partner of a family holding Family Membership and Life Members shall be deemed Senior Members for purposes of voting at any general meeting of the Association and shall be eligible to hold office in the Association;

- c) Only financial Senior Members may vote at any general meeting of the Association or hold office in the Association.

### 5.3 Family Membership

- a) Any person eligible to become a Senior Member may nominate themselves and their partner and children for Family Membership.
- b) Partner includes persons living in a de facto relationship and children includes children of one or other of the persons in a de facto relationship.
- c) Subject to these Rules all members of a family holding Family Membership are entitled to exercise the rights and privileges attached to Ordinary membership of the Association.

### 5.4 Junior Members

- a) Any person under the age of 18 years shall be a Junior Member.
- b) Members of a family who are under the age of 18 years and in respect of which such family holds Family Membership shall be deemed Junior Members.

### 5.5 Life Members

- a) Any Ordinary Member of the Association may at an annual general meeting of the Association be elected a Life Member of the Association.
- b) A Life Member may only be elected if nominated by the Management Committee.
- c) In determining eligibility of a member to a Life Member the Management Committee shall have regard to:
  - exceptional or special or meritorious service to the Association;
  - exceptional or special or meritorious service to sailing or endeavour in that sport;
  - any other factors considered relevant.
- d) A Life Member shall enjoy all the rights and privileges of a Senior Member of the Association free of any fees or subscriptions.
- e) A register of Life Members shall be kept by the Public Officer.
- f) A Life Member shall be subject in all respects to these Rules.

### 5.6 Honorary House Members

- a) Any member of the Association may upon filling in and signing the Register of Honorary House Members admit any person to Honorary House Membership for a period of twenty four (24) hours.
- b) No person is eligible for 24 hour Honorary House Membership more than three (3) times in a calendar year.
- c) Any Senior Member of the Association may by leave of the Management Committee and upon filling in and signing the Register of Honorary House Members admit any person to Honorary House Membership for a period not exceeding twenty eight (28) days. No person is eligible for 28 day Honorary House Membership more than once in a calendar year.
- d) An Honorary House Member shall be deemed a visitor and shall have no rights as Ordinary Members of the Association.
- e) An Honorary House Member shall be subject to the Rules of the Association.
- f) Any member of the Management Committee may cancel an Honorary House Membership at any time without giving any reason.

## 5.7 Visiting Yachtsmen Members

- a) Any Officer of the Association may grant visiting yachtsmen and their crews and families Social Membership for a period not exceeding twenty eight (28) days upon payment of the prescribed subscription fee.
- b) Visiting yachtsmen shall include members of any sailing or boating club (whether Australian or elsewhere) and exclude any person ordinarily resident in Darwin.
- c) Visiting yachtsmen shall be deemed Social Members for the purpose of these Rules.
- d) A visiting yachtsman shall produce any card or other identification issued to him by the Management Committee on the demand of any member of the Management Committee.

## 5.8 Sailing Crew Members

- a) A Sailing Crew Member is a person who is over the age of 18 years and regularly participates as active sailing crew on any Senior Members' vessel/s in any races organised by the Association.
- b) A Sailing Crew Member is subject to the Rules of the Association.
- c) A Sailing Crew Member has no right to hold office or vote at a General Meeting of the Association, but subject to these rules will have all other rights in common with Ordinary Members of the Association.
- d) Any Senior Member of the Association may by leave of the Management Committee and upon filling in and signing of the appropriate document, nominate any person to Sailing Crew Membership

## 5.9 Social Members

- a) Any person over the age of 18 years who can satisfy the Management Committee that he or she is a fit and proper person may become a Social Member.
- b) Any person eligible to become a Social Member may nominate his or her partner and children for Social Family Membership.
- c) 'Partner' includes a person living in a de facto relationship and children includes children of one or the other of the persons living in the de facto relationship.

## 6. ADMISSION TO ORDINARY MEMBERSHIP OF THE ASSOCIATION

6.1 A person who is nominated and approved for membership as provided in these Rules is eligible to be a member of the Association on payment of entrance fee and the annual subscription prescribed in, or fixed under, these Rules.

6.2 A person who is not a member of the Association at the time of the incorporation of the Association shall not be admitted to membership:

- a) unless that person is nominated as provided in sub-rule 3 of this rule; and
- b) their admission as a member is approved by the Management Committee.

6.3 A nomination of a person for membership of the Association:

- a) shall be made in writing, signed by two members of the Association;
- b) shall be accompanied by the written consent of the person nominated (which may be endorsed on the form of nomination);
- c) shall be lodged with the Public Officer of the Association, and
- d) shall be accompanied by payment of the prescribed entrance and membership fee.

- 6.4 As soon as is practicable after the receipt of a nomination, the Public Officer shall refer the nomination to the Management Committee.
- 6.5 Upon a nomination being approved by the Management Committee, the Public Officer shall, with as little delay as possible, notify the nominee, in writing, that they have been approved for membership of the Association and shall enter the nominee's name in a Register of Members to be kept by the Public Officer, where upon the nominee becomes an Ordinary Member of the Association.
- 6.6 A Member of the Association may, at any time, resign from the Association by delivering by hand or email or sending by post to the Public Officer a written notice of resignation.
- 6.7 Upon receipt of a notice under sub-rule 6 of this rule, the Public Officer shall remove the name of the Member by whom the notice was given from the Register of Members, where upon that Member ceases to be a Member of the Association.
- 6.8 A right, privilege or obligation of a person by virtue of his membership of the Association:
- a) is not capable of being transferred or transmitted to another person; and
  - b) terminates upon the cessation of his membership, whether by death, resignation or otherwise.
- 6.9 A Member of the Association shall not be liable to contribute towards payment of liabilities of the Association on a winding-up.
- 6.10 The Management Committee may grant leave of absence without payment of subscriptions to any Member of the Association who will be absent from Darwin whilst sailing/cruising for a period of not less than one (1) year nor more than five (5) years or for such longer period at the discretion of the Management Committee and who applies for such leave prior to departure and declares an intention to resume membership and residency in Darwin upon completion of travels.
7. INCOME AND PROPERTY OF THE ASSOCIATION
- 7.1 The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly, or indirectly by dividend, bonus or otherwise, to any member of the Association.
- 7.2 The Association shall not:
- a) appoint a person who is a Member of the Management Committee to any position in the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances; or
  - b) pay to any such person any remuneration or other benefit in money or moneys worth (other than the repayment of out-of-pocket expenses).
- 7.3 Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or Member of the Association, other than a Member of the Management Committee of;
- a) remuneration in return for services actually rendered to the Association by the servant or Member for goods supplied to the Association by the servant or Member in the ordinary course of business;
  - b) interest at current bank overdraft rate on money lent; or

c) a reasonable and proper sum by way of rent for premises let to the Association by the servant or Member.

## 8. BOOKS OF ACCOUNT

8.1 True accounts shall be kept of;

- a) all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
- b) the property, assets and liabilities of the Association and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, these accounts shall be open to the inspection of the Members of the Association.

8.2 The Treasurer of the Association shall faithfully keep all general records, accounting books and records of receipt and expenditure connected with the operations and business of the Association in such a form and manner as the Management Committee may direct.

8.3 The accounts, books and records referred to in sub-rules 1 and 2 of this rule shall be kept at the Association's office or at such other place as the Management Committee may decide.

## 9. BANKING AND FINANCE

9.1 The Treasurer of the Association shall, on behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof issue official receipts therefore.

9.2 The Management Committee shall cause to be opened with such bank as the Management Committee selects a banking account in the name of the Association into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.

9.3 The Management Committee may receive from the Association's bank or bankers for the time being the cheque or electronic payment drawn by the Association on any of its accounts with a bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or electronic payments or the surrender thereof to the Association.

9.4 Except with the authority of the Management Committee, no payment of a sum exceeding fifty dollars (\$50.00) shall be made from the funds of the Association otherwise than by cheque or electronic payment drawn on the Association's bank account, but the Management Committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Management Committee may impose.

9.5 No cheques or electronic payments shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the Management Committee.

9.6 All cheques, electronic payments, drafts, bills of exchange, promissory notes and other negotiable Instruments shall be signed or authorised by the Treasurer or, in his absence, by such other Member or Members of the Management Committee as the Management Committee may nominate for that purpose, and shall be countersigned

or authorised by the Public officer or such other Member or Members of the Management Committee as the Management Committee may nominate for such purpose.

9.7 Notwithstanding rule 9.6 cheques and electronic payments drawn to cover the day to day running expenses of the licensed facilities of the Association may be signed or authorised by such person as the Management Committee shall nominate.

9.8 Except with the authority of the members at a Special General Meeting, the Management Committee of Management shall not expend nor commit the Association to expend an amount in excess of \$50,000.

## 10. APPOINTMENT OF AUDITOR

10.1 At each Annual General Meeting of the Association, the Members present shall appoint a person who is not a member or the Public Officer of the Association as the auditor of the Association.

10.2 A person so appointed shall hold office until the Annual General Meeting next after that at which he is appointed and is eligible for re-appointment.

10.3 The first auditor of the Association may be appointed by the Management Committee before the first Annual General Meeting and, if so appointed, shall hold office until the first Annual General Meeting, unless previously removed by a resolution of the Members at a general meeting, in which case the Members at that general meeting may appoint an auditor to act until the first Annual General Meeting.

10.4 If an appointment is not made at an Annual General Meeting the Management Committee shall appoint an auditor of the Association for the then current financial year of the Association.

10.5 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association the Management Committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

## 11. AUDIT OF ACCOUNTS

11.1 Once at least in each financial year of the Association the accounts of the Association shall be examined by the auditor.

11.2 The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the Members present at the Annual General Meeting.

11.3 In his report, and in certifying the accounts, the auditor shall state:

- a) whether he has obtained the information required by him;
- b) whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his disposal and the explanations given to him and as shown by the books of the Association; and
- c) whether the rules relating to the administration of the funds of the Association have been observed.

11.4 The Public Officer of the Association shall cause to be delivered to the auditor a list of all the accounts, books and records of the Association.

11.5 The auditor:

- a) has a right of access to the accounts, books, records, vouchers and documents of the Association;
- b) may require from the servants of the Association such information and explanations as may be necessary for the performance of his duties as auditor;
- c) may employ persons to assist him in investigating the accounts of the Association; and
- d) may, in relation to the accounts of the Association, examine any Member of the Management Committee or any servant of the Association.

## 12. ANNUAL GENERAL MEETING

- 12.1 The Association shall, in each year, hold an Annual General Meeting.
- 12.2 The Annual General Meeting will be held in each year or on such day as the Management Committee may determine (being not later than five [5] months after the close of the financial year of the Association).
- 12.3 The Annual General Meeting shall be in addition to any other general meeting that may be held in the same year.
- 12.4 The Annual General Meeting shall be specified as such in the notice convening it.
- 12.5 The ordinary business of the Annual General meeting shall be to:
  - a) confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
  - b) receive from the Management Committee, auditor and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
  - c) elect the officers of the Association and the ordinary committeemen; and
  - d) appoint the auditor and determine his remuneration.
- 12.6 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 12.7 All general meetings other than the Annual General Meeting shall be called Special General Meetings.

## 13. SPECIAL GENERAL MEETING

- 13.1 The Management Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 13.2 The Management Committee shall, on the requisition in writing of not less than 10.0% of the Ordinary Members of the Association eligible to vote, convene a Special General Meeting of the Association.
- 13.3 A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionist and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- 13.4 If the Management Committee does not cause a Special General Meeting to be held within twenty one (21) days from the date on which a requisition therefore is deposited at the office of the Association, the requisitionists or any of them may convene the meeting, but any meeting so convened shall not be held after three (3) months from the date of the deposit of the requisition.

- 13.5 A Special General Meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner, as nearly as possible, to that in which those meetings are convened by the Management Committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.
- 14 The Public Officer of the Association shall, at least twenty-one (21) days before the date fixed for holding a general meeting of the Association cause to be inserted once in a newspaper published daily in the Northern Territory an advertisement specifying the place, day and time for the holding of the meeting.
- 14.1. All business to be transacted at an Annual or General Meeting including changes to the Constitution shall be displayed on the Club's notice board 21 days prior to that meeting.
- 14.2 Despite Clause 14.1 the audited statement of accounts of the Association will be displayed on the Club's notice board at least 14 days prior to each Annual General Meeting
- 15.1 All business that is transacted at Special General Meetings and all business that is transacted at Annual General Meetings with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- 15.2 No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 15.3 One tenth (1/10) of the members of the Association (being members entitled under the rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- 15.4 If within one (1) hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Members, shall be dissolved, and in any other case it shall stand adjourned to the same day in the next week, at the same time (unless another place is specified by the Chairman at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one (1) hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.
- 16.1 The Commodore, or in his absence the Vice-Commodore, shall preside as Chairman at every general meeting of the Association.
- 16.2 If the Commodore and the Vice-Commodore are absent from a general meeting the Members present shall elect one of their number to preside as Chairman thereat.
- 17.1 The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- 17.2 Where a meeting is adjourned for fourteen (14) days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.

17.3 Except as provided in the foregoing provisions of this rule it is not necessary to give any notice of an adjourned meeting.

## 18. VOTING AT GENERAL MEETINGS

A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the Chairman that the resolution has, on a show of hands, been carried or carried unanimously, or carried by a particular majority or lost, and 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.

19.1 Upon any question arising at a general meeting of the Association a Member has one (1) vote only.

19.2 All votes shall be given personally or by written absentee vote delivered prior to the commencement of the meeting

19.3 In the case of an equality of voting on a question the Chairman of the meeting is entitled to exercise a second or casting vote.

19.4 A special resolution put to the vote at a General Meeting is passed if at least three-quarters of the votes of those members of the Association who, being entitled to vote, vote in person or by written absentee vote in favour of the resolution.

## 20. Taking of poll.

If at a meeting a poll on any question is demanded it shall be taken at that meeting in such a manner as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting on that question.

## 21. When poll to be taken.

A poll that is demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

## 22. AFFAIRS OF THE ASSOCIATION TO BE MANAGED BY A COMMITTEE

22.1 The affairs of the Association shall be managed by a Committee of Management (hereinafter referred to as 'the Management Committee') constituted as provided in rule 24 hereof.

### 22.2 The Management Committee:

- a) shall control and manage the business and affairs of the Association,
- b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of Members of the Association; and
- c) subject to the ordinance and these rules, has power to perform all such acts and things as appear to the Management Committee to be essential for the proper management of the business and affairs of the Association.

## 23. OFFICERS OF THE ASSOCIATION

- 23.1 The officers of the Association shall be:
- a) a Commodore;
  - b) a Vice-Commodore;
  - c) a Rear Commodore;
  - d) a Treasurer;
  - e) a Secretary; and
  - f) a Public Officer (who is a person resident in the Northern Territory) for the purposes of the Associations Act 2003.
- 23.2 The provisions of sub-rules 2, 3 and 4 of rule 25 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the officers mentioned in sub-rule 1 of this rule.
- 23.3 Each officer of the Association shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.
- 23.4 In the event of a casual vacancy in any office mentioned in sub-rule 1 of this rule the Management Committee may appoint one of its Members to the vacant office, and the Member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following his appointment.
24. COMPOSITION OF MANAGEMENT COMMITTEE
- 24.1 The Management Committee shall consist of the officers of the Association and four (4) ordinary committeemen.
- 24.2 In the event of a casual vacancy occurring in the office of ordinary committeemen, the Management Committee may appoint a Senior Member of the Association to fill the vacancy and the Member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of his appointment.
- 25.1 Nominations of candidates for election as officers or ordinary committeemen of the Association shall:
- a) be made in writing signed by two (2) Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - b) be delivered to the Public Officer of the Association at least three (3) days before the date fixed for the holding of the Annual General Meeting.
- 25.2 If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated shall be deemed to have been elected and further nominations shall be received at the Annual General Meeting.
- 25.3 If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.
- 25.4 If the number of nominations exceeds the number of vacancies to be filled a ballot shall be held.
- 25.5 The ballot for the election of officers and ordinary committeemen shall be conducted at the Annual General Meeting in such usual and proper manner as the Management Committee may direct.

26. For the purposes of these rules the office of an Officer of the Association or of an ordinary committeemen becomes vacant if the officer or committeeman:
- a) dies;
  - b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors;
  - c) becomes of unsound mind;
  - d) resigns his office by writing under his hand addressed to the Management Committee;
  - e) ceases to be a resident of the Northern Territory;
  - f) fails, without leave granted by the Management Committee, to attend three (3) consecutive meetings of the Management Committee;
  - g) ceases to be a member of the Association; or
  - h) fails to pay all arrears of subscription or debts due by him within fourteen (14) days after he has received a notice in writing signed by the Public Officer stating that he has ceased to be a financial Member of the Association.
- 27.1 The Management Committee shall meet at such place and at such times as the Management Committee may determine.
- 27.2 Special meetings of the Management Committee may be convened by the Commodore.
- 27.3 Notice shall be given to Members of the Management Committee of any special meeting, specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 27.4 Any four (4) Members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- 27.5 No business shall be transacted unless a quorum is present and if within thirty (30) minutes of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 27.6 At meetings of the Management Committee:
- a) the Commodore or in his absence the Vice-Commodore shall preside; or
  - b) if the Commodore and Vice-Commodore are absent such one of the remaining members of the Management Committee as may be chosen by the members present shall preside.
- 27.7 Questions arising at meeting of the Management Committee or of any subcommittee appointed by the Management 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.
- 27.8 Each member present at a meeting of the Management Committee or of any subcommittee appointed by the Management Committee (including the person presiding at the meeting) is entitled to one (1) vote and in the event of an equality of votes of any question the person presiding may exercise a second or casting vote.
- 27.9 Notice of each Management Committee meeting shall be notified verbally or served on each Member of the Management Committee by delivering to him at a reasonable time before the meeting by hand or email or by sending it by post in prepaid letter

addressed to him at his usual or last known place of abode in time to reach him in due course of post before the date of the meeting.

## 28. DISCLOSURE OF INTEREST IN CONTRACTS ETC.

28.1 A Member of the Management Committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his interest at the first meeting of the Management Committee at which the contract or arrangement is first taken into consideration, if his interest then exists, or, in any other case, at the first meeting of the Management Committee after the acquisition of his interest.

28.2 If a Member of the Management Committee becomes interested in a contract or arrangement after it is made or entered into, he shall disclose his interest at the first meeting of the Management Committee after he becomes so interested.

28.3 No member of the Management Committee shall vote as a member of the Management Committee in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall not be counted.

## 29. SUB-COMMITTEES

29.1 Save for the Race Committee and Social Committee as hereinafter provided, the Management Committee may at any time appoint a sub-committee from the Management Committee as it may think fit and shall prescribe the powers and functions thereof.

29.2 The Management Committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those members are Members of the Association, but a person so co-opted is not entitled to vote.

29.3 Three (3) appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.

29.4 The Public Officer of the Association is responsible for calling meetings of a sub-committee.

29.5 Written notice of each sub-committee meeting shall be notified verbally or served on each member of the sub-committee by delivering it to him by hand or email at a reasonable time before the meeting or by sending it by post in a pre-paid letter addressed to him at his usual or last known place of abode in time to reach him in due course of post before the date of the meeting.

29.6 The Commodore, the Vice-Commodore, the Treasurer and the Secretary constitute an Executive Committee, which may issue instructions to the Public Officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meeting of the Management Committee and where any such instructions are issued shall report thereon to the next meeting of the Management Committee.

## 29A. TRUSTS AND ASSOCIATIONS

The Association may be represented on any association trust etc. which is established for purposes which are in accord with those of the Association such representatives shall be the Commodore or his/her delegate as approved by the Management Committee.

## 30. SUBSCRIPTIONS

- 30.1 Until otherwise fixed pursuant to sub-rule 2 of this rule the annual subscription payable by Members shall be prescribed by the Management Committee.
- 30.2 The amount of the annual subscription may be altered from time to time by the Members in general meeting by special resolution.
- 30.3 The annual subscription of a Member is due and payable on or before the first day of the financial year of the Association.
- 30.4 The Management Committee may reduce an annual subscription in the case of hardship or if in its opinion the length of the remainder of the Association year warrants it.
- 30.5 The Subscription payable by a person over the age of sixty (60) years or on an invalid pension shall be 50% of that normally paid.
- 30.6 The subscription payable by a partner in a Family Membership shall be 50% of that normally paid
- 30.7 Any Ordinary Member of the Association who fails to pay his annual subscription by the 15th day of August in each Association year shall cease to be a Member. Late payment may be accepted in the discretion of the Management Committee.
- 30.8 An unfinancial Member shall not be entitled to any of the rights and privileges of the Association.
- 30.9 Any Member who fails to renew his membership by the date specified in rule 30.3 hereof shall be unfinancial.
- 30.10 Special Levies - Should the need arise the Management Committee may impose a special levy on all Senior Members of the Association not exceeding an amount equal to 25% of the annual subscription payable by Senior Members. Any Member who fails to pay such a levy within two (2) months of written notice requiring him to do so being sent to him in a pre- paid envelope to his last known address as shown In the Membership Register shall have his membership cancelled unless the Management Committee specifies otherwise.
- 30.10 The Management Committee may levy individual Members of the Association for the provision of dry boat storage and living facilities, power, water, garbage and sewerage in respect of which the Association has or incurs liabilities to any relevant authority providing services to the Association.

## 31. ENTRANCE FEES

- 31.1 The amount of entrance fee shall be decided from time to time by the members at Special General Meeting or Annual General Meeting by special resolution
- 31.2 No person who has paid the appropriate entrance fee shall be required to pay another entrance fee.
- 31.3 No person being a financial Member at the date of adoption of this Constitution whilst he remains a Member shall be required to pay an entrance fee.

## 32. ANNUAL SUBSCRIPTIONS

The amount of Annual Subscription shall be decided from time to time by the members in Special General Meetings or the Annual General Meeting by special resolution

33. FINANCIAL YEAR

The financial year of the Association is the period beginning on 1st July in each year and ending on the 30th June next following.

34. NOTICES

A notice may be served by or on behalf of the Association upon any Member either personally by hand or email or by sending it through the post in a pre-paid letter addressed to the Member at his usual or last known place of abode.

35. EXPULSION OF MEMBERS

35.1 Subject to this rule the Management Committee may expel a member from the Association if, in the opinion of the Management Committee, the Member has been guilty of conduct detrimental to the interests of the Association.

35.2 The expulsion of a Member pursuant to sub-rule 1 of this rule does not take effect:

- a) until the expiration of fourteen (14) days after the service on the member of a notice under sub-rule 3 of this rule; or
- b) if a Member exercises his right to appeal under the rule until the conclusion of the Special General Meeting convened to hear the appeal, whichever is the later date.

35.3 Where the Management Committee expels a Member from the Association the Public Officer of the Association shall without undue delay cause to be served on the Member a notice in writing:

- a) stating that the Management Committee has expelled the Member;
- b) specifying the grounds for the expulsion; and
- c) informing the Member that if he so desires he may, within fourteen (14) days after the service of the notice on him, appeal against the expulsion as provided in this rule.

35.4 A Member on whom a notice under sub-rule 3 of this rule is served may appeal against the expulsion at a Special General Meeting by delivering by hand or email or sending by post to the Public Officer of the Association within fourteen (14) days after the service of that notice a requisition in writing demanding the convening of such a meeting for the purposes of hearing his appeal.

35.5 Upon the receipt of a requisition under sub-rule 3 of this rule the Public Officer shall forthwith notify the Management Committee of its receipt and the Management Committee shall thereupon cause a Special General Meeting of Members to be held within twenty eight (28) days after the date on which the requisition is received by the Public Officer.

35.6 At a Special General Meeting convened for the purpose of this rule:

- a) no business other than the question of the expulsion shall be transacted;
- b) the Management Committee may place before the meeting details of the grounds of the expulsion and the Management Committee's reasons for the expulsion;
- c) the expelled Member shall be given an opportunity to be heard and;

d) the Members present shall vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.

35.7 If at the Special General Meeting a majority of the Members present vote in favour of the lifting of the expulsion the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his membership of the Association.

35.8 If at the Special General Meeting a majority of the Members present vote in favour of the confirmation of the expulsion the expulsion takes effect and the expelled Member ceases to be a Member of the Association.

#### 36A. TEMPORARY EXCLUSION

Any two officers or committeemen of the Association may exclude any Member from the Association for a period of up to twenty four (24) hours in the case of fighting, drunkenness or obnoxiousness. Any Member so excluded shall immediately leave the Association's premises and shall so remain until the period of expulsion is ended.

#### 36B. GRIEVANCE AND DISPUTES

36.1 This clause applies to disputes between:

- a) a member and another member; or
- b) a member and the Management Committee,

36.2 Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

36.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.

36.4 The mediator must be:

- a) a person chosen by agreement between the parties; or
- b) in the absence of agreement:
  - i. for a dispute between a member and another member, a person appointed by the Management Committee; or
  - ii. for a dispute between a member and the Management Committee - a person who is a mediator appointed or employed by the department administering the Act.

36.5 A member of the Association can be a mediator.

36.6 The mediator cannot be a party to the dispute.

36.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

36.8 The mediator, in conducting mediation, must:

- a) give the parties to the mediation process every opportunity to be heard;
- b) allow due consideration by all parties of any written statement submitted by any party; and
- c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

36.9 The mediator must not determine the dispute.

36.10 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.

#### 37. ALTERATION OF THE CONSTITUTION

37.1 The Constitution from time to time may only be amended or varied by resolution passed by at least a three-quarter majority of those members of the Association who, being entitled to vote, vote in person or by written absentee vote in favour of the amendment at a General Meeting.

37.2 Notice of the proposed amendment shall be included in the notice calling the Special General Meeting.

37.3 An amendment to the objects and purposes of the Association shall not be effective until approved by the Registrar.

37.4 An alteration of the objects, purposes or rules is of no effect until a copy of the alteration is lodged with the Registrar of Companies in the Northern Territory.

#### 38. SEAL OF THE ASSOCIATION

38.1 The seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association encircling the word 'seal'.

38.2 The seal of the Association shall not be affixed to any instrument except by the authority of the Management Committee and the affixing thereof shall be attested by the signature either of two (2) members of the Management Committee or of one member of the Management Committee and of the Public Officer of the Association or such other person as the Management Committee may appoint for that purpose and that attestation is sufficient for all purposes that the seal was affixed by authority of the Management Committee.

38.3 The seal shall remain in the custody of the Public Officer.

#### 39 RACE COMMITTEE

39.1 If deemed necessary the Management Committee will appoint or call for nominations for a Race Committee from senior members.

39.2 This Race Committee shall comprise the Vice-Commodore (as Chairman) and four (4) Senior Members, one of whom shall be the secretary of the Race Committee.

39.3 The Race Committee shall be responsible to the Management Committee for the organization and running of all sailing events and for all matters relating to sailing.

39.4 The Race Committee may make racing rules binding on all members engaged in racing.

39.5 In this sub-clause 'racing' includes all races and sailing events organized by the Race Committee.

#### 40. SOCIAL COMMITTEE

40.1 There shall be a Social Committee which shall comprise of a Chairman and three (3) committee members.

40.2 The Chairman of the Social Committee shall be the Rear Commodore.

40.3 The Chairman shall call for or nominate three (3) Social Committee members.

40.4 The Social Committee is responsible to the Management Committee for all social events and shall inform the Management Committee of all planned events.

#### 41. BY-LAWS

41.1 The Management Committee may make repeal and amend such by-laws as it may from time to time consider necessary in the interests of the Association and are consistent with this Constitution.

41.2 All members of the Association shall be bound by such by-laws.

#### 42. APPOINTMENT OF PATRON

At each Annual General Meeting a patron shall be appointed.

#### 43. LIQUIDATION OF THE ASSOCIATION

43.1 The Association shall not be dissolved except by a resolution passed by at least a three-quarter majority of those members of the Association who, being entitled to vote, vote in person or by written absentee vote in favour of the resolution at a Special General Meeting to that effect.

43.2 After repayment of all debts and liabilities including costs of liquidation and repayment of loans and any interest due thereon of all Members, all assets including properties, stocks on hand, plant, chattels, utensils and other goods shall be sold by private treaty or public auction or tender for the best price and the Liquidator shall pay the balance of the proceeds of the sale to any club/association in Darwin which has its main object in the promotion of sailing.

43.3 Notwithstanding sub-rule 2 of this rule, no property of the Association shall be an asset in its winding-up if that property was acquired:

- a) from; or
- b) using funds obtained in a grant from, the Northern Territory of the Commonwealth. (Property in this sub-rule includes an interest, whether legal or equitable, in property so acquired).

43.4 No proceeds of liquidation shall be payable directly or indirectly to Members, relatives of Members or their heirs except repayment of debts or loan moneys.

#### 44. ASSOCIATION ARCHIVIST

44.1 The Management Committee shall at its first meeting appoint a member as the Association Archivist for its term of office.

44.2 The Association Archivist shall be responsible for the keeping of all Association histories, documents and other records which relate to the Association and its activities.

44.3 These records shall be kept and maintained on the premises or in security at the Association's Bank at all times.