

# South Eastern Hills Model Yacht Club Incorporated

## Rules

### 1. NAME

The name of the Incorporated Association is South Eastern Hills Model Yacht Club Incorporated referred to herein as “The Association”.

### 2. DEFINITIONS

In these Rules unless the contrary intention appears –

‘Committee’ means the Committee of Management of The Association;

‘General Meeting’ means a general meeting of Members of The Association convened in accordance with these Rules;

‘Member’ means a Member of The Association;

‘The Act’ means the Associations Incorporate Act, 1985.

### 3. OBJECTS AND PURPOSES

Sport, recreation or amusement and to encourage and promote all radio controlled model yacht racing.

### 4. POWERS

The Association shall have the powers conferred by Section 25 of The Act EXCEPT those specified in the Sub-section (e).

### 5. MEMBERSHIP

Any person who supports the objects of The Association and who applies for membership of The Association shall be proposed by one Member and seconded by another Member. The application for membership shall be made in writing, signed by the applicant and the proposer and the seconder. Upon the acceptance of the application by The Committee and upon payment of the first annual subscription and joining fee the applicant shall be a Member of The Association.

(1) The types of membership shall be as such as the Members shall determine from time to time in General Meeting –

Ordinary Member

Social Member

Family

Junior Member (school going)

(2) The subscription fees and joining fees for membership shall be such sums as the Members shall determine from time to time in General Meeting.

(3) The subscription fees shall be payable annually on 1<sup>st</sup> January or at such other time as The Committee shall from time to time determine. The

joining fee shall be payable at the time of the application for membership.

- (4) Any Member whose subscription is outstanding for more than two (2) months after the date for payment shall cease to be a Member of The Association, provided always that The Committee may re-instate such a person's membership on such terms as it thinks fit.

## 6. RESIGNATION

A Member may resign from membership of The Association by giving written notice thereof to the Secretary or Public Officer of The Association. Any Member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to The Association.

## 7. EXPULSION OF A MEMBER

- (1) Subject to giving a Member an opportunity to be heard or to make a written submission, The Committee may resolve to expel a Member upon a charge of misconduct detrimental to The Association at which the matter will be determined.
- (2) The determination of The Committee communicated to the Member, and in the event of an adverse determination the Member shall, subject to Sub-rule (3), cease to be a Member fourteen (14) days after The Committee has communicated the determination to the Member.
- (3) It shall be open to a Member to appeal to The Association in General Meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of The Association within fourteen (14) days after the determination of The Committee to the Member.
- (4) In the event of an appeal under Sub-rule (3) the appellant's membership of The Association shall not be terminated unless the determination of The Committee to expel the Member is upheld by the Members of The Association, and in such event membership will be terminated at the date of the General Meeting at which the determination of The Committee is upheld.

## 8. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The assets and income of The Association shall be applied exclusively to the promotion of its' objects and no portion shall be paid or distributed directly or indirectly to Members except as a bona fide remuneration for services rendered or expenses incurred on behalf of The Association.

## 9. THE COMMITTEE

- (1) The affairs, funds and property of The Association shall be managed and controlled by a Committee which in addition to any powers and authorities conferred by these may exercise all powers and do all such things as are required to be done by The Association in General Meeting. The Committee shall have the authority to interpret the meaning of these Rules and any other matter relating to the affairs of The Association on which these Rules are silent.
- (2) The Committee shall appoint a Public Officer as required by The Act and in the event of The Association becoming a prescribed association within the meaning of The Act, shall appoint an auditor.
- (3) The Committee shall be comprised of a Commodore, a Vice-Commodore, a Secretary and a Treasurer. The Commodore, and in his/her absence, The Vice-Commodore shall preside at all Committee Meetings, confirm the minutes of the previous Committee Meeting and generally supervise the running of The Association. The Vice-Commodore shall perform the duties of the Commodore in his/her absence. The Secretary shall keep the minutes and attend to all correspondence. The Treasurer shall keep an accurate record of the finances of The Association.
- (4) The first Committee of The Association shall be appointed from the promoters of The Association. The first Committee shall hold office until the first Annual General Meeting after incorporation at which all of the members of The Committee shall retire.
- (5) The Committee may appoint a natural person to fill a casual vacancy, and such Committee Member shall hold office until the next annual meeting of The Association and shall be eligible for reappointment.
- (6) A retiring Committee Member shall be eligible to stand for re-election without nomination but no person not being a retiring Committee Member shall be eligible to stand for election unless a Member of The Association has nominated that person at least twenty eight (28) days before the meeting by delivering the nomination of that person to the Secretary. The nomination shall be signed by the proposer and the nominee to signify willingness to stand for election.
- (7) Notice to all persons seeking election to The Committee shall be given to all Members of The Association with the notice calling the meeting at which the election is to take place.

## 10. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of Committee Member shall become vacant if the Committee Member is:

- (1) Disqualified by The Act;

- (2) Expelled under these Rules;
- (3) Permanently incapacitated by ill health; or
- (4) Absent without apology for more than three (3) meetings in a financial year.

#### 11. PROCEEDINGS OF COMMITTEE

- (1) The Committee shall meet together for the dispatch of business at least every four (4) months.
- (2) Questions arising at any meeting of The Committee shall be decided by a majority of votes.
- (3) Quorum for a meeting of The Committee shall be three (3).
- (4) A Member of The Committee having a direct or indirect pecuniary interest in a contract, or proposed contract, with The Association must disclose the nature and extent of that interest to The Committee as required by The Act, and shall not vote with respect to that contract or proposed contract. The Member of The Committee must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of The Association.

#### 12. FINANCIAL YEAR

The first financial year of The Association shall be the period ending on 31<sup>st</sup> December 2006 and thereafter a period of twelve (12) months ending on 31<sup>st</sup> December of each year.

#### 13. RULES

- (1) Subject to the approval of a special resolution by the Members of The Association, these Rules may be altered, including an alteration of The Association's name, or be rescinded and replaced by substituted Rules. Such an alteration shall be registered with the Corporate Affairs Commission as required by The Act.
- (2) The registered Rules shall bind The Association and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

#### 14. THE SEAL

- (1) The Association shall have a common seal upon which its' corporate name shall appear in legible characters.
- (2) The seal shall not be used without the express authorisation of The

Committee, and every use of the seal shall be recorded in the minute book of The Association. The affixing of the seal shall be witnessed by the Commodore and the Secretary.

#### 15. ANNUAL GENERAL MEETINGS

- (1) The Committee shall call an Annual General Meeting in accordance with The Act and these Rules.
- (2) The first Annual General Meeting shall be held within six (6) months after the incorporation of The Association, and thereafter within three (3) months after the end of its' financial year.
- (3) The order of business at the meeting shall be the confirmation of the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting, the consideration of accounts and reports of The Committee, the appointment of Committee Members, and any other business requiring consideration by The Association in General Meeting.

#### 16. SPECIAL GENERAL MEETINGS

- (1) The Committee may call Special General Meeting of The Association at any time.
- (2) Upon a requisition in writing of not less than five (5) Members of The Association, The Committee shall, within one month of the receipt, convene a Special General Meeting for the purpose specified in the requisition.
- (3) Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- (4) If a Special General Meeting is not convened within one month as required by Sub-rule (2), the requisitioners or at least 50% of their number may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by The Committee, and for this purpose The Committee shall ensure that the requisitioners are supplied free of charge with particulars of the Members entitled to receive a notice of meeting.

#### 17. NOTICE OF GENERAL MEETINGS

- (1) Subject to Sub-rule (2) at least fourteen (14) days' notice of any General Meeting shall be given to Members. The notice shall set out when and where the meeting will be held, and the particulars of the nature and order of the business to be transacted at the meeting.
- (2) Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty one (21) days prior to the date of the meeting.

- (3) A notice may be given by The Association to any Member by serving the Member with the notice personally, or by sending it by post to the address in the Register of Members.
- (4) Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail.

## 18. PROCEEDINGS AT GENERAL MEETING

- (1) Six (6) Members present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting.
- (2) If thirty (30) minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened on the requisition of the Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same place, and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the Members present shall form a quorum.
- (3) The Commodore shall preside as Chairperson at a General Meeting of The Association.
- (4) If the Commodore is not present within five (5) minutes after the time appointed for the holding of the meeting, or he or she is present but declines to take or retires from the chair, the Members present may choose a Committee Member or one of their own number to be the Chairperson of that meeting.

## 19. MINUTES

- (1) Proper minutes of all proceedings of General Meetings of The Association and meetings of The Committee shall be entered within one (1) month after the relevant meeting in minute books kept for the purpose.
- (2) The minutes kept pursuant to this Rule must be confirmed by Members of The Association or the Members of The Committee (as relevant) at a subsequent meeting.
- (3) The minutes kept pursuant to this Rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- (4) Where the minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at the meeting shall be deemed to be valid.

## 20. VOTING

- (1) At any General Meeting, a motion put to the vote shall be decided on a show of hands and a declaration by the Chairperson of the meeting that the resolution has been carried or lost shall, unless a poll is demanded, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- (2) If a poll is demanded by the Chairperson of the meeting or by three or more Members present personally, or by proxy, it shall be taken in such manner as the Chairperson directs.
- (3) The result of such a poll shall be the resolution of the meeting except that in the case of a special resolution a majority of not less than three quarters of the Members who, being entitled to do so, vote personally or by proxy at the meeting is required.
- (4) A poll demanded on the election of a Chairperson of a meeting, or on any question of an adjournment, shall be taken at the meeting without adjournment.

## 21. VOTING RIGHTS

Subject to these Rules, each Member present or by proxy shall be entitled to one vote.

## 22. PROXIES

A Member shall be entitled to appoint in writing a natural person, who is also a Member of The Association, to be their proxy and attend and vote at any General Meeting of The Association.

## 23. FINANCIAL MANAGEMENT

- (1) The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of The Association.
- (2) The Association must establish a bank account with such banking facility and at a bank determined by The Committee.
- (3) All cheques must be signed by two (2) persons authorised by resolution of The Committee.

## 24. WINDING UP

The Association may be wound up in the manner provided for in The Act.

## 25. APPLICATION OF SURPLUS ASSETS

- (1) If after winding up of The Association there remains “surplus assets” as

defined in The Act, such surplus assets shall be distributed to any organisation which has similar objects and Rules prohibiting the distribution of its assets and income to its Members.

- (2) Such organisation or organisations shall be identified and determined by a resolution of Members in General Meeting.