CLAYTON BAY BOAT CLUB INC.

RULES OF ASSOCIATION

Amended August 2016

and

ADMINISTRATIVE GUIDELINES

July 2023

RULES OF ASSOCIATION OF THE CLAYTON BAY BOAT CLUB INC. Amended August 2016

1. INTRODUCTION

1.1. These Rules of Association are provided under the Associations Incorporation Act 1985 and provide the basis for the governance of the Clayton Bay Boat Club. They were adopted by a Special General Meeting of Members on 30th May 1999 at the Clubrooms.

1.2. Day to day management of the Club's affairs is the province of the Management Committee and it will utilise Administrative Rules & Guidelines in order to manage effectively A copy of these Administrative Rules & Guidelines is available from the Secretary or from the website.

2. NAME

2.1. The name of the incorporated association is **"Clayton Bay Boat Club Incorporated**" referred to herein as "the Association".

3. DEFINITIONS

In these rules unless the contrary intention appears:-

3.1. **Committee** means the Committee of Management of the Association;

3.2. **General Meeting** means a general meeting of members of the association convened in accordance with these rules:

3.3. **Member** refers to the condition of membership of the Association as defined below;

3.4. **The Act** means the Associations Incorporation Act 1985;

4. OBJECTS AND PURPOSES

4.1. To encourage and promote recreational boating in all its forms amongst its members.

4.2. To promote recreational boating in the Lower Murray Lakes and Wetlands region.

5. POWERS

The Association shall have all the powers conferred by Section 25 of the Act.

6. MEMBERSHIP

6.1. Membership of the Association shall be conditional on support for the objects of the Association and agreement to be to be bound by its rules.

6.2. An application for membership of the Association shall be proposed; by one member and seconded by another member.

6.3. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder'

6.4. Upon the acceptance of the application by the Committee and upon payment of the first annual subscription, including, if appropriate any additional nominal fees for associate members within the membership, the applicant shall be granted membership of the Association with the following rights:-

6.4.1. **Ordinary Membership:**

- access to the facilities and activities of the Association for two adults, all children under 18 and all nominated junior members, including grandchildren, or associate members of the same household.
- one vote at AGMs, General and Special meetings as detailed in Section 23. ○ the right to nominate as Junior members all children under the age of 18 ○ the right to nominate as Associate members all family members under the age of 25 still living at home
- the right to nominate for a committee position. Should a second adult within the Ordinary Membership be elected to a Committee position, s/he will hold a Service Membership, conferring full voting rights at no cost, for the tenure of the appointment

6.4.2. **Social Membership:**

- access to the social activities of the Club but not to the marina, hard-standing, ramp, equipment or boating activities. ○ Applications for Social membership will be granted at the discretion of the Committee.

6.4.3. **Honorary Membership:**

- Can be conferred, at the discretion of the committee, for a 12 month period, to recognise benefactors of the club.
- It is a non-voting position which entitles the recipient to the use of the facilities of the boat club and to a Certificate of Recognition.

6.4.4**. Life Membership:** ○ Any member can nominate another member for Life Membership on the basis of outstanding service to the club.

- The nomination must be put to an AGM, through the processes specified in Section 19, must have a seconder and must receive support from 60% of voting members present or by proxy. ○ This membership covers all the rights of Ordinary Membership and also covers any YSA fees.

7. SUBSCRIPTIONS

7.1. The joining and subscription fees for membership and any additional fees for junior or associate members shall be such sums as are recommended by the committee and ratified by voting members at a General Meeting.

7.2. The subscription fees for all membership classes shall be payable annually on l July or at such other time as the Committee shall determine from time to time.

7.3. Any member, of whatever class, whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

8. RESIGNATION

A member may resign from membership of the Association by giving written notice thereof to the secretary of the Association. Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Association.

9. EXPULSION OF A MEMBER

9.1. Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.

9.2. Particulars of the charge shall be communicated to the member at least One calendar month before the meeting of the Committee at which the matter will be determined'

9.3. The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, subject to subrule 9.4., cease

to be a member 14 days after the Committee has communicated its determination to the member.

9.4. It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Committee has been communicated to the member.

9.5. In the event of an appeal under sub-rule (9.4) the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

10. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

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

11. THE COMMITTEE

11.1. The affairs of the Association shall be managed and controlled by a Committee which will be made up of Ordinary Members elected or appointed in accordance with *11:4 to 11.7.* In addition to any powers and authorities conferred by these rules, the Committee may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting. The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.

11.1. The Committee shall appoint a public officer as required by the Act.

11.2. The Committee shall be comprised of a Commodore, Senior Vice Commodore, Rear Commodore (immediate past Commodore) Secretary and Treasurer and up to eight committee members. The Rear Commodore is an honorary position for 4 months duration and shall be ex-officio (ie non-voting).

11.3. At each annual general meeting one half of the members of the Committee, being the longest serving members, shall retire and shall be eligible for reappointment

11.4. The Committee may appoint one of its members to fill a vacancy in an officebearer position. Such a committee member shall hold office until the next annual general meeting of the Association and shall be eligible for reappointment.

11.5. A retiring committee member shall be eligible to stand for re-election without nomination but will notify the Secretary of their intention to stand 28 days before the AGM. No person except a retiring committee member shall be eligible to stand for election unless a member of the Association has nominated that person at least twenty-eight days before the meeting by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election. However, if insufficient nominations have been received during the aforementioned prescribed time frame, the committee, at its discretion, may direct the Chairperson to call for one or more nominations from the floor (for a one year term) so that the meeting can choose a workable-sized committee. Any nominations from the floor must be seconded by another financial member present at the meeting.

11.6. Notice of all persons seeking election to the Committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.

12. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of committee member shall become vacant if a committee member is:

12.1. disqualified by the Act;

12.2. expelled under these rules;

12.3. permanently incapacitated by ill health;

12.4. absent without apology from more than four meetings in a financial year

12.5. absent from more than three consecutive meetings in a financial year unless a special leave of absence has been granted by the committee.

13. PROCEEDINGS OF COMMITTEE

The Committee shall meet together for the dispatch of business at least monthly.

13.1. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.

13.1. A quorum for a meeting of the Committee shall be one half of the membership plus one.

13.2. A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the Association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

14. FINANCIAL YEAR

The first financial year of the Association shall be the period ending on the next 30th June following incorporation, and thereafter a period of 12 months commencing on - July and ending on 30 June of each year.

15. RULES

15.1. Subject to approval by a special resolution of the members of the Association, these rules may be altered, including an alteration to the Association's name, or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Corporate Affairs Commission as required by the Act.

15.2. The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

15.3. Within the context and spirit of these rules, the Committee may draw up a set of Administrative Guidelines for the day-to-day running of the Association. A copy of these guidelines should always be available at the Club's premises, from the Secretary and on the website

16. AUDIT

Under Section 3 of the Act this Association is a 'non-prescribed' Association and does not require the annual appointment of an auditor. However, the Committee may, at its discretion, appoint an auditor from time to time.

17. ANNUAL GENERAL MEETINGS

17.1 The Committee shall call an annual general meeting in accordance with the Act or these rules.

17.1. The first annual general meeting shall be held within eighteen (18) months after the incorporation of the Association, and thereafter within five (5) months after the end of its financial year.

17.2. The order of the business at the meeting shall be the confirmation of the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting, the consideration of the accounts and reports of the Committee and the report of any auditors, the appointment of committee members and any other business requiring consideration by the Association in general meeting.

18. SPECIAL GENERAL MEETINGS

18.1. The Committee may call a special general meeting of the association at any time.

18.2. Upon a requisition in writing of not less than ten percent of the total number of voting members of the Association the Committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

18.3. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

18.4. If a special general meeting is not convened within one month as required by subrule (3) the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner or as nearly as practical to a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied, free of charge, with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meetings hall will be borne by the Association.

19. NOTICE OF GENERAL MEETINGS

19.1. Subject to sub-rule (2) at least fourteen days, notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

19.2. Notice of a meeting at which a special resolution is to be proposed shall be given at least fourteen days prior to the date of the meeting.

19.3. A notice may be given by the Association to any member by serving the notice personally, or by sending it by post or email to the street address or email address appearing in the register of members.

19.4. Where a notice is sent by email or post, service of the notice shall be deemed to be effected if it is sent to the address provided by the member and appearing on the member register.

20. PROCEEDINGS AT GENERAL MEETINGS

20.1. Fifteen per cent of the voting members present personally shall constitute a quorum for the transaction of business at any general meeting.

20.2. If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present

within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

20.3. The Commodore or nominees shall preside as Chairperson at a general meeting of the Association.

20.4. If the Chairperson is not present within 5 minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the Chairperson of that meeting.

21. MINUTES

21.1. Proper minutes of all proceedings of general meetings of the Association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose. Minutes of Committee meetings will be published on the website following ratification. Minutes of General Meetings will be published on the website within one month of the meeting, but may be subject to amendment before ratification at the next General Meeting.

21.2. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

21.3. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

22. VOTING

22.1. All voting members must register at any general meeting and receive one voting card per Ordinary Membership, Service Membership or Life Membership

22.2. Motions put to a vote will be decided by a simple majority.

22.3. Motions will be voted on by a show of hands holding voting cards

22.4. A secret ballot will be held for the election of committee members

22.5. A secret ballot may be held for any motion if a voting member puts such a request to the meeting.

23. VOTING RIGHTS

23.1. Subject to these rules each Ordinary membership shall be entitled to one vote.

i.e. Voting Rights accompany the membership which, in terms of the definition in Section 5.4a of these rules, includes up to two adults. Any other associate nominated within the membership whether adult or non-adult has no voting rights 23.2. The membership vote may be exercised by either of the adults mentioned in the membership who are present in person or by proxy.

24. PROXIES

An Ordinary or Life member shall be entitled to appoint in writing any Ordinary or Life member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

25. ACCOUNTS

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

26. WINDING UP

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

27. APPLICATION OF SURPLUS ASSETS

27.1. If after winding up of the Association there remains" surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and rules prohibiting the distribution of its assets and income to its members.

27.2. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

ADMINISTRATIVE GUIDELINES

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THE CLAYTON BAY BOAT CLUB INC.

OUR VISION

Our vision is to provide a quality club and facilities that attracts and involves members in the enjoyment of the pursuits of boating, cruising and sailing.

OUR MISSION

The Club embraces and supports the diverse boating interests of its members and we will strive to achieve our vision by**:**

- Offering comprehensive programs in racing, cruising and sail training
- Providing and maintaining a marina, waterfront and clubhouse facilities
- Interacting with industry bodies such as Australian Sailing and Yachting South Australia
- Providing a safe and motivating working environment for our volunteers
- Supporting the external community and the environment in a sustainable manner

Committee membership involves the effective administration of the Club as well as leadership of the specific policy areas that guide our Club in pursuit of our Mission.

Preamble:
The Clayton Bay Boat Club was first conceived in 1974 and incorporated in 1980.

It is a small club operated by a Management Committee elected from its membership.

This committee is responsible for the day-to-day running of the Club, including maintenance of the buildings, grounds and marina, as well as providing members with an active boating and social calendar.

It is acknowledged that the facilities of the club are for the use of all members at a level of participation which is a matter of individual choice.

All members and their guests will be made to feel welcome and can expect to enjoy the Club in an atmosphere of friendship, conviviality and mutual respect.

The current constitution, adopted in 1999 and amended most recently in 2011, is entitled *"Rules of Association of the Clayton Bay Boat Club Inc."*

The Management Committee operates within Administrative Guidelines.

The Administrative guidelines are based on the following imperatives:-

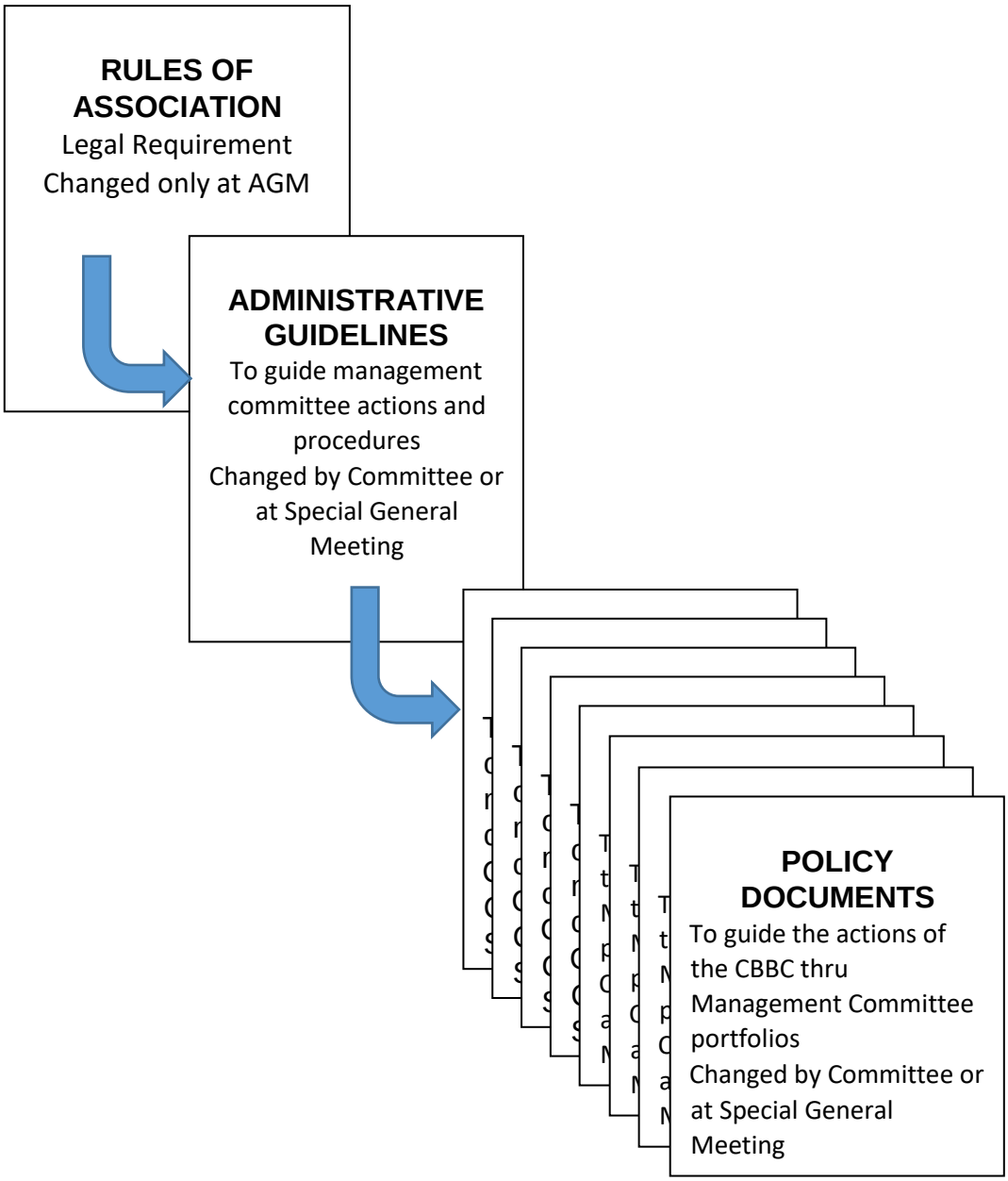
The Club comprises people from diverse ages, backgrounds and experiences. All of these people share a common interest; boating. Every member has a right to enjoy the amenities provided by the Club and no-one's actions should prevent or impinge on this right.

The Club operates in a small, rural community. All members should be aware of, and acknowledge their role in, maintaining good relations with the community.

The environment in which the Club operates is a fragile one. It is assumed that all members will respect this environment and will do nothing to degrade it.

While the best form of regulation in a Club such as CBBC is self regulation, the Management Committee is the proper arbiter of disputes. It is assumed that all members support the Management Committee in this role.

Organisational Structure of Club Documents



Rules of Association are based on the Incorporated Clubs Act and are changed only by AGM (suggested changes to these which will require GM ratification.)

Administrative Guidelines outlines Roles and Responsibilities of Committee and address non-policy items. (each committee member may take responsibility for the development and actioning of relevant policy)

Policy Documents Are the statements about what we do and how we do i.e. the details.

MANAGEMENT COMMITTEE ROLES AND RESPONSIBILITIES:

The Commodore

- The Commodore calls and chairs the Annual General, Special General and Management Committee meetings.
- Develops, in consultation with the Secretary, meeting Agendas
- Represents the club at official functions.
- Attends Committee Meetings and assists with club functions.
- Focuses: **Club Administration and Public Relations Policies**

The Senior Vice-Commodore

- Stands in for the Commodore where necessary.
- Attends Committee Meetings and assists with club functions.
- Focuses: **Club Administration and Public Relations Policies**

The SAILING Vice-Commodore

- Has oversight of the Club's Racing Program including the Rat Race Regatta, and is the Chairperson of the Racing Committee. In addition, the Sailing Vice-Commodore has responsibility for all non-competitive on-water activities, including Cruising, The Tom Bentley Trophy Novelty Race, Training Activities and the Annual Pirate's Day activities.
- Attends Committee Meetings and assists with club functions.
- Focuses: **Racing and On-Water Activities Policy**

The Secretary

- Takes and publishes the minutes of all meetings.
- Produces, in consultation with the Commodore, meeting agenda.
- Produces appropriate distribution of notices of general meetings;
- Maintains records of membership; new membership applications, issues annual membership renewal notices,
- Keeps a register of membership contact details, special skills and qualifications, maintains files of documents that are required to be kept for statutory or other purposes of the Management Committee or Club.
- Manages and responds to correspondence.
- Attends Committee Meetings and assists with club functions.
- Focuses: **Club Administration and Public Relations Policies**

The Treasurer

- Manages club finances.
- Prepares budget for committee approval.
- Prepares financial statements for Committee meetings and AGM.
- Implements budget.
- Attend meetings
- Assist in club events.
- Focuses: **Club Administration and Public Relations Policies**

NOTE:
General Committee members will be responsible for at least one focus area called a portfolio.

Notices of Election of Committee Vacancies will highlight these focuses in order that people interested in a specific area may nominate for it.

This does not imply that committee members are required to carry out all of these tasks. They may delegate tasks to other members outside of the committee.

The **Facilities Portfolio** includes **Facilities Management Policy**

- the maintenance and development of the Clubrooms, Grounds and Marina
- managing hard-standing berths and the waiting list of members.

The **Bar Manager Portfolio** includes **Bar Management Policy**

- the purchase and control of stock
- The management of the volunteer workers and the roster for bar, in conjunction with Catering Officer, for barbecues and major events.
- Attend meetings
- Assist in club events

The **Catering Officer Portfolio** includes **Catering Policy**

- Purchase food and general supplies for monthly barbecues, Friday nights, cleaning etc
- Maintain committee roster for attendance and help at events in conjunction with Bar Manager
- Maintain volunteer roster for help at events in conjunction with Bar Manager
- Coordinate dinners – Presentation dinner, Commodores' dinner.
- Attend meetings
- Assist in club events

The **Communications Portfolio** includes **Communications Policy**

- Coordinate website, log, e-log
- Develop calendar or committee approval
- Publicise upcoming events
- Maintain Honour boards
- Attend meetings
- Assist in club events

The **Safety Portfolio** includes **Safety & Risk Management Policy**

- Development and Maintenance of a Safety and Risk Management Strategy
- Oversight of measures required to assure the safety of members, volunteer workers and the general public.
- Liaison with the **Sailing Vice-Commodore** in matters relating to on-water safety.
- Attend meetings
- Assist in club events

The **Social Activities Portfolio** includes **Social Activities Policy**

- Oversight of all off-water social activities held at the Club.
- Attend meetings
- Assist in club events

SPECIAL NOTE: The Committee may, at its discretion, seek the election of up to two more committee members. Alternatively, the Committee may at its discretion, co-opt up to two additional members with ex-officio voting status on the Committee, but who otherwise possess similar voting rights to any ordinary member.

POLICIES

- Policies to guide the activities of the Club and pursue the achievement of its goals will be formulated and amended as required by the Committee from time to time.

- Each Committee member has responsibility for the development of, and operates under the scope of, specific policies as outlined in the **MANAGEMENT COMMITTEE ROLES AND RESPONSIBILITIES** statement above.

- Changes to any policy should be canvassed within committee and the membership, and while there is no requirement for ratification of policies by members, the Committee may decide to present change proposals to a Special General Meeting of members.

- All policies will be kept in hard-copy format in a folder maintained by the Secretary. Members may access the printed form on application to the Secretary. Policies will also be published on the Club Website.

- The following policies will guide and assist Management Committee Members in pursuit of our mission:-

    1. Club Administration Policy
    2. Racing and On-water Activities Policy
    3. Grounds and Facilities and Environmental Management Policy
    4. Bar Management Policy
    5. Catering Policy
    6. Communications Policy
    7. Safety and Risk Management Policy
    8. Social Activities Policy
    9. Public Relations Policy
    10. Member Recognition Policy
    11. Clayton Bay Boat Club Inc Privacy Policy

REVIEW AND ALTERATION OF GUIDELINES

- These guidelines may be reviewed from time to time by the Management Committee. Members must be notified of any changes by email or post, and changes must also be made to the Administrative Guidelines published on the website.
- A member may, at any time, request the Management Committee to review a particular guideline provided that such a request is made in writing or by email to the Secretary or the whole committee.