

WELCOME TO THE SQUADRON

Index

1. Name of the Association
2. Interpretation
3. Squadron Office
4. Objects, Purposes and Powers of the Squadron
5. Membership
6. Categories of Membership
7. Register of Members
8. Address of Members
9. Annual Subscription
10. Code of Conduct, Expulsion or Discipline
11. *"Deliberately Not used"*
12. Income and Property of the Squadron
13. Accounts of Receipts, Expenditure
14. Banking and Finance
15. Auditor
16. Audit of Accounts
17. Annual General Meeting
18. Special General Meetings
19. Notice of General Meetings
20. Business and Quorum at General Meetings
21. Commodore to preside at General Meetings
22. Adjournment of General Meetings
23. Determination of questions rising at General Meetings.
24. Votes
25. Taking a Poll
26. When Poll to be Taken
27. Affairs of the Squadron to be governed by the Board
28. Officers of the Squadron
29. General Manager
30. Constitution of the Board
31. Election of Members of the Board and Voting
32. Immediate Past Commodore
33. Vacation of Office
34. Meetings of the Board
35. Disclosure of interest in contracts etc.
36. Committees, delegations, Advisory Boards and Executive Committee
37. Financial Year
38. Notices
39. Honorary Solicitor
40. Flags etc.
41. Flag Officer's Pennants
42. Employees
43. Complaints
44. Payment of non-subscription accounts
45. Recovery of Debts
46. Alteration of Rules and Objects
47. Dissolution of the Squadron
48. No liability for loss
49. Club License – guidelines
50. Transitional Provisions

DERWENT SAILING SQUADRON INC.

RULES

NAME OF THE ASSOCIATION

1. The name of the Association shall be Derwent Sailing Squadron Inc. (in these rules called "the Squadron").

INTERPRETATION

- 2.1 In these rules, unless the contrary intention appears: -
 - Act** means the *Associations Incorporations Act 1964* (as amended)
 - Adult** means a person who has attained the age of eighteen.
 - Auditor** means the person appointed under Rule 15.1.
 - Annual General Meeting** means Annual General Meeting of Members in accordance with rule 19.
 - Board** means the Board of the Squadron constituted under Rule 30.
 - General Meeting** means a General Meeting of Members convened in accordance with rules 19 or 20.
 - Marina** means the marina owned by the Squadron and connected by a walk-way to the Squadron's premises at Marieville Esplanade, Sandy Bay.
 - Non-financial Member** means any person who is in arrears in payment to the Squadron of the Annual Subscription.
 - Ordinary Board Member** means a member of the Board to whom sub-rule 30.1.2 relates.
 - General Manager** means the General Manager for the time being of the Squadron.
 - Special General Meeting** means a General Meeting convened in accordance with Rule 18.
 - Yacht** (including its derivatives) means any type of water craft.
- 2.2 In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes, electronic or otherwise, of representing or reproducing words in a visible form.
- 2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1931 and amended in accordance with the Associations Incorporation (Model Rules) Regulations 1997 (as amended).

SQUADRON'S OFFICE

3. The office of the Squadron shall be at Marieville Esplanade, Sandy Bay, or such other place as the Board may, from time to time, determine.

OBJECTS, PURPOSES and POWERS OF THE SQUADRON

- 4.1 The basic objects of the Squadron shall include:
 - 4.1.1 The promotion of improved marine facilities for members.
 - 4.1.2 The encouragement of yachting as a sport.

- 4.1.3 Instruction and supervision in the sport of yachting with emphasis on discipline and character building.
- 4.1.4 The promotion of water safety and knowledge of navigation and the International Rules for the Prevention of Collision at Sea.
- 4.1.5 Offering assistance to persons of limited means to participate in the sport of yachting.
- 4.1.6 The encouragement of offshore racing.
- 4.1.7 The encouragement of the development, construction and use in Tasmania of yachts.
- 4.1.8 The development of an area at Sandy Bay or elsewhere in Southern Tasmania with slipways, storage facilities, club rooms and other yachting amenities.
- 4.1.9 The encouragement of cruising.
- 4.2 In addition to the basic objects of the Squadron, the objects, purposes and powers of the Squadron shall be deemed to include: -
 - 4.2.1 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 Squadron;
 - 4.2.2 The buying, selling, and supplying of, and dealing in, goods of all kinds;
 - 4.2.3 The construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Squadron;
 - 4.2.4 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 Squadron;
 - 4.2.5 The taking of such steps from time to time as the Board or the Members in General Meeting may deem expedient for the purpose of procuring contributions to the funds of the Squadron, whether by way of donations, subscriptions or otherwise;
 - 4.2.6 The printing and publishing of such newspaper, periodicals, books, leaflets, or other documents or forms of communication as the Board or the Members in General Meeting may think desirable for the promotion of the objects and purposes of the Squadron;
 - 4.2.7 The borrowing and raising of money in such terms as the Board may think fit or as may be approved or directed by resolution passed at a General Meeting;
 - 4.2.8 Subject to the provisions of the Trustee Act 1898 the investment of any monies of the Squadron not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
 - 4.2.9 The making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of sub-section (1) of Section 78 of the Income Tax and Social Services Contribution Assessment Act 1936 as amended of the Commonwealth relates;
 - 4.2.10 The establishment and support, or aiding in the establishment and support, of squadrons, institutions, funds, trusts, schemes, and conveniences calculated to benefit employees or past employees of the Squadron and their dependents, and the granting of pensions, allowances, or other benefits to employees or past employees of the Squadron and their dependents, and the making of payments towards insurance in relation to any of these purposes;
 - 4.2.11 The purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities and engagements of any Association with which the Squadron

may at any time become amalgamated in accordance with the provisions of the Act and the Rules of the Squadron;

- 4.2.12 The doing of all such other lawful things, including the establishment of policies, principles, procedures, practices, guidelines, bylaws and rules in relation to the conduct of the business of the Squadron and the conduct of its Members and staff, as are incidental or conducive to the attainment of the basic objects of the Squadron or of any of the objects and purposes specified in the foregoing provisions of their sub-rule.

MEMBERSHIP OF SQUADRON

- 5.1. A person who is nominated and approved for membership as provided in these rules is eligible to be a Member of the Squadron on payment of the annual subscription prescribed in, or fixed under, these rules.
- 5.2. A nomination of a person for membership of the Squadron:
- 5.2.1 Shall be made in the required form in writing, signed by two Members of the Squadron, giving all requisite details including name, address and occupation of the nominee;
- 5.2.2 If the nominee is unable to meet the requirements of 5.2.1. above for two Members of the Squadron to sign the nomination form then the General Manager shall interview the nominee and provide a recommendation to the Board;
- 5.2.3 Shall be accompanied by the written consent of the person nominated (which may be endorsed on the form of nomination); and
- 5.2.4 Shall be lodged with the General Manager of the Squadron.
- 5.3. As soon as is practicable after the receipt of a nomination the General Manager shall refer the nomination to the next possible meeting of the Board for consideration on the suitability of the member or members in the case of Family Membership. The Board determines suitability at its absolute discretion.
- 5.4. Deliberately not used
- 5.5. Deliberately not used
- 5.6. Deliberately not used
- 5.7. Upon a nomination being approved by the Board, the General Manager shall, with as little delay as possible, notify the nominee, in writing, that he/she has been approved for membership of the Squadron, and upon receipt of the sum payable by or on behalf of the nominee as their first year's subscription, shall enter the nominee's name in a register of Members to be kept by the General Manager, whereupon the nominee becomes a Member of the Squadron.
- 5.8. Should a nomination be rejected by the Board and a petition be received by the General Manager signed by not less than 25 Members of the Squadron eligible to vote praying for their admission, the General Manager shall within 14 days of receipt of same call a Special General Meeting when the Members present will decide the matter providing that the vote for accepting the nomination exceeds two thirds of the Members present and entitled to vote.
- 5.9. A Member of the Squadron may, at any time, resign from the Squadron by delivering to the General Manager a written notice of resignation and thereupon shall ipso facto cease to be a Member of the Squadron but no such resignation shall relieve any Member from payment of any subscription or any money due and payable by them at the time of resignation nor entitle that Member to a refund of any part of the annual subscription or other payment previously made to the Squadron.

- 5.10. Deliberately not used
- 5.11. Any right or privilege of a person by virtue of their membership of the Squadron:
- 5.11.1 Is not capable of being transferred or transmitted to another person; and
 - 5.11.2 Terminates upon the cessation of their membership, whether by death, resignation or otherwise.
- 5.12. Every Member, upon payment of their subscription shall become entitled to the benefits and privileges of the Squadron and such payment will be considered a declaration of their submission to the Constitution, Rules, Regulations and By-Laws of the Squadron as duly amended.
- 5.13 In the event of the Squadron being wound up, every Member and every person who was a Member with voting rights at an Annual General Meeting within the 12 month period immediately preceding the commencement of winding up is liable to contribute to the assets of the Squadron for payment of debts or liabilities of the Squadron; and for the costs, charges and expenses of the winding up; and for the adjustment of the rights of the contributories among themselves.
- 5.13.1 Any liability under sub rule 5.13 is not to exceed the amount of unpaid subscriptions.
 - 5.13.2 A former Member is not liable to contribute under Rule 5.13 in respect if any debt or liability of the Squadron contracted after he or she ceased to be a Member.

CATEGORIES OF MEMBERSHIP

- 6.1. There shall exist within the Squadron the following categories of membership:
- 6.1.1. **FULL MEMBER:** A full Member is an adult person. A full Member may become an office bearer of the Squadron, vote at a General Meeting of the Squadron and enjoy all the rights and privileges, which can attach to membership of the Squadron.
 - 6.1.2. **LIFE MEMBER:** A Life Member is a person who, for services rendered to the Squadron, or for other sufficient reason is nominated by the Board and elected by majority of at least two thirds of the voting Members present at the following AGM. Life Members shall enjoy all the rights and privileges of full membership of the Squadron.
 - 6.1.3. **GOLDEN MEMBER:** A Member who has been a Member of the Squadron for a continuous period of 50 years. A Golden Member shall enjoy all the rights and privileges of full membership of the Squadron.
 - 6.1.4. **VETERAN MEMBER:** A Veteran Member is a Member who has attained the age of 60 years (or in the event of a person who has retired then at the discretion of the Board 55 years) and who has been a Member of the Squadron for a period of not less than 20 years. A Veteran Member shall enjoy all the rights and privileges of full membership of the Squadron.
 - 6.1.5. **FAMILY MEMBERS:** Family Members can include two adults in a spousal relationship and their children, under the age of 18 years or dependant students under the age of 25. One adult shall be nominated as a person with the rights of a Full Member and the other Family Members the rights of Social Members.
 - 6.1.6. **CREW MEMBERSHIP:** A Crew Member is an adult person who is nominated by a Full Member. A Crew Member shall not be eligible to hold office or vote at a General Meeting of the Squadron.
 - 6.1.7. **SOCIAL MEMBER:** A Social Member is an adult person who in the opinion of the Board is suitable to be admitted as a Social Member of the Squadron. A

Social Member shall be entitled to all the rights and privileges pertaining to membership of the Squadron but shall not be eligible to hold office or vote at a General Meeting of the Squadron. Social membership shall be limited to not more than 50 per cent of Full, membership of the Squadron.

6.1.8 YOUTH MEMBER: A Youth Member is a person under the age of 18 or a full-time student under age of 25 years deemed by the Board to be future candidate for full membership. A Youth Member shall be entitled to all the rights and privileges of Full membership of the Squadron but shall not be eligible to hold office nor vote at a General Meeting of the Squadron.

6.1.9 HONORARY MEMBER: The Board shall have the power to admit any person as an Honorary Member of the Squadron by resolution to that effect, provided that such membership shall not extend beyond the first Board Meeting following the next Annual General Meeting of the Squadron.

6.1.10 VISITING MEMBER: Persons over the age of 18 years who do not reside south of the 42nd parallel of latitude in Tasmania may, on visiting Hobart, be admitted as a Visiting Member of the Squadron. Every person admitted under this rule may remain as a Visiting Member for 28 days without payment of a subscription. Should any Visiting Member wish to prolong their use of the Squadron for any further period, the Board shall be empowered to admit them as an Elected Visiting Member upon payment in advance of subscriptions to the following scale:

For 28 days to 3 Months	25.0%
For 3 to 6 Months	50.0%

of the annual subscription applicable to a Full Member. The period for which any Elected Visiting Member may be admitted shall not exceed a continuous 6 months.

6.1.11 An Honorary Member or Visiting Member shall enjoy all the rights and privileges of full membership save that he/she shall not be entitled to hold office nor vote at any General Meeting of the Squadron.

6.1.12 CORPORATE MEMBER: Corporate membership is open to registered companies and corporations and for up to 20 nominated employees of that Company/ Corporation. A Corporate Member may not hold office, nor vote at a General Meeting.

6.1.13 TRAINING MEMBER: A Training Member is a person who has enrolled for a Sailtrain course and is admitted as a Member for the duration of the course. Training Members will be recorded on a register set up for that purpose and separate to the Club membership register.

6.2 The rights and privileges, save the right to vote and stand for office, that attach to the membership classes outlined in 6.1 above shall be determined by the Board and published from time to time.

REGISTER OF MEMBERS

7. The General Manager shall maintain in a manner prescribed by the Board, a full and complete list of the names of all Members of the Squadron together with their category of membership and dates of admission or cessation of membership. Such register shall, on request, be made available for the perusal of any Member of the Squadron at the Squadron's office during normal office hours.

ADDRESSES OF MEMBERS

8. Members are to communicate their addresses in writing, from time to time, to the General Manager, and all notices sent by post, by e-mail or otherwise to such addresses shall be considered as duly delivered on the day after such postage or delivery, and all such notices so sent to any Members who fail to comply with this rule shall be considered as duly delivered if sent by post to their last known address. The address of the Squadron or any reference to it shall not be used by Members for the purpose of this clause.

ANNUAL SUBSCRIPTION

- 9.1. The Annual Subscription for each category of membership shall be such amount as is determined by the Board for that category provided that once determined a subscription for any one year shall not be altered and further provided that the subscription shall not in any year be increased by more than 10% over that of the preceding year for all categories of membership except Corporate Membership without the prior approval of the majority of Members voting at a General Meeting of the Squadron. The Board shall determine the dates of the membership year to which the Annual Subscriptions pertain.
- 9.2. Membership Fees: With reference to the Membership Classifications listed in Clause 6 hereof the following subscriptions shall be payable in respect of each financial year of the Squadron.
- i) Full Member - Full Annual Subscription.
 - ii) Life Member - No Annual Subscription.
 - iii) Golden Member – No Annual Subscription
 - iv) Veteran Member - 50% of the Full Annual Subscription.
 - v) Family Member - not less than 125% of the Full Annual Subscription
 - vi) Crew Member - not less than 25% of the Full Annual Subscription
 - vii) Social Member - not less than 25% of the Full Annual Subscription.
 - viii) Youth Member - not less than 25% of the Full Annual Subscription
 - ix) Honorary Member – No Annual Subscription.
 - x) Visiting Member – as per 6.1.10
 - xi) Corporate Member – As determined by the Board
 - xii) Training Member – No Annual Subscription

In addition, a Full, Social and Crew Member shall pay a redeemable House Support Contribution being an amount not more than 25% of the full subscription.

9.3. **SUBSCRIPTIONS**

Subscriptions are payable yearly or (at the option of the Member) half yearly in advance. If any Member shall fail to pay their subscription or half year instalment thereof when due in each year, notice of such failure to pay shall then be sent by the General Manager to the defaulting Member. If the Member fails to respond within 30 days of the date of the notice from the General Manager, they will cease to be a Member of the Squadron but no such cessation of membership shall relieve the Member from the payment of the subscription or other money due or payable by them to the Squadron at the time of such posting.

- 9.4. Any Member elected three months or more after the commencement of the membership year shall pay a pro rata proportion of the annual subscription.

- 9.5. The Board may in special circumstances grant a reduction of or waive the annual subscription and or the House Support Contribution.

- 9.6 Members with the right to vote at a General Meeting can only exercise that right if they have paid a full annual subscription.

CODE OF CONDUCT EXPULSION OR DISCIPLINE

- 10.1 The Board will maintain a Code of Conduct for Members and policy and procedures for the expulsion or discipline of a Member for infringing the Code of Conduct or rules of the Squadron, for bringing the Squadron into disrepute or for behaviour unbecoming of a Member of the Squadron. The policy and procedures will include appeal provisions.
- 11.1 Deliberately not used
- 11.2 Deliberately not used

INCOME AND PROPERTY OF SQUADRON

- 12.1. The income and property of the Squadron, however derived, shall be applied solely towards the promotion of the objects and purposes of the Squadron and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise to any Member of the Squadron.
- 12.2. The Squadron shall not -
- 12.2.1 Appoint a person who is a Member of the Board to any office of the Squadron where the holder of such office is paid any remuneration by way of salary, fees or allowances;
- 12.2.2 Pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- 12.3. Nothing in the foregoing provisions of this rule prevents the payment in good faith to an employee or Member of the Squadron of:
- 12.3.1 Remuneration in return for services actually rendered to the Squadron by the employee or Member or for the goods supplied to the Squadron by the employee or Member in the ordinary course of business;
- 12.3.2 Interest at a rate not exceeding overdraft index rate as published by the Squadrons 'financial institution' on moneys lent to the Squadron by the employee or Member.
- 12.3.3 A reasonable and proper sum by way of rent for premises let to the Squadron by the employee or Member.

ACCOUNTS OF RECEIPTS, EXPENDITURE

- 13.1. True accounts shall be kept:
- 13.1.1 of all sums of money received and expended by the Squadron and the matter in respect of which the receipt or expenditure takes place; and
- 13.1.2 of the property, credits, and liabilities of the Squadron.
- Subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Squadron for the time being, those accounts shall be open to the inspection of the Members of the Squadron.
- 13.2. The Treasurer of the Squadron shall faithfully oversee the keeping of all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Squadron in such form and manner as the Board may direct.

- 13.3. The accounts, books and records referred to in rules 13.1.and 13.2.and all books, documents and securities of the Squadron shall be kept at the Squadron's office or at such other place as the Board may decide.
- 13.4. The Treasurer shall submit such general records, accounting books and records of receipts and expenditure to the Board at any time the Board may deem fit.

BANKING AND FINANCE

- 14.1. The Treasurer of the Squadron shall, on behalf of the Squadron, oversee the receipt of all monies paid to the Squadron.
- 14.2. The Board shall cause to be opened with such financial institutions as the Board selects an account or accounts in the name of the Squadron into which all monies received shall be paid as soon as possible after receipt thereof.
- 14.3. All cheques, drafts, bills of exchange, promissory notes, electronic transactions and other negotiable instruments shall be signed by two of the following:
 - a. The Treasurer or a Flag Officer; and
 - b. The General Manager,except where specific provision is made in a Financial Policy Manual approved by the Board.

AUDITOR

- 15.1. At each Annual General Meeting of the Squadron, the Members present shall appoint an auditor registered under the *Corporations Act 2001* as the Auditor of the Squadron.
- 15.2. A person so appointed shall hold office until the Annual General Meeting next after that at which he/she is appointed and is eligible for re-appointment.
- 15.3. If an appointment is not made at an Annual General Meeting the Board shall appoint an Auditor of the Squadron for the then current financial year of the Squadron.
- 15.4. An Auditor may only be removed from office by special resolution at a General Meeting.
- 15.5. If a casual vacancy occurs in the office of auditor during the course of a financial year of the Squadron, the Board may appoint a person as an auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.
- 15.6. A Member of the Board may not be elected as an Auditor of the Squadron.

AUDIT OF ACCOUNTS

- 16.1. Once at least in each financial year of the Squadron, the accounts of the Squadron shall be examined by the auditor in accordance with Australian Auditing Standards.
- 16.2. The Auditor objective shall be to obtain a high level of assurance as to whether the financial report is free from material misstatement and shall report thereon to the Members present at the Annual General Meeting.
- 16.3. In the Auditor's report, and in certifying to the accounts, the auditor shall report as determined by Australian Auditing Standards whether, in the opinion of the auditor, the financial report is in accordance with the accounting policies as described in the notes to the financial statements and the Associations Incorporations Act
 - 16.3.1 Deliberately not used
 - 16.3.2 Deliberately not used

- 16.3.3 Deliberately not used
- 16.4. The General Manager of the Squadron shall provide to the auditor all information the Board and management are aware of that is relevant to preparation of the report and such other information that may be requested by the Auditor.
- 16.5. The Auditor:
 - 16.5.1 Has a right to access to the accounts, books, records, vouchers and documents of the Squadron;
 - 16.5.2 May require from the employees of the Squadron such information and explanations as may be necessary for the performance of their duties as auditor;
 - 16.5.3 May employ persons to assist them in investigating the accounts of the Squadron;
 - 16.5.4 May, in relation to the accounts of the Squadron, examine any Member of the Board or any employee of the Squadron.

ANNUAL GENERAL MEETING

- 17.1. The Squadron shall, in each year, hold an Annual General Meeting.
- 17.2. The Annual General Meeting shall be held on such day (being not later than 3 months after the close of the financial year of the Squadron) as the Board may determine.
- 17.3. The Annual General Meeting shall be specified as such in the notice convening it issued not less than 30 calendar days prior to the meeting.
 - 17.3.1 The Annual General meeting is to be in addition to any other general meetings that may be held in the same year.
- 17.4. The ordinary business of the Annual General Meeting shall be:
 - 17.4.1 To confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting.
 - 17.4.2 To receive from the Board, auditor and employees of the Squadron reports upon the transactions of the Squadron during the last preceding financial year.
 - 17.4.3 To elect the officers of the Squadron and the Ordinary Board Members.
 - 17.4.4 To appoint the Auditor and determine their remuneration.
- 17.5. The Annual General Meeting may transact special business of which notice is given to the General Manager either by the Board or upon the requisition of not less than 10 Members of the Squadron eligible to vote at least 21 calendar days prior to the date of the meeting.
- 17.6. All General Meetings other than the Annual General Meeting shall be called Special General Meeting.

SPECIAL GENERAL MEETINGS

- 18.1. The Board may, whenever it thinks fit, convene a Special General Meeting of the Squadron.
- 18.2. The Board shall on the requisition in writing of not less than 20 Members eligible to vote, convene a Special General Meeting of the Squadron.
- 18.3. A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Squadron and may consist of several in the like form, each signed by one or more of the requisitionists.

- 18.4. If the Board does not cause a Special General Meeting to be held within 21 days from the date on which a requisition therefore is deposited at the office of the Squadron, the requisitionists, or any of them may convene the meeting; but any meeting so convened shall not be held after 3 months from the date of the deposit of the requisition.
- 18.5. A Special General Meeting convened by requisitionists pursuant to these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Squadron to the persons incurring them.
- 18.6. It shall not be competent for any Special General Meeting to transact or entertain any business except that which is specified in the written notice calling the same or as shall in the opinion of at least three quarters of those present, directly arise out of the matter under discussion.

NOTICE OF GENERAL MEETINGS

19. The General Manager of the Squadron shall at least 14 days before the date fixed for holding a General Meeting of the Squadron, cause to be prominently displayed on the Squadron's notice board and inserted in a regular communication channel used by the Squadron an advertisement specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted there-at.

BUSINESS AND QUORUM AT GENERAL MEETINGS

- 20.1. 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.
- 20.2. Fifteen (15) Members present, either in person or via some instantaneous two-way communication device, (being Members entitled under these rules to vote there at) constitute a quorum for the transaction of the business of a General Meeting.
- 20.3. If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting; if convened on the requisition of Members, is to be dissolved; or in any other case, is to be adjourned to the same day in the next week at the same time at the same place. If at an adjourned meeting a quorum is not present one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved. The chairperson, by written notice or at the time of the adjournment, may specify another place to which the meeting is to be adjourned.

COMMODORE TO PRESIDE AT GENERAL MEETING

- 21.1. The Commodore, or in their absence, a Vice-Commodore, or in the absence of both the Commodore and the Vice-Commodores the Rear Commodore shall preside as Chairman at every General Meeting of the Squadron.
- 21.2. If the Commodore, Vice-Commodores and Rear Commodore are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairman thereat, provided that if the Chairman is a Candidate for any office he shall vacate the Chair during any part of the proceedings relating to the election of that office and the meeting shall thereupon elect another Chairman who shall occupy the Chair until the election proceedings relating to that office are terminated when it shall be resumed by the original Chairman.

ADJOURNMENT OF GENERAL MEETINGS

- 22.1. 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 the business left unfinished at the meeting at which the adjournment took place.

- 22.2. An adjournment of a General Meeting shall not be for any period exceeding 14 days.
- 22.3. It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS

- 23. A question arising at a General Meeting of the Squadron 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 a resolution has, on the 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 Squadron is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

VOTES

- 24.1. Upon any question arising at a General Meeting of the Squadron, an eligible Member has one vote only.
- 24.2. All votes shall be given in person or by instantaneous two-way communication.
- 24.3. 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.
- 24.4. Only those financial Full Members, including Life, Veteran and Golden Members and nominated Family Members shall be entitled to vote at any General or Special General Meeting.

TAKING OF A POLL

- 25. If at a meeting a poll on any question is demanded it shall be taken at that meeting in such 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.

WHEN POLL TO BE TAKEN

- 26.1. 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.
- 26.2. Two scrutineers shall be appointed by the Chairman at every Annual or Special Meeting where a ballot is taken and it shall be the duty of the scrutineers to report to the Chairman only, the result of the ballot.

AFFAIRS OF SQUADRON TO BE GOVERNED BY A BOARD

- 27.1. The affairs of the Squadron shall be governed by a Board constituted as provided in Rule 32.
- 27.2. The Board:
 - 27.2.1 Shall control and manage the business and the affairs of the Squadron;
 - 27.2.2 May, subject to these rules, exercise all such powers and functions as may be exercised by the Squadron, other than those powers and functions that are required by these rules to be exercised by General Meetings of Members of the Squadron;

- 27.2.3 Shall hear and determine all disputes and questions arising with respect to the interpretation or construction of any Rule or By-Law which determination shall be conclusive subject only to such decision being over-ruled or varied by a General or Special General Meeting of the Squadron to be held within two (2) calendar months of such decision.
- 27.2.4 Subject to the Act and these rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Squadron.

OFFICERS OF THE SQUADRON

- 28.1. The Officers of the Squadron shall be:
- 28.1.1 A Commodore;
 - 28.1.2 A Vice-Commodore;
 - 28.1.3 A Rear Commodore;
 - 29.1.4 A Treasurer
 - 28.1.5 A Public Officer who *may* be one of the above or the General Manager of the Squadron.
- 28.2. Each Officer of the Squadron shall hold office until the Annual General Meeting next after the date of their election but is eligible for re-election subject to the Rule 28.5 here-of.
- 28.3. In the event of a casual vacancy in any office mentioned in sub-rule 1 of this rule, the Board 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 the date of their appointment.
- 28.4. The Commodore, Vice-Commodore, and Rear Commodore shall be also known collectively as the Flag Officers and each must at the time of their election and thereafter during their term of office, be an owner or part owner of one or more vessels upon the Squadron's Register. In the case of joint ownership, not more than two shareholders of any one yacht may be Members of the Board.
- 28.5. The Flag Officers may not hold the same office for a period exceeding 4 consecutive years.
- 28.6. A Special General Meeting, may by resolution to that effect, remove any Officer of the Squadron.

GENERAL MANAGER

- 29.1. The Board shall have full authority from time to time to appoint and dismiss a General Manager at such salary and remuneration and upon such terms and conditions as it may deem desirable.
- 29.2. A non-Member as well as a Member of the Squadron but not a Member of the Board may be appointed General Manager.
- 29.3. Should the General Manager be in receipt of salary or remuneration he/she shall not be entitled to vote at any meeting of the Board or any Committee nor shall he be reckoned in calculating a quorum at any such meeting.

CONSTITUTION OF THE BOARD

- 30.1. The Board shall consist of:

- 30.1.1 The Officers of the Squadron who shall be elected at the Annual General Meeting of the Squadron in each year.
- 30.1.2 Four (4) other Members (Ordinary Board Members) who shall hold office for two (2) years, two of whom shall be elected in each even year and two in each odd year.
- 30.1.3 A life Member, elected by a majority of life Members annually.
- 30.1.4 Board Members are eligible for re-election, subject to the provisions of these rules, for up to a maximum of four (4) continuous years in any particular role.
- 30.2. In the event of a vacancy or casual vacancy occurring in the office of the ordinary Directors the Board may appoint a Member of the Squadron 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 their appointment.
- 30.3 Each year the Board may in its absolute discretion appoint up to two (2) additional Board Members with voting rights to provide additional expertise to the Board or for any other reason the Board thinks fit. For removal of doubt the Board may appoint non-members, members without voting rights or full members to these positions. A person so appointed will serve for a period of one year but may be reappointed for an additional period up to a maximum of 4 consecutive years.

ELECTION OF MEMBERS OF THE BOARD AND VOTING

- 31.1. The Board shall, by inclusion in the notice specified in Sec 17.3, call for nominations from eligible Members for all vacancies on the Board."
- 31.2 Nomination of candidates for election as officers of the Squadron or as ordinary Directors:
 - 31.2.1 Shall be made in writing signed by two Members of the Squadron and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - 31.2.2 Shall be deposited at the office of the DSS at least 21 days before the date fixed for the holding of the Annual General Meeting.
- 31.3 Nominees must be a full financial Member in a category that holds voting rights at a General Meeting.
- 31.4 A candidate must furnish a maximum of 100 words setting out the candidate's qualifications and experience.
- 31.5 If the number of nominations for particular positions exceeds the number of vacancies then a ballot will be held in accordance with the provisions of 31.8 to 31.12. Otherwise the candidates nominated shall be deemed to be elected and announced at the AGM.
- 31.6 If insufficient nominations are received to fill all vacancies on the Board further nominations shall be received at the Annual General Meeting. In the event that there are still insufficient nominations to fill all vacancies on the Board, the Board may in its wisdom fill such vacancies at its next ordinary meeting.
- 31.7 If the number of nominations received in accordance with 31.6 is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 31.8 If the number of nominations received in accordance with 31.6 exceeds the number of vacancies to be filled, a ballot shall be held.
- 31.9. A ballot required under 31.8 for the election of Officers and Ordinary Board Members shall be conducted at the Annual General Meeting in such usual and proper manner as the Chairperson may direct.

- 31.10 The Board will appoint a Returning Officer who may appoint assistants, none of whom can be a candidate.
- 31.11 The Returning Officer will conduct the ballot using a system nominated by General Board and advised to the Returning officer prior to the ballot taking place.
- 31.12 After the close of the ballot, the Returning Officer must:
- a. Prepare and sign a declaration of the ballot for each position being contested as to;
 - i. The number of ballots lodged.
 - ii. The number of formal votes.
 - iii. The number of informal votes.
 - iv. The number of votes cast for each candidate, and
 - v. The name of those persons elected, and
 - b. Provide each declaration to the Chair of the AGM.
- 31.13 The Board will determine the process for election of the Life Member as required by Rule 30.1.3.

IMMEDIATE PAST COMMODORE

32. If the out-going Commodore is not re-elected as a Flag Officer or Member of the Board, they shall be an ex-officio Member of the Board with the same voting powers and privileges of a Member duly elected to the Board and shall hold office for a period of twelve months following the termination of their office as Commodore. The title of such out-going Commodore for such a period shall be "Immediate Past Commodore". Provided however, that if any Commodore shall resign at any time other than at an Annual General Meeting and provided further that if at the date of such resignation the Office of Immediate Past Commodore shall be vacant, the Commodore so resigning shall hold the office of Immediate Past Commodore until the then next Annual Meeting of the Squadron.

VACATION OF OFFICE

33. For the purpose of these rules, the office of an Officer of the Squadron or of an Ordinary Board Member becomes vacant if the Officer or Directors:
- 33.1. Dies;
 - 33.2. Becomes bankrupt or applies to take or takes advantage of any laws relating to bankrupt or insolvent debtors or compounds with their creditors, or makes any assignment of their estate for their benefit;
 - 33.3. Becomes of unsound mind;
 - 33.4. Resigns their office in writing addressed to the Board.
 - 33.5. Fails, without leave granted by the Board, to attend three consecutive meetings of the Board;
 - 33.6. Ceases to be a Member of the Squadron;
 - 33.7. Fails to pay all arrears of subscription due by them in accordance with rule 9.3; or
 - 33.8. Is removed from office pursuant to rule 28.6.

MEETINGS OF THE BOARD

- 34.1. The Board shall hold an ordinary meeting as soon as possible after the Annual General Meeting and shall meet at least four times a year at any place and time the Board determines.
- 34.2. Special Meetings of the Board may be convened by the Commodore or any four of its Members.
- 34.3. Notice shall be given to Members of the Board 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.
- 34.4. Any 6 Members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 34.5. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a Special Meeting, in which case it lapses.
- 34.6. At meetings of the Board:
 - 34.6.1 The Commodore, or in their absence, the Vice-Commodores, or in the absence of both the Commodore, and the Vice-Commodores the Rear Commodore; or
 - 34.6.2 If the Commodore, Vice-Commodores and Rear Commodore are absent, such one of the remaining Members of the Board as may be chosen by the Members present, shall preside.
- 34.7. Questions arising at meetings of the Board or of any Committee appointed by the Board 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.
- 34.8. Each Member present at a meeting of the Board or of any Committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the person presiding has a second or casting vote.
- 34.9. Where the date of a Board Meeting has not been fixed at a prior meeting of that Board written notice of such meeting shall be given to each Member of the Board and will be deemed to have been given if reasonable steps are taken to deliver it to each Member either orally or in writing a reasonable time prior to the meeting.
- 34.10. The General Manager shall attend as an ex-officio Member of the Board and keep full and accurate Minutes (in books provided for that purpose) of the proceedings at all meetings of Members.
- 34.11. The Board may meet in person or by telephone or other means of conferring for the dispatch of business or by any combination of those means.

DISCLOSURE OF INTEREST IN CONTRACTS ETC.

- 35.1. A Member of the Board who is interested in any contract or arrangement made or proposed to be made with the Squadron shall disclose their interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if their interest then exists, or, in any other case, at the first meeting of the Board after the acquisition of their interest.
- 35.2. If a Member of the Board becomes interested in a contract or arrangement after it is made or entered into, they shall disclose their interest at the first meeting of the Board after they becomes so interested.

- 35.3 A Member of the Board who has a substantive interest in another organisation such that a conflict of interest could arise with the business of the Squadron the Member shall advise the Board of that interest at the first meeting of the Board after obtaining that interest.
- 35.4. No Member of the Board shall vote as a Member of the Board in respect of any contract or arrangement in which they are interested and if they do so vote their vote shall not be counted.

COMMITTEES, DELEGATION, ADVISORY BOARDS AND EXECUTIVE COMMITTEE

- 36.1. The Board may at any time appoint a Committee from the Members of the Squadron as it may think fit and shall prescribed the powers and functions thereof.
- 36.2. The Board may co-opt as Members of a Committee such persons as it thinks fit, whether or not those persons are Members of the Squadron.
- 36.3. Three appointed Members of a Sub-Committee constitute a quorum at a meeting of the Committee.
- 36.4 A Committee appointed under rule 36.1 shall continue in office until the next Annual General Meeting or earlier termination by the Board.
- 36.4.1 The Committee is to record minutes of their meetings and submit them to the next meeting of the Board.
- 36.5 The Commodore, the Vice-Commodores, the Rear Commodore and the Treasurer constitute an Executive Committee, which may issue instructions to the General Manager and the employees of the Squadron in matters of urgency connected with the management of the affairs of the Squadron during the intervals between meetings of the Board, and where any such instructions are issued shall report thereon to the next meeting of the Board. The General Manager may be invited to attend the meeting as an ex-officio Member of the Executive Committee.
- 36.6 In addition to their power to appoint Committees, the Board may from time to time convene advisory boards or boards of reference, or a task force, made up of persons who may or may not be Members, to provide advice to the Board on particular matters.

FINANCIAL YEAR

37. The financial year of the Squadron is the period beginning on the first day of April in each year ending on the 31st day of March next following.

NOTICES

38. A notice may be given by the Squadron to any Member either personally, forwarded electronically (email) or by sending it by post to the Member at the address supplied to the Squadron for the giving of notices to such Member. Where a notice is sent by post or forwarded electronically (email), service of the notice shall be deemed to be effected by properly addressing, prepaying and posting or being forwarded electronically (email) a letter containing the notice, and to have been effected on the day after the date of its posting or being forwarded electronically (email).

HONORARY SOLICITOR

- 39.1. The Board shall have the power from time to time to appoint and remove an Honorary Solicitor of the Squadron. The Honorary Solicitor shall be entitled to all the privileges of full membership save the right to hold office in the Squadron or to vote at a General Meeting thereof except where either is a Member in their own right.

- 39.2. Any Honorary Officer desiring to vacate their office may send their resignation in writing to the General Manager whereupon that office shall become vacant.
- 39.3. A casual vacancy occurring in an Honorary Office shall be temporarily filled by the Board and a person appointed to fill such vacancy shall continue in office until the next Annual General Meeting when the vacancy shall be filled in the ordinary course.

FLAGS ETC.

- 40 The Squadron Burgee shall be Red, with White Cross and Navy Blue Maltese Cross in upper inner canton.

FLAG OFFICERS' PENNANTS

41. The Commodore's Flag shall be the Squadron Burgee with swallow-tail. The Retired Commodore's Flag shall be similar to the Commodore's Flag with the letter "R" in the lower inner canton (their flag to be worn only by members who have held the office of Commodore of the Squadron). The Vice-Commodore's Flag, a similar flag with one navy blue ball in the lower inner canton, and the Rear Commodore's Flag, a similar flag with two navy blue balls in the lower inner canton and placed horizontally.

EMPLOYEES

42. All employees of the Squadron shall be under the sole control of the General Manager or in the absence of that person, a person nominated by the General Manager.
- 42.1. The conduct of any employee of the Squadron shall in no instance be made the subject of personal reprimand by any Member, but all complaints against employees must be made to the General Manager.
- 42.2 No Member shall give any money or any gratuity to any employee of the Squadron. No employee of the Squadron shall (except with the approval of the Board) directly or indirectly receive any money, present or gratuity, from any Member or any tradesman or other person employed by the Squadron.

COMPLAINTS

- 43 The Board will be responsible for maintaining policy and procedures for dealing with complaints against Members, staff and Members of the Board.

PAYMENT OF NON-SUBSCRIPTIONS ACCOUNTS

44. All Members are to pay their accounts for every expense they incur in the Squadron. All debts incurred by a Member shall be payable on terms as approved by the Board from time to time. Members introducing Honorary or Visiting Members shall be personally responsible for the due payment of any outstanding debts incurred by them.
- 45 The Board will pursue on behalf of the Squadron the recovery of those debts, and will follow a commercially acceptable recovery process to obtain those debts if it fails to recover by other means or efforts.

ALTERATION OF RULES AND OBJECTS

46. Subject to the Act for the time being in force the Rules and Objects of the Squadron may be altered, rescinded or added to by Special Resolution as provided by Section 23 of the said Act.

DISSOLUTION OF THE SQUADRON

47. On application, in writing, made to the Board by 20% of the Members who are eligible to vote, signifying their desire that the Squadron should be dissolved, a Special General Meeting shall be called to consider the question, of which meeting and its objects notice shall be exhibited on the Squadron Notice Board for at least one month immediately preceding the day of meeting, and a copy thereof sent to every Member forthwith. At the meeting, votes by proxy will be received, and the votes of at least two thirds of the Members shall be necessary to carry the proposition of dissolution. The quorum at such meeting shall consist of 20% of the Members in person or via electronic means who are eligible to vote.

NO LIABILITY FOR LOSS

48. Neither the Squadron nor any Official of the Squadron shall be responsible for any loss or damage to any article brought by Members or guests on to the Squadron premises or for any loss or damage suffered by any Member or in consequence of the use of the property of the Squadron or otherwise.

CLUB LICENCE - GUIDELINES

49. There is deemed to be included in their Constitution and Rules of the Club the provisions set out in the Guidelines in respect of Club Licences from time to time published by the Licensing Board in accordance with Section 17 of the Liquor and Accommodation Act 1990.

TRANSITIONAL PROVISIONS

- 50.1 Members elected to the Board at the Annual General Meeting held on 28 June 2017, in accordance with the provisions of the pre-existing Rules of the Derwent Sailing Squadron, will retain their positions for the period and on the conditions provided for in those pre-existing rules.
- 50.2 All future appointments to the Board will be made in accordance with these Rules.

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