

# CONSTITUTION

## THE DARWIN SAILING CLUB INC

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**Last Amended Annual General Meeting 25 November 2014**

**Draft as at 26 Sept 2016**

## **1 NAME**

- 1.1** The name of the club shall be "The Darwin Sailing Club Incorporated".

## **2 INTERPRETATION**

- 2.1** In this Constitution unless the contrary intention appears:

"Act" means the Associations Incorporation Act.

"corporation" means and includes the following:

- (a) A corporation within the meaning of that word as defined in the Corporations law;
- (b) An association incorporated pursuant to the Associations Incorporation's Act;
- (c) A body corporate incorporated pursuant to any other relevant State or Territory law; and
- (d) A legal entity of a like nature which the Management Committee may approve from time to time for the purposes of this Constitution.

"club" means the Darwin Sailing Club Incorporated.

"club year" means the period 1 January to 31 December of the same year.

"club financial year" means the period of twelve (12) months ending on 30 June or other such twelve (12) month period as may be determined by the Management Committee from time to time.

"flag officer" means, in order of seniority, the Commodore, the Vice Commodore Sailing, the Rear-Commodore Training and Juniors, the Rear Commodore House, then the Rear-Commodore Social and Publicity.

"House Committee" means the committee constituted in accordance with clause 22.

"Junior Committee" means the committee constituted in accordance with clause 28.

"Management Committee" means the committee of management of the Club constituted in accordance with clause 14.

"Publicity Committee" means the committee constituted in accordance with clause 26.

"Sailing Committee" means the committee constituted in accordance with clause 18.

"Social Committee" means the committee constituted in accordance with clause 24.

"special resolution" means a resolution passed at a duly convened meeting and passed by a majority of not less than three quarters of such members of the club **present**, as being entitled to vote, do so in person.

"Training Committee" means the committee constituted in accordance with clause 20.

- 2.2** In this Constitution expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in visible form.

- 2.3** Words and expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act.

- 2.4** Words importing any gender shall mean and be construed as importing any other gender and words importing the singular shall import the plural and vice versa.

### **3 OBJECTS**

- 3.1** The objects of the club are to promote and encourage the building sailing and racing of all types of sailing craft in Darwin the surrounding waters and elsewhere and to promote and encourage goodwill and fellowship amongst yachtsmen irrespective of race religion, creed, or political affiliation.
- 3.2** That at all times the Club remain non-sectarian and apolitical.

### **4 POWERS AND PATRON**

- 4.1** The powers of the club are:-
- (1) To subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, the objects of which are altogether or in part similar to those of the club provided that the club shall not subscribe to or support with its funds any association club or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the club under or by virtue of this Constitution.
  - (2) In furtherance of the objects of the club to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the club and their bona fide guests.
  - (3) To purchase, take on lease or in exchange, hire and otherwise acquire any right title or interest in any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the club: provided that in case the club shall take or hold any property which may be subject to any trusts the club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
  - (4) To enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the club; to obtain from any such government or authority any rights, privileges and concessions which, without limiting the generality of the foregoing, may include the operation of cash paying gaming machines, the club may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
  - (5) To appoint, employ, remove or suspend such managers, clerks, secretaries, employees, workmen and other persons as may be necessary or convenient for the purposes of the club.

- (6) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the club, or in or about the club or promotion of the club or in the furtherance of its objects.
- 7) To construct, improve, maintain, develop, work, manage, carry out, alter or control any premises, buildings, grounds, works, vessels or conveniences which may seem calculated directly or indirectly to advance the interests of the club, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (8) To invest and deal with the money of the club not immediately required in such manner as may from time to time be thought fit.
- (9) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (10) In furtherance of the objects of the club to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- (11) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the property or assets present or future of the club and to purchase, redeem or pay off any such securities.
- (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (13) In furtherance of the objects of the club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the club.
- (14) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the property of the club of whatsoever kind sold by the club, or any money due to the club from purchasers and others.

- (15) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the club but subject always to the proviso of subclause 4.1(3).
- (16) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contribution to the funds of the club by way of donations.
- (17) To print and publish any newspapers, periodicals, books or leaflets that the club may think desirable for the promotion of its objects.
- (18) In furtherance of the objects of the club to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the club under or by virtue of this Constitution.
- (19) In furtherance of the objects of the club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the club is authorised to amalgamate.
- (20) In furtherance of the objects of the club to transfer all or any part of the property, assets, liabilities and engagements of the club to any one or more of the incorporated associations with which the club is authorised to amalgamate.
- (21) To make donations for patriotic charitable or community purposes.
- (22) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the club.

#### **4.2 PATRON**

The Management Committee may invite any person to be the patron of the club and any two other persons to be vice-patrons of the club for the twelve (12) month period following the Annual General Meeting.

## **5 FINANCIAL MANAGEMENT**

### **5.1 FINANCIAL YEAR**

The financial year of the Sailing Club is the period of twelve (12) months ending on 30 June or other such twelve month period as may be determined by the Management Committee from time to time.

## 5.2 FUNDS AND ACCOUNTS

- (1) The Association must open an account or accounts with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Management Committee may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by either of two (2) Management Committee members authorised by the Management Committee or by one (1) staff member authorised by the Management Committee and one (1) Management Committee member authorised by the Management Committee.
- (4) All electronic payments and transfers of funds must be authorised electronically by either of two (2) Management Committee members authorised by the Management Committee or by one (1) staff member authorised by the Management Committee and one (1) Management Committee member authorised by the Management Committee.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than five (5) working days after receipt or as soon as practicable after that day.
- (6) With the approval of the Management Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- (7) The Management Committee may authorise the General Manager to expend funds on behalf of the Sailing Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Management Committee for each item of expenditure.

## 5.3 ACCOUNTS AND AUDITS

The responsibility of the [Management Committee](#) under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to -

- (a) the keeping of accounting records;

- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

## **6 CLASSES OF MEMBERSHIP**

### **6.1 The club shall have the following classes and sub classes of membership:**

- 6.1 (a) Ordinary Members;
  - 6.1 (a) (i) Sailing Members
  - 6.1 (a) (ii) Life Members
  - 6.1 (a) (iii) Active Sailing Members
  - 6.1 (a) (iv) Social Members
- 6.1 (b) Temporary Members;
  - 6.1(b) (i) Temporary Sailing Members
  - 6.1(b) (ii) Temporary Social Members
- 6.1 (c) Honorary Members;
  - 6.1(c) (i) Honorary Sailing Members
  - 6.1(c) (ii) Honorary Social Members
  - 6.1(c) (ii) Club Sponsor Members

### **6.2 Ordinary Member**

Ordinary members are members who may participate in the activities, and use the facilities, of the club throughout the year according to their sub class of membership.

### **6.3 Sailing Member**

Sailing members are members who wish to sail or support the sailing activities of the club and have the right to participate in the decision making processes according to this constitution.

### **6.4 Life Member**

- 6.4 (a) A person who has rendered special service to the club be nominated by the Management Committee for Life membership of the club and upon being so elected at a General Meeting of the club shall be a Life member of the club.
- 6.4 (b) A Life member shall have all the rights and privileges of a Sailing member without payment of subscriptions. A person if of the age of eighteen (18) years or over and the spouse of or living in a de facto relationship with a Life member will be granted Social membership without payment of the subscription fee.



## 6.5 Active Sailing Members

- 6.5 (a) A Sailing Member, but not a member under 18 years of age or a Social Member, may apply to the Sailing Committee for inclusion of their name on the list of Active Sailing members.
- 6.5 (b) A Sailing Member shall be entitled to have their name included on the list of Active Sailing Members if in the opinion of the Sailing Committee they are a bona fide sailor and during a period of three (3) months immediately prior to their application or the compilation of the list of Active Sailing members they have:
- (1) sailed for at least ten (10) hours;
  - (2) participated in the organisation or running of at least three (3) club sailing events; or
  - (3) been nominated by an Association recognised by the Sailing Committee; and approved by the Sailing Committee, at its discretion.
- 6.5 (c) The Sailing Committee shall not consider any application for inclusion on the list of Active Sailing members within ten (10) days prior to any General Meeting.
- 6.5 (d) The list of Active Sailing members shall be compiled by the Sailing Committee in July of each year and shall be signed by the Vice-Commodore Sailing not later than 30 July in each year.
- 6.5 (e) All subsequent additions to the Active Sailing members list shall be signed by the Vice-Commodore Sailing.
- 6.5 (f) The Sailing Committee shall post the list of Active Sailing members in a conspicuous place on the club premises.

## 6.6 Social Members

- 6.6 (a) A Social member is a member who wishes to participate in the social activities of the club and have access to the amenities of the Club house only.

## 6.7 Honorary Members

- 6.7 (a) The Management Committee may by special resolution deem any person to be an honorary member.
- 6.7 (b) An Honorary Member shall be entitled to Social membership of the club for a period from being deemed an Honorary Member until the end of the club year.
- 6.7 (c) An Honorary Member shall be under no obligation to pay a membership fee.

## 6.8 Temporary Members

- 6.8 (a) A Flag Officer, the Secretary of the Management Committee, or the **General Manager** may deem any person to be a Temporary **Sailing Member** who is:
- (1) a member of another sailing club (whether in Australia or elsewhere) and who is a visitor to Darwin; or
  - (2) an owner, skipper or crewman of a yacht visiting Darwin; or
  - (3) a visitor to Darwin who resides at least 100 kilometres from the club; or
  - (4) a member of the board of directors, managing committee, or an executive of a club or association involved in boating activities; or
  - (5) a person who **has** enrolled in **an** approved course held at the club.
- 6.8 (b) A flag officer, the Secretary of the Management Committee, or Delegated Staff may deem any person to be a Temporary Social member who is:
- (1) an unaccompanied visitor to the club; or
  - (2) a guest of an Ordinary Member who has previously visited the club three (3) times in the preceding 12 month period.
- 6.8 (c) A Temporary Member shall be entitled to membership of the club for a period not exceeding **three (3) months** in any **twelve month period**.
- 6.8 (d) A Temporary Member shall be liable to pay the temporary membership fees prescribed from time to time.
- 6.8 (e) A Temporary Member shall not be entitled to sign-in guests to the club premises and shall not be entitled to stand for membership of any committee of the club, nominate persons to membership of the club or any committee of the club or vote at any meeting of members of the club.

## 7 MEMBERSHIP ELIGIBILITY

- 7.1 A family is eligible for Family **discount** where the family consists of a member, the spouse of or living in a de facto relationship with the member, and their dependent children.
- 7.2 A club sponsor is entitled to membership of the club, subject to the conditions of the sponsorship contract, and shall be equivalent to social membership.

- 7.3** A person is eligible for County **Discount** if their normal place of residence is more than one hundred (100) kilometres from the club premises in Darwin.
- 7.4** A person is eligible for Senior Citizen **Discount** if of the age of sixty (60) years **when fees become due**.
- 7.5** A person is eligible for Young Adult **Discount** if of the age of eighteen (18) years and over but less than twenty four (24) years **when fees become due**.
- 7.6** A person is eligible for Junior **Discount** if under the age of eighteen (18) years and over **when fees become due**.
- 7.7** A person **holding** Gold membership has the rights and privileges of **an Ordinary** member for life. **This subclass of membership is not available for new applications.**
- 7.8** A person **holding** Silver membership **has** the rights and privileges of **an Ordinary** member for twenty (20) years. **This subclass of membership is not available for new applications.**
- 7.9** A person is eligible for Bronze membership which membership grants the rights and privileges of **an Ordinary** member for ten (10) years. **This subclass of membership is not available for new applications.**
- 7.10** A member of any **Class or sub Class** shall be entitled to membership of any other **Class or sub Class** of membership upon satisfying the Management Committee of compliance with the eligibility requirements of that other **Class or sub Class** and upon paying any differential in fees or subscriptions between those currently paid or payable by the member and in the category for which they are seeking membership. There shall be no refund of fees where a member moves from a **Class or sub Class** with a higher fee to one with a lower fee during the current **term of membership**.

## **8 ADMISSION OF ORDINARY MEMBERS**

- 8.1** Every applicant for ordinary membership of the club shall be proposed by a **Sailing** Member **eighteen years of age or over**, and seconded by another **Sailing** Member **eighteen years of age or over**. The application for membership shall be made in writing, signed by the applicant, the proposer, and the seconder and shall be in such form as the Management Committee may from time to time prescribe and shall be accompanied by the prescribed fees.
- 8.2** The Management Committee shall post or cause to be posted the application forms in a conspicuous place on the club premises for a period of not less than fourteen (14) days.
- 8.3** A person who wishes to object to the granting of **Ordinary** membership to an applicant may do so by stating such objection and the reasons for it in writing addressed to the

Secretary of the Club within fourteen (14) days of the posting of the applications as provided in the immediately preceding clause.

- 8.4** After the posting of the application as provided in clause 8.2 such application shall be considered by the Management Committee.
- 8.5** Any applicant who receives the approval of three fourths of the members of the Management Committee shall be accepted as a member to the **Class and subclass** of membership for which that person has applied.
- 8.6** On the acceptance or rejection of an application for any class of membership the **Secretary** shall give the applicant notice in writing of such acceptance or rejection and in the case of rejection the paid fee shall be refunded.

## **9 REGISTER OF MEMBERS**

- 9.1** The Management Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the club the dates of their admission to membership and the type and category of their membership.
- 9.2** Particulars shall also be entered into the register of the deaths, resignations, terminations and reinstatement's of membership and any further particulars the Management Committee may require from time to time.
- 9.3** The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

## **10 NUMBER OF MEMBERS**

The association must have a minimum of fifty (50) members.

## **11 FEES**

- 11.1** The Management Committee, when drawing up the club's budget for the forthcoming financial year, shall also draw up a proposed scale of application and membership fees, to be placed before members for ratification at the next General Meeting.
- 11.2** Annual subscriptions shall become due on the **anniversary of the membership** and be payable **within six (6) weeks**.
- 11.3** A member who fails to pay his annual subscription **within 3 months of when it becomes payable** shall cease to be a member at the discretion of the Management Committee.

## **12 TERMINATION OF MEMBERSHIP**

- 12.1** A member may resign from the club at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 12.2** Where the Management Committee is of the opinion that a member of the club:
- (1) has persistently refused or neglected to comply with a provision of this Constitution or and Rules of the club; or
  - (2) has conducted himself in a manner considered to be unbecoming or injurious or prejudicial to the objects or character or interests of the club, the Management Committee may by resolution expel the member from the club or suspend the member from membership of the club for a specified period.
- 12.3** The Management Committee shall not expel or suspend a member without giving him a reasonable opportunity to be heard as to why he should not be expelled or suspended.
- 12.4** In the absence of exceptional circumstances a member shall be entitled to at least 7 days written notice of any hearing and the notice shall state the grounds upon which he may be expelled or suspended.
- 12.5** A member who has been expelled or suspended shall not be eligible to take part in any club activities or events and may not enter or remain upon club property without the consent of the Management Committee.

## **13 GRIEVANCES AND COMPLAINTS**

- 13.1** This clause applies to disputes between –
- (a) a member and another member; or
  - (b) a member and the Management Committee.
- 13.2** 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.
- 13.3** 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 after the meeting, hold another meeting in the presence of a mediator.
- 13.4** 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 *Associations Act*.

- 13.5** A member of the club can be a mediator.
- 13.6** The mediator cannot be a party to the dispute.
- 13.7** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 13.8** The mediator, in conducting the 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.
- 13.9** The mediator must not determine the dispute.
- 13.10** If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Associations Act or otherwise at law.

## **14 MANAGEMENT COMMITTEE**

- 14.1** The club shall have a Management Committee which shall consist of the Commodore, the Vice-Commodore sailing, the Rear-Commodore Training and Juniors, the Rear-Commodore House, the Rear-Commodore Social and Publicity, the Secretary, the Treasurer, the Publicity Officer and four (4) ordinary committeemen all of whom to be eligible for election to the Management Committee must be [Sailing Members not under eighteen \(18\) years of age](#).
- 14.2** At the Annual General Meeting of the club all members of the Management Committee for the time being shall retire from office but shall be eligible upon nomination for re-election.
- (a) At the first Annual General Meeting following the insertion of this clause as amended, all members of the Management Committee for the time being shall retire from office but shall be eligible upon nomination.
  - (b) members elected to the following positions shall retire at the Annual General Meeting held in 1994 but shall be eligible upon nomination for re-

election for a two year term, and thereafter each successive term of election to the following position shall be two years:

- (i) Commodore
- (ii) Rear Commodore Training and Juniors
- (iii) Rear Commodore Social
- iv) Treasurer
- (v) Two Committee Members

- (c) Members elected to the following positions shall retire at the Annual General Meeting in 1995 but shall be eligible upon nomination for re-election for a two year term and thereafter each successive term of election to the following positions shall be two years:

- (i) Vice Commodore
- (ii) Rear Commodore House
- (iii) Secretary
- (iv) Publicity Officer
- (v) Two Committee Members

- (d) The Chairman presiding at the Annual General Meeting held in 1994 shall have the right to decide in the event of dispute which two ordinary committee members shall retire from office at that Annual General Meeting.

**14.3** The election of officers and other members of the Management Committee shall take place in the following manner:

- (1) Any two (2) **Ordinary members but not Under 18 years of age or social members** shall be at liberty to nominate any eligible person to serve as a member of the Management Committee.
- (2) The nomination, which shall be in writing and signed by the member, the proposer and the seconder shall be lodged with the Secretary not later than fourteen (14) days before the Annual General Meeting at which the election is to take place.
- (3) A list of the candidates' names in alphabetical order, with the proposers' and seconds' names shall be posted in a conspicuous place on the club premises for not less than seven (7) days immediately preceding the Annual General Meeting at which the election is to take place.
- (4) There shall be two types of ballot (if necessary) for membership of the Management Committee.
  - (i) The first shall be for the positions of Commodore, Rear-Commodore House, Rear-Commodore Social and Publicity, Secretary and Treasurer; and

(ii) The second for Vice-Commodore sailing, Rear-Commodore Training and Juniors, the four (4) ordinary committeemen and the Publicity Officer.

(5) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order and each **Ordinary Member, other than Social Members and members less than eighteen (18) years of age**, present at the Annual General Meeting shall be entitled to vote for a number of candidates not exceeding the number of vacancies provided that only Active Sailing members may vote in the second ballot.

(6) Should, at the commencement of the Annual General Meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

**14.4** Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary and such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

**14.5** Any member of the Management Committee may be removed from office at a General Meeting of the club upon written notice of motion given to the secretary not less than ten (10) days prior to the General Meeting at which such motion is sought to be put where that member shall be given the opportunity to fully present his case and such removal shall be determined by the vote of the members present at such General Meeting and entitled to vote on the election of that member to the Management Committee.

**14.6** Any member of the Management Committee who without leave of the Management Committee is absent for three (3) consecutive Management Committee meetings shall cease to be a member of the Management Committee and shall cease to hold the office to which he was elected or appointed.

## **15 VACANCIES ON THE MANAGEMENT COMMITTEE**

**15.1** The Management Committee shall have power at any time to appoint any **Ordinary Member**, but not a member **under 18 years of age or a social member**, to fill a casual vacancy on the Management Committee until the next General Meeting.

**15.2** The continuing members of the Management Committee may act notwithstanding any casual vacancy on the Management Committee but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or for summoning a General Meeting of the club, but for no other purpose.



## **16 FUNCTIONS OF THE MANAGEMENT COMMITTEE**

**16.1** Except as otherwise provided by this Constitution and subject to resolutions of the members of the club carried at any General Meeting the Management Committee:

- (1) shall have the general control and management of the administration of the affairs, property and funds of the club; and
- (2) shall have authority to interpret the meaning of this Constitution and any matter relating to the club on which this Constitution is silent; and
- (3) shall appoint a club archivist who shall be responsible for keeping all club histories and documents and other records which relate to the club and its activities.

**16.2** The Management Committee may exercise all the powers of the club;

- (1) to borrow or raise or secure the payment of money and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the club in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the property of the club both present and future and to purchase redeem or pay off any such securities;
- (2) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged- by bankers in Darwin for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the club and to provide and pay off any such securities and;
- (3) to invest in such manner as may from time to time be determined.

**16.3** Collective responsibility of the Management Committee.

- (1) As soon as practicable after being elected to the Management Committee, each Management Committee member must become familiar with the Act and regulations made under the Act.
- (2) The Management Committee is collectively responsible for ensuring the Association complies with the Act and Regulations made under the Act.

## **17 MEETINGS OF THE MANAGEMENT COMMITTEE**

- 17.1** (1) The Management Committee shall meet at least once every calendar month to exercise its functions.
- (2) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one third of the members of the Management Committee which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted.
- (3) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last General Meeting of the members shall constitute a quorum.
- (4) Subject as previously provided in this clause the Management Committee may meet together and regulate its proceedings as it thinks fit provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the chairman shall have a deliberative and casting vote.
- (5) A member of a Management Committee shall disclose any direct or indirect interest he may have in respect of any contract or proposed contract with the club and shall not vote on any matter arising thereout and if he does so vote his vote shall not be counted.
- (6) Not less than seven (7) days notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The Commodore shall preside as Chairman at every meeting of the Management Committee or if there is no Commodore or if at any meeting he is not present within ten (10) minutes after the time appointed for the holding of the meeting the next senior flag officer shall be the Chairman and if there is no flag officer present then the members of the Management Committee may choose one of their number to be the Chairman of the meeting.
- (8) If within 15 minutes from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present in 15 minutes from the time appointed for the meeting the meeting shall lapse.

- 17.2** (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the club as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (2) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and, in the case of an equality of votes the question shall be deemed to be decided in the negative.
- 17.3** The Management Committee may make repeal and amend Rules as it may from time to time consider necessary in the interests of the club which Rules shall be consistent with this Constitution. After formulation Rules shall be placed before members at the next General Meeting for ratification.
- 17.4** When ratified, such Rules shall be recorded in an appropriate book and published in so far as is practically possible in the club year book. All Rules which have been made repealed or amended shall be posted in a conspicuous place on the club premises within seven (7) days of their having been made repealed or amended and shall remain so posted for a period of not less than sixty (60) days.
- 17.5** All acts done by any meeting or the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
- 17.6** A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Management Committee.

## **18 SAILING COMMITTEE**

- 18.1** There shall be a Sailing Committee which shall consist of the Vice Commodore (who shall be Chairman), a Secretary, a Safety Officer and not less than eight Active Sailing Members, with the maximum number to be determined by Management Committee each year.
- 18.2** The Vice Commodore may, at any time prior to the Annual General Meeting, specify that any number of the Active Sailing member positions on the Sailing Committee shall be reserved for direct appointment by a Racing Division representing one division engaged in active racing in club events, provided that only one Active Sailing member position may be reserved for each division.
- 18.3** Where one or more Active Sailing Member positions have been reserved in accordance with clause 18.2, then there shall be direct appointment to that position or to each of those positions upon the written nomination of the division or divisions specified by the Vice Commodore. Nominations must be made before the Annual General Meeting and announced at that meeting, however in the event of a failure by a division to make a nomination; the Vice Commodore may co-opt an Active Sailing member or members to fill any vacancies.
- 18.4** At the Annual General Meeting of the Club all members of the Sailing Committee (other than the Vice Commodore) shall retire from office but shall be eligible for reappointment or re-election as the case may be.
- 18.5** The election of the Secretary, Safety Officer and the balance of Active Sailing Member positions (if any) that remain following a reservation in accordance with clause 18.2, shall take place in the following manner.
- (a) Any Active Sailing Member may be nominated by any two other Active Sailing Members to serve as a member of the Sailing Committee.
  - (b) The nominations, which shall be in writing and signed by the active sailing member, the proposer and seconder shall be lodged at the Club office not later than fourteen days from the date of the Annual General Meeting at which the election is to take place.
  - (c) A list of the candidates' names in alphabetical order with the proposers and seconders names shall be posted in a conspicuous place on the club premises for not less than seven days immediately preceding the Annual General Meeting.
  - (d) Ballot lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order and each active sailing member present at the Annual General Meeting shall be entitled to vote for any number of such vacancies.

- (e) Should at the commencement of such meeting there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

## **19 FUNCTIONS OF THE SAILING COMMITTEE**

- 19.1** Except as otherwise provided by this Constitution and subject to resolutions of the members of the club carried at any Annual General Meeting, the Sailing Committee shall be responsible to the Management Committee for the organisation safety and running of all club sailing events and for all matters relating to club sailing activities other than those concerning training or [Sailing Members under the age of eighteen \(18\) years](#).
- 19.2** The Sailing Committee may make racing rules binding on all members engaged in club racing.

## **20 TRAINING COMMITTEE**

- 20.1** The club shall have a Training Committee which shall consist of the Rear-Commodore Training and Juniors, the Training Officer and three (3) [Sailing Members not under the age of eighteen \(18\) years](#) appointed by the Rear-Commodore Training and Juniors.
- 20.2** The members appointed under clause [20.1](#) shall have their appointments confirmed at the next General meeting.

## **21 FUNCTIONS OF THE TRAINING COMMITTEE**

- 21.1** Except as otherwise provided by this Constitution the Training Committee shall be responsible to the Management Committee for the organisation and running of all sail training activities of the club.

## **22 HOUSE COMMITTEE**

- 22.1** The club shall have a House Committee which shall consist of the Rear-Commodore House, a Secretary and three (3) [Ordinary Members not under the age of eighteen \(18\) years](#).
- 22.2** At the Annual General Meeting of the club all members of the House [Committee, other than the Rear Commodore House](#), shall retire from office but shall be eligible upon nomination for re-election.
- 22.3** The election of House Committee members, [other than the Rear Commodore House](#), shall take place in the following manner:

- (1) any two **Sailing Member not under eighteen (18) years of age** shall be at liberty to nominate any eligible person to serve as a member of the House **C**ommittee.
- (2) the nomination, which shall be in writing and signed by the member, the proposer and the seconder, shall be lodged with the **C**lub Secretary not later than fourteen (14) days before the Annual General Meeting at which the election is to take place.
- (3) a list of the candidates' names in alphabetical order, with the proposers' and seconds' names shall be posted in a conspicuous place on the club premises for not less than seven (7) days immediately preceding the Annual General Meeting.
- (4) ballot lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order and each **Sailing Member not under eighteen (18) years of age** present at the Annual General Meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies.
- (5) should, at the commencement of the Annual General Meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

## **23 FUNCTIONS OF THE HOUSE COMMITTEE**

- 23.1** Except as otherwise provided by this Constitution the House **C**ommittee shall be responsible to the Management Committee for the administration maintenance and operation of club premises.
- 23.2** The House committee may make such rules as it considers necessary for the proper running of the club premises which rules shall be submitted to the Management Committee for approval and upon being so approved shall be binding on all members of the club and be prominently displayed on the club premises.

## **24 SOCIAL COMMITTEE**

- 24.1** The club shall have a Social Committee which shall consist of the Rear-Commodore Social and Publicity, a Secretary and not less than five (5) and not more than nine (9) **Ordinary members not under the age of eighteen (18) years.**
- 24.2** At the Annual General Meeting of the club all members of the Social Committee, **other than the Rear Commodore Social and Publicity,** shall retire from office but shall be eligible upon nomination for re-election.
- 24.3** The election of Social Committee members shall take place in the following manner:

- (1) any two **Sailing members not under the age of eighteen (18) years** shall be at liberty to nominate any eligible person to serve as a member of the Social Committee.
- (2) the nomination, which shall be in writing and signed by the member, the proposer and the seconder shall be lodged with the **Club Secretary** not later than fourteen (14) days before the Annual General Meeting at which the election is to take place.
- (3) a list of the candidates' names in alphabetical order, with the proposers' and seconds' names shall be posted in a conspicuous place on the club premises for not less than seven (7) days immediately preceding the Annual General Meeting.
- (4) ballot lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order and each **Sailing Member not under the age of eighteen (18) years**, present at the Annual General Meeting, shall be entitled to vote for **the members to fill the** number of vacancies.
- (5) should, at the commencement of the Annual General Meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

## **25 FUNCTIONS OF THE SOCIAL COMMITTEE**

- 25.1** Except as otherwise provided by this Constitution the Social Committee shall be responsible to the Management Committee for the organisation and conduct of all club social events.

## **26 PUBLICITY COMMITTEE**

- 26.1** The club shall have a Publicity Committee which shall consist of the Publicity Officer, and up to three (3) **Sailing Member not less than eighteen (18) years of age** appointed by the Publicity Officer. The Rear-Commodore Social and Publicity shall be an ex-officio member.
- 26.2** At the Annual General Meeting of the club all members of the Publicity Committee, **Other than the Publicity Officer**, shall retire from office.

## **27 FUNCTIONS OF THE PUBLICITY COMMITTEE**

- 27.1** Except as otherwise provided by this Constitution the publicity committee shall be responsible to the Management Committee for:

- (1) the promotion of the club generally;
- (2) the promotion of the sport of sailing;
- (3) publicity of sailing events and the results of such events organised by the club or in which club members have competed;
- (4) publicity of social events organised by the club;
- (5) publication of a periodical and its distribution to members;
- (6) the printing of a year book containing all the elected officers of the club, the Rules, the house rules, the sailing program, the sailing instructions, courses and such other information as may be required by the Management Committee.
- (7) the printing and distribution of an annual report.

## **28 JUNIOR COMMITTEE**

- 28.1** The club shall have a Junior Committee, which shall consist of a Junior Commodore, a Junior Vice-Commodore, a Junior Rear-Commodore, a Secretary, a Treasurer and three (3) members. The Rear-Commodore Training and Juniors shall be an ex-officio member of the Committee.
- 28.2** At the Annual General Meeting of the Committee all members shall retire from office but shall be eligible upon nomination for re-election.
- 28.3** The election of officers and other members of the Junior Committee shall take place in the following manner:
- (1) any two (2) Sailing members under the age of eighteen (18) years shall be at liberty to nominate any Sailing members under the age of eighteen (18) years to serve as a member of the Junior Committee;
  - (2) the nomination which shall be in writing and signed by the member, the proposer and seconder, shall be lodged with the Vice-Commodore Training and Juniors not later than fourteen (14) days prior to the Annual General Meeting at which the election is to take place;
  - (3) a list of the candidates' names in alphabetical order, with the proposers' and seconders' names shall be posted in the Junior Clubroom for not less than seven (7) days prior to the Annual General Meeting at which the election is to take place;
  - (4) there shall be a single ballot for all positions on the Committee;



- (5) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order and each Sailing members under the age of eighteen (18) years present at the Annual General Meeting shall be entitled to vote for a number of candidates not exceeding the number of vacancies;
- (6) should, at the commencement of the Annual General Meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting;
- (7) the election shall be conducted by the Rear-Commodore Training and Juniors with the Secretary of the Training Committee acting as Returning Officer.

## **29 FUNCTIONS OF THE JUNIOR COMMITTEE**

**29.1** Except as otherwise provided by this Constitution the Junior Committee shall be responsible to the Management Committee for the following:

- (1) the management of the Junior Clubroom;
- (2) the conduct of Sailing members under the age of eighteen (18) years while they are on club premises, including while in club sailing vessels or participating in club events;
- (3) the provision of advice regarding Junior specific requirements in the form of premises, fixtures and fittings, sail training and allied matters.

In discharging these responsibilities the Junior Committee may call upon appropriate members of senior committees for advice and assistance.

## **30 GENERAL MEETINGS**

**30.1** The Annual General Meeting shall be held on the last Tuesday of November in each year.

**30.2** An ordinary General Meeting shall be held on the last Tuesday of each of the months of February, May and August in each year.

**30.3** The Management Committee may call a Special General Meeting on its own motion and shall call a Special General Meeting upon a written requisition to do so by not less than forty (40) Sailing Members eighteen years of age and over which requisition shall state the purpose of the Special General Meeting and the motions to be put to the meeting.

- A. The business to be transacted at a Special General Meeting shall be limited:
- (1) In the case of a meeting convened upon the requisition of members, to the motion or motions contained in the requisition; and
  - (2) In the case of a meeting convened upon the motion of the Management Committee, to the motion or motions contained in the Notice of Meeting.

**30.4** The business to be transacted at every Annual General Meeting shall be:

- (1) the receiving of the reports of the Management Committee and the financial statements of the club for the preceding financial year;
- (2) the receiving of the report of the auditors upon the financial statements of the club for the preceding financial year;
- (3) the election of members of the committees of the club;
- (4) the appointment of an auditor;
- (5) such other business which may lawfully be brought forward.

- 30.5** (1) At any General Meeting a quorum shall be constituted by twenty-five (25) [Sailing Members eighteen \(18\) years of age or over](#).
- (2) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (3) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the club shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (4) The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 30.6** (1) The Secretary shall convene all General Meetings, except Special General Meetings, of the club by giving not less than fourteen (14) days' notice of any such meeting to the members of the club.
- (2) The manner by which such notice shall be given shall be determined by the Management Committee.
- (3) A copy of every motion to be put to any General Meeting other than a special General Meeting shall be delivered to the Secretary at least twenty eight (28) days before the date of the General Meeting.
- (4) The Secretary shall convene all Special General Meetings of the club by giving not less than twenty-one (21) days notice of any such meeting to the members of the club.

**30.7** At every General Meeting:

- (1) The Commodore shall preside as Chairman, or if there is no Commodore, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act then the next senior flag officer shall be the Chairman or if a flag officer is not present or is unwilling to act then the members present shall elect one of their number to be the Chairman of the meeting;
- (2) Subject as provided in clause 35.1 every question, matter or resolution shall be decided by a majority of votes of the members present and entitled to vote;
- (3) Every member present and entitled to vote shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: provided that no member shall be entitled to vote at any General Meeting if his annual subscription is in arrears at the date of the meeting;
- (4) Voting shall be by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two (2) members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (5) A member entitled to vote at a General Meeting may vote in person and on a show of hands every person present who is a member entitled to vote shall have one vote and in a secret ballot every member present in person entitled to vote shall have one vote;
- (6) No member other than a **Sailing Member 18 years of age or over, or a Life Member**, may speak at a General Meeting other than with the consent of the meeting;

- (7) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee Meeting and General Meeting to be entered in a book to be opened for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of insuring the accuracy of the recording of such minutes, the minutes of every Management Committee Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee verifying their accuracy. Similarly the minutes of every General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting. Provided that the minutes of any General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting.

## **31 VOTING**

- 31.1** **Ordinary Members**, but not members **under 18 years of age or Social** members, shall be the only persons entitled to vote at a General Meeting of the club and no member entitled to vote shall vote more than once at any election or upon any motion.
- 31.2** Where a person is issued with a ballot paper for the position of Commodore, Vice-Commodore Sailing, Rear-Commodore Training and Juniors, Rear-Commodore House, Rear-Commodore Social and Publicity, Secretary, Treasurer or Publicity Officer he shall mark the ballot paper by placing the figure 1 on the square on the ballot paper opposite the name of the candidate for whom he votes.
- 31.3** A person conducting a determination of the results of a ballot for the positions specified in the immediately preceding clause shall:
- (1) Open the ballot boxes under his control;
  - (2) Place all informal ballot papers in a parcel;
  - (3) Arrange all formal ballot papers under the names of the candidate in respect of whom votes were cast;
  - (4) Make a statement setting out the number of votes cast for each candidate.
- 31.4** The candidate receiving the highest number of votes shall be declared elected to the position for which he stood.
- 31.5** If all votes have been counted and two candidates have equally the highest number of formal votes cast the person conducting the election shall have and exercise a casting vote.
- 31.6** The candidate ascertained in accordance with sub-clauses **31.4**, **31.5**, shall be elected to the position for which he stood.

- 31.7** Where a person is issued with a ballot paper for the positions of ordinary committeeman for any of the committees of the club he shall mark the ballot paper by circling the names of the candidates whom he wishes to elect to the positions on the committee.
- 31.8** A person conducting a determination of the results of a ballot in accordance with the immediately preceding clause shall:
- (1) Open the ballot boxes under his control;
  - (2) Place all informal ballot papers in a parcel;
  - (3) Make a statement setting out the number of votes cast for each candidate in the ballot.
- 31.9** The candidates receiving the highest number of votes in descending order for the position of ordinary committee man for which they stood shall be elected to that position.
- 31.10** Where there are two or more candidates with the fewest number of votes for the position for which they stood the person conducting the election shall decide by lottery which candidate or candidates shall be excluded from consideration.

## **32 RETIREMENT FROM COMMITTEES OTHER THAN THE MANAGEMENT COMMITTEE**

- 32.1** Any member of any committee may resign from membership of that committee at any time by giving notice in writing to the Secretary and such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 32.2** Any member of a committee may be removed from office at a General Meeting of the club where that member shall be given the opportunity to fully present his case and such removal shall be determined by the vote of the members present at such General Meeting and entitled to vote on the election of a member to the committee.
- 32.3** Any member of a committee who without leave of the committee is absent for three (3) consecutive committee meetings shall cease to be a member of the committee and shall cease to hold the office to which he was elected or appointed.

## **33 VACANCIES ON A COMMITTEE OTHER THAN THE MANAGEMENT COMMITTEE**

- 33.1** The Management Committee shall have power at any time to appoint any eligible member to fill a casual vacancy on a committee until the next General Meeting.

## **34 QUORUMS**

**34.1** The following shall be the quorums for the committees provided for in this Constitution:

- (1) Management Committee - six (6) members;
- (2) Sailing Committee - six (6) members;
- (3) House Committee - three (3) members;
- (4) Social Committee - four (4) members;
- (5) Training Committee - three (3) members;
- (6) Publicity Committee - two (2) members.
- (7) Junior Committee - five (5) members.

## **35 ALTERATION OF CONSTITUTION**

**35.1** This Constitution shall not be amended except by a General Meeting on a motion voted for by a two-thirds majority of Active Sailing members voting and a two-thirds majority of Sailing members but not members under eighteen years of age.

**35.2** Notice of any proposed Constitutional amendment shall be given to all **Ordinary Members**, but not members **under 18 years of age or Social** members, not less than fourteen (14) days prior to the General Meeting at which the amendment is to be considered. The manner by which such notice shall be given shall be determined by the Management Committee.

## **36 COMMON SEAL**

**36.1** The Management Committee shall provide for a common seal and for its safe custody. The common seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a flag officer and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

## **37 DOCUMENTS**

**37.1** The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the club.

## **38 NOTICES**

**38.1** A notice may be served by or on behalf of the club upon any member either personally or by sending it by post to the member at his address shown in the register of members.

**38.2** Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

**38.3** A notice may also be served electronically to the last known electronic address of a member as notified to the Club by the member from time to time.

## **39 INCOME**

**39.1** The income and property of the club must be used and applied solely in promotion of its objects and exercise of its powers and no proportion may be distributed, paid or transferred directly or indirectly to or amongst the members.

**39.2** The immediately preceding clause does not prevent the payment in good faith of:

- (1) interest to any member on money advanced by the member to the club or otherwise owing to the member;
- (2) remuneration to any officers or servants of the club or to any member of the club for services actually rendered;
- (3) out of pocket expenses;
- (4) money lent;
- (5) reasonable and proper charges for goods hired to the club;
- (6) reasonable and proper rent for premises let to the club.

**39.3** The provisions of the two (2) immediately preceding clauses do not prevent the provision of services to a member to which he would be entitled in accordance with the objects if not a member.

## **40 DISTRIBUTION OF ASSETS**

**40.1** If the club is wound up and any property remains after satisfaction of all liabilities it must not be paid to or distributed amongst the members.

**40.2** Any such surplus must be transferred to some other institution or institutions which:

- (1) is charitable in purpose, and
  - (2) has similar purposes to the club, and
  - (3) prohibits the distribution of income and property amongst members to an extent at least as great as is imposed on the club under this rule, and
  - (4) the institution or institutions are determined in accordance with a special resolution of the members of the club, or, in the absence of such a resolution by the Registrar pursuant to the Act.
-