

## **MERCANTILE ROWING CLUB INC.**

### **NAME**

1. The name of the incorporated association is ***Mercantile Rowing Club Incorporated*** (in these rules called "the Club").

### **OBJECTS**

2. The objects of the Club shall be:
  - (1) to promote and encourage amateur rowing and sculling and any other form of sporting activity which may from time to time be determined upon by the Committee.
  - (2) to conduct such forms of social effort as the Committee may from time to time deem advisable.
  - (3) to apply for hold and renew a licence under the *Liquor Control Act 1997* and/or any permit or authority thereunder.

### **INTERPRETATION**

3. (1) In these rules unless the contrary intention appears:-

"Committee" means the Committee of Management of the Club.

"Executive Committee" means the Executive Committee of the Club as hereinafter defined.

"Financial Year" means the year ending 30th June.

"General Meeting" means a general meeting of the Members convened in accordance with rule 15.

"Member" means a member of the Club.

"Ordinary Member of the Committee" means a Member of the Committee who is elected pursuant to clause 27.

"The Act" means the *Associations Incorporation Reform Act 2012* (Vic)

"The Regulations" mean the regulations under the Act.
- (2) In these rules reference to the Secretary of the Club is a reference:-
  - (a) where a person holds office under these rules as Secretary of the Club - to that person; and
  - (b) in any other case to the public officer of the Club.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act as in force from time to time.

- (4) Words denoting masculine shall include feminine and vice versa.
4. (1) The Club shall consist of Life, Senior, Junior, Associate and Country Members.
- (2) Deleted.
- (3) Any member who has rendered the Club such service as to entitle that person to such honour may on the recommendation of the Committee be elected a Life Member by the Members at a General Meeting. A Life Member shall have all the rights and privileges of a Senior Active Member.
- (4) The President, upon the advice of the Committee, may appoint a person to be a Patron of the Club for such period as the President determines. The Patron need not be a member of the Club but shall have all the rights of membership. The Patron shall not be a member of the Committee or be deemed to hold any office within the Club.
- (5) Junior members shall be those members under the age of 18 years. Members who are under the age of 18 years at the commencement of the Financial Year shall be eligible for the Junior subscription rate regardless of whether they subsequently attain the age of 18 years during the Financial Year.
- (6) Life, Senior and Country Members shall have all the rights and privileges of membership of the Club and shall be eligible for election to any executive office or to a seat on the Committee. Junior Members shall not be entitled to have any voice or voting power at any General Meeting of the Club nor hold any executive office or seat on the Committee. Associate Members shall have all the rights and privileges of membership of the Club but no rights to use the boats and oars of the Club.
- (7) A Member or intending Member who is a resident at a distance of not less than 30 kilometres from Melbourne and whose absence from Melbourne forbids the enjoyment of the privileges of membership may be elected at the discretion of the Committee a Country Member
- (8) Notwithstanding anything hereinbefore contained, Life, Senior and Country Members whilst constituting not less than 60 per centum of the total membership of the Club, shall be the only Members entitled to vote in the election of the Committee. Where the total number of such Life, Senior and Country Members does not comprise 60 per centum of the total membership, every financial member of the Club other than Junior Members under the age of eighteen years shall be entitled to vote in the election of the Committee.
- (9) A person shall not be exempted from the obligation to pay the ordinary subscription of the Club, unless the person is of a class specified in the Rules and the omission or exemption is in accordance with the rules.

**APPLICATION FOR MEMBERSHIP**

5. (1) A natural person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Club on payment of the annual subscription payable under these rules.
- (2) Every nominee for membership shall be proposed by one member and seconded by another. The nomination shall be in such form and contain such particulars as may from time to time be prescribed by the Committee and shall be signed by the nominee, proposer and seconder.
- (3) No nominee for Senior, Junior or Country shall be eligible for election unless that person is able to swim a reasonable distance and may be called upon by the Committee to demonstrate his proficiency.
- (4) Every nomination shall be submitted to the Committee for approval or rejection at the next meeting following the receipt by the Secretary of the nomination. A nominee shall not be approved for membership if two or more of the Committee shall vote against the nomination.
- (5) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominees in writing that they are approved for membership of the Club and request payment within 28 days of notice of such subscription as is due and payable by the nominee under these rules.
- (6) The Secretary shall, upon payment of the amounts referred to in sub clause (5) within the period referred to in that sub clause enter the nominees name in the register of members and, upon the name being so entered, the nominee shall become a member of the Club.
- (7) A right, privilege or obligation of a person by reason of their membership of the Club:
- (a) is not capable of being transferred or transmitted to any other person;
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

**ANNUAL SUBSCRIPTION**

6. (1) The annual subscription payable by each category of Member shall be such amount as is determined by the Committee. A person elected to membership of the Club after 1st day of December in any year shall only be required to pay one half of the annual subscription otherwise payable for that member's category of membership.
- (2) Subscriptions are payable in advance on the 1st day of July in each year. Members shall pay at least one half of their subscription on or before the 1st day of September in each year and if it is not so paid they shall be ineligible to take part in any Club or Regatta race. If their subscription is not paid in full by the 31st day December in the same year they shall be notified that they are unfinancial and due to be posted as unfinancial and cease to be entitled to use

the Clubhouse or enjoy the privileges of membership but will continue to be liable for their subscription.

- (3) Each Senior, Junior, and Country Member shall in each Financial Year of the Club pay to the Club in addition to the annual subscription payable pursuant to this clause an amount equivalent to the affiliation fee and any levy payable in that year to the Victorian Rowing Association or Rowing Australia Inc. in respect of that Member. Such amount shall become due and payable at the same time as the annual subscription or at such other time and in such manner as the Committee may from time to time determine.
- (4) Any member who is at the commencement of the financial year of the Club over the age of 65 years and who has at that date, been a member of the Club in any category for a continuous period of forty years, shall not be liable to pay any further subscriptions.
- (5) The Committee shall be entitled to make such additional charges to members for the use of particular resources and equipment of the Club as it may from time to time determine.
- (6) The Committee in its absolute discretion may suspend a member who does not pay their subscription. The Committee shall not allow the membership suspension to continue for a period greater than three years.

#### **GENERAL RIGHTS OF MEMBERS**

7. A Member who is entitled to vote under these Rules has the right to:
  - (a) receive notice of general meetings and special resolutions in the manner and time prescribed by clause 15;
  - (b) submit items of business for consideration at a general meeting as prescribed by clause 15(3);
  - (c) attend and be heard at general meetings;
  - (d) vote at a general meeting;
  - (e) have access to the minutes of general meetings and other documents of the Club as proscribed by clause 45; and
  - (f) inspect the register of members as prescribed by clause 8.

#### **REGISTER OF MEMBERS**

8. The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the register shall be available for inspection by Members at the address of the Public Officer.

**RESIGNATION AND EXPULSION OF MEMBERS**

9. (1) Members of the Club who have paid all moneys due and payable by them to the Club may resign from the Club by first giving one month's notice in writing to the Secretary of their intention to resign and upon the expiration of that period of notice the Member shall cease to be a member.
  - (2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the Register of Members an entry recording the date in which the Member by whom the notice was given ceased to be a Member.
  - (3) A Member is taken to have resigned if the Member's annual subscription is more than 12 months in arrears and after a Committee meeting confirming such resignation, the Secretary shall inform such member in writing of her/his removal from the Register of Members.
  - (4) The membership of a Member of the Club ceases on death.
10. (1) Subject to these rules, the Committee may be resolution:
    - (a) expel a Member from the Club;
    - (b) suspend a Member from membership of the Club for a specified period;  
or
    - (c) fine a Member in accordance with the Regulations if the Committee is of the opinion that the Member:
      - (i) has refused or neglected to comply with these rules; or
      - (ii) has been guilty of conduct unbecoming to a Member or prejudicial to the interests of the Club.
  - (2) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action as prescribed by clause 10(1) against a Member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member. The members of the disciplinary subcommittee:
    - (a) may be Committee members, members of the Club or anyone else; but
    - (b) must not be biased against, or in favour of, the Member concerned.
  - (3) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
    - (a) stating the Club proposes to take disciplinary action against the Member;  
and
    - (b) stating the grounds for the proposed disciplinary action; and
    - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the "Disciplinary Meeting"); and

- (d) advising the Member that he or she may do one or both of the following:
  - (i) attend the Disciplinary Meeting and address the disciplinary subcommittee at that meeting;
  - (ii) give a written statement to the disciplinary subcommittee at any time before the Disciplinary Meeting; and
- (e) setting out the Member's appeal rights under clause 10(9)-(13).
- (4) The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.
- (5) At the Disciplinary Meeting, the disciplinary subcommittee must:
  - (a) give the Member an opportunity to be heard; and
  - (b) consider any written statements submitted by the Member.
- (6) After complying with clause 10(5), the disciplinary subcommittee may:
  - (a) take no further action against the Member; or
  - (b) subject to 10(7):
    - (i) reprimand the Member;
    - (ii) suspend the membership rights of the Member for a specified period; or
    - (iii) expel the Member from the Club.
- (7) The disciplinary subcommittee may not fine the Member.
- (8) The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
- (9) A Member whose rights have been suspended or who has been expelled from the Club under clause 10 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (10) The notice must be in writing and given:
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary no later than 48 hours after the vote.
- (11) If a Member has given notice under 10(10), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (12) Notice of the disciplinary appeal meeting must be given to each Member of the Club who is entitled to vote as soon as practicable and must:

- (a) specify the date, time and place of the meeting; and
  - (b) state:
    - (i) the name of the Member against whom the disciplinary action has been taken;
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel the Member should be upheld or revoked.
- (13) At a disciplinary appeal meeting:
- (a) no business other than the question of the appeal may be conducted;
  - (b) the Committee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (14) After complying with clause 10(13), the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (15) A Member may not vote by proxy at the meeting.
- (16) The decision is upheld if no less than three quarters of the Members voting at the meeting vote in favour of the decision.
- (17) A Member of the Club who is the subject of a disciplinary procedure must not initiate a grievance procedure until the disciplinary procedure is complete.

### **DISPUTES AND MEDIATION**

11. (1) The grievance procedure set out in this rule applies to disputes under these rules between:
- (a) a member and another member; or
  - (b) a member and the Club.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must, within 10 days, hold a meeting within the presence of an unbiased mediator.

- (4) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the Committee; or
    - (ii) in the case of a dispute between a member and the Club, a mediation panel appointed by the President comprising three persons who are not members of the Committee. The Chairman of this mediation panel shall be a qualified lawyer. In a situation where the President deems a mediation panel to be inappropriate for whatever reason, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Club can be appointed to the mediation panel or be a mediator.
- (6) The mediator cannot be a person who (i) is a party to the dispute; (ii) has a personal interest in the dispute; or (iii) is biased in favour of or against any party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator or mediation panel, in conducting the mediation, must:
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### **ANNUAL GENERAL MEETINGS**

12. (1) The Club shall in each calendar year convene an Annual General Meeting of its Members.
- (2) The Annual General Meeting shall be held on a day no later than that prescribed by the Act for the holding of the Annual General Meeting and ideally prior to the 31<sup>st</sup> October in each year as the Committee determines.



- (3) The Annual General Meeting shall be specified as such in the notice convening the Meeting.
- (4) The ordinary business of the Annual General Meeting shall be:
  - (a) to confirm the Minutes of the last preceding Annual General Meeting and any General Meeting held since that Annual General Meeting;
  - (b) to receive from the Committee reports upon the transactions of the Club during the preceding financial year;
  - (c) to elect the Officers of the Club, the Members of the Committee and the Selection Committee; and
  - (d) to receive and consider the statements submitted by the Club in accordance with Part 7 of the Act..
- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

**SPECIAL GENERAL MEETING**

13. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
14.
  - (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
  - (2) The Committee shall upon the requisition in writing of Members representing not less than the greater of 15 members of the Club other than Country and Social Members and 5% of the total number of such Members, convene a Special General Meeting of the Club.
  - (3) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
  - (4) If the Committee does not cause a Special General Meeting to be held within one month after the date on which a requisition is sent to the address of the Secretary, the Members making a requisition or any one or more of them may convene a Special General Meeting to be held not later than three months after that date.
  - (5) A Special General Meeting convened by Members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

**NOTICE OF MEETING**

15. (1) The Secretary of the Club shall at least 7 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the Club, cause to be sent to each member of the Club at the address appearing in the Register of Members, a notice by prepaid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than set out in the notice convening the meeting shall be transacted at the meeting.
- (3) Any Member desiring to bring any business before a Meeting may give notice of that business in writing to the Secretary who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

**PROCEEDINGS AT MEETINGS**

16. (1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
  - (2) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present during the time when the meeting is considering that item.
  - (3) Thirty financial Members of the Club present personally or by proxy (being Members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of business as at a General Meeting.
  - (4) If within half an hour of the appointed time for the commencement of a General Meeting, a quorum is not present the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed as the commencement of the meeting, the Members present (being not less than five) shall be a quorum.
  - (5) Proxies shall be in writing and shall be lodged with the Secretary at least 24 hours before the meeting for which they are to be used commences.
17. (1) The President, or in his absence, a Vice-President, or in their absence, the Captain shall preside as Chairman of the meeting.
  - (2) If the President, all Vice-Presidents and the Captain are absent from a meeting, the Members present shall elect one of their number to preside as Chairman of the meeting.

18. (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.
  - (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of a General Meeting.
  - (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of the adjournment or of the business to be transacted at the adjourned meeting.
19. A question arising at a General Meeting of the Club shall be determined on a show of hands and unless before or on the declaration of a 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 Club is evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against, that resolution.
20. (1) Upon any questions arising at a General Meeting of the Club, a Member who is entitled to vote at such meeting has one vote only.
  - (2) All votes shall be given personally or by proxy.
  - (3) In the case of equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
21. (1) If at a meeting a poll on any question is demanded by not less than ten Members entitled to vote at the meeting, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
  - (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and the poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
22. A Member is not entitled to vote at any General Meeting unless all moneys due and payable by him to the Club have been paid, other than the amount of the annual subscription and levy payable in respect of the current financial year.
23. (1) Members shall be entitled to appoint another Member as their proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
  - (2) The notice appointing the proxy shall be in the form set out in the Appendix.

**COMMITTEE**

24. (1) The affairs of the Club shall be managed by a Committee constituted as provided in rule 26.
- (2) The Committee:
- (a) shall control and manage the business and affairs of the Club;
  - (b) may subject to these rules the Regulations and the Act exercise all the powers and functions as may be exercised by the Club other than those powers and functions that are required by these rules to be exercised by General Meetings of the Members of the Club; and
  - (c) subject to these rules, the Regulations and the Act, has power to perform all the acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.
25. (1) The Officers of the Club shall be:
- (a) a President;
  - (b) Vice-Presidents;
  - (c) Captain;
  - (d) Up to 2 Vice-Captains;
  - (e) Chairman of Selectors;
  - (f) Secretary;
  - (g) Treasurer;
  - (h) Club and Equipment Manager;
  - (i) Social Manager;
  - (j) Honorary Solicitor; and
  - (k) Honorary Auditor.
- (2) The persons elected to the offices of the Honorary Solicitor and Honorary Auditor need not be Members of the Club.
- (3) The provisions of rule 27 as far as they are applicable and with the necessary modifications apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- (4) Each Officer of the Club shall hold office until the Annual General Meeting next after the date of their election but is eligible for re-election.
- (5) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint a Member of the Club eligible for election to that office, to the vacant office and the Member so appointed shall continue in office up to

and including the conclusion of the Annual General Meeting next following the date of his appointment.

(6) *“If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.”*

26. (1) Subject to Section 774 of the Act, the Committee shall consist of:
- (a) the Officers of the Club (other than the Honorary Solicitor and the Honorary Auditor);
  - (b) five Ordinary Members - each of whom shall be elected at the Annual General Meeting of the Club in each year;
  - (c) an Assistant Secretary and an Assistant Treasurer who may be appointed by the Committee and shall hold office during the pleasure of the majority of the Committee or until resignation.
- (2) Each Ordinary Member of the Committee shall, subject to these rules, hold office until the Annual General Meeting next after the date of their election but is eligible for re-election.
- (3) In the event of a vacancy occurring in the office of Assistant Treasurer or Assistant Secretary, the Committee may appoint a Member of the Club to fill the vacancy and the member so appointed shall hold office during the pleasure of the majority of the Committee or until resignation or until the conclusion of the Annual General Meeting next following the date of their appointment.

#### **ELECTION OF OFFICERS AND VACANCY**

27. (1) Nominations of candidates for election as Officers of the Club or as Ordinary Members of the Committee:
- (a) shall be made in writing and signed by two Members of the Club and accompanied by the written consent of the candidate; and
  - (b) shall be delivered to the Secretary of the Club not less than seven days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and if necessary and further nominations shall be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for election of Officers and Ordinary Members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

- (6) A nomination of a candidate for an election under this clause is not valid if the candidate has been nominated for another office for election at the same election.
28. For the purposes of these rules the office of an Officer of the Club or of any Ordinary Member of the Committee becomes vacant if the Officer or Member:
- (a) with the exception of the Honorary Solicitor and Honorary Auditor ceases to be a Member of the Club;
  - (b) becomes an insolvent under administration within the meaning of the Corporations Law;
  - (c) becomes a represented person within the meaning of the Guardianship and Administration Act 1986;
  - (d) is removed from office by special resolution;
  - (e) in the case of the Secretary of the association—the Secretary ceases to reside in Australia; or
  - (f) resigns their office by notice in writing given to the Secretary; or
  - (g) (other than the President and Vice-Presidents, Honorary Solicitor or Honorary Auditor) absents themselves from three consecutive meetings of the Committee without sending a written explanation satisfactory to the Committee and is held by the Committee to have vacated their office.

**PROCEEDINGS OF COMMITTEE**

29. (1) The Committee shall meet on such days as the Committee may determine provided however that the Committee shall meet at least six times in each year.
- (2) Special meetings of the Committee may be convened by the President or Captain or by any four members of the Committee.
- (3) Notice shall be given to members of the Committee pursuant to sub clause 9 or any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any five Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (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 at the same place and at the same hour and the same days in the following week unless the meeting was a special meeting in which case it shall lapse.
- (6) At meetings of the Committee:-
- (a) the Captain or in the absence of the Captain, a Vice-Captain shall preside; or

- (b) if the Captain and the Vice-Captain(s) are absent, such one of the remaining Members of the Committee as may be chosen by those present shall preside.
- (7) Questions arising at the meeting of the Committee or any Sub-Committee appointed by the Committee shall be determined by 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.
- (8) Each Member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (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 may exercise a second or casting vote.
- (9) Written notice of each Committee meeting shall be served on each Member of the Committee by delivering it to each member at a reasonable time before the meeting or by sending it by prepaid post addressed to him at each members address shown in the Register of Members at least two business days before the day of the meeting.
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

**EXECUTIVE COMMITTEE**

30. There shall be an Executive Committee of the Club consisting of the following officers: the Captain, Vice-Captain(s), Secretary, Treasurer, Chairman of Selectors, Club and Equipment Manager and Social Manager. Such Committee shall meet on a date prior to the meeting of the Committee to be determined by such Committee or as otherwise convened by the Captain or the Secretary for the purpose of making recommendations to the Committee for the better management of the affairs of the Club in accordance with the rules of the Club.

**CAPTAIN**

31. (1) Subject to the control of the Committee as hereinbefore provided the Captain shall be the executive head of the Club.
- (2) The Captain shall be responsible for and supervise the whole of the administration of the Club and the promotion of the objects of the Club as set out in clause 2.
- (3) The Captain shall be ex-officio a Member on the Selection Committee and of all other sub-Committees appointed by the Committee.
- (4) The Captain shall preside at all meetings of the Executive Committee and Committee of the Club and shall in the absence of the President and Vice-Presidents preside at the general meetings of the Club.

**VICE-CAPTAIN(S)**

32. The duties of the Vice-Captain(s) shall be to assist the Captain generally and in the absence of the Captain the Vice-Captain shall have similar authority. The Vice-Captain shall also in the absence of the Captain preside at all meetings of the Executive Committee and Committee.

**SECRETARY**

33. The Secretary of the Club shall keep minutes of the resolutions and proceedings of each General Meeting and each Committee meeting in books provided for that purpose, record the names of persons present at Committee meetings, issue notices of meetings, act as Public Officer of the Club, inform Members of the acceptance of their resignation, attend to all correspondence, take charge of all papers, post notices in the boathouse of all matters connected with the Club, and prepare an annual report. The Secretary shall be responsible for the lodging of all entries for regatta and championship races and shall generally carry out the instructions of the Committee.

**TREASURER**

34. (1) The Treasurer of the Club:
- (a) shall collect and receive all moneys due to the Club and make all payments authorised by the Club;
  - (b) shall keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditures connected with the activities of the Club;
  - (c) provides a full statement of the financial affairs of the Club to each meeting of the Committee; and
  - (d) the accounts and books referred to in sub-clause (1) shall be available for inspection by Members.
- (2) The Treasurer shall post in the Clubhouse a list showing each member's financial position in accordance with these Rules and shall also prepare the Annual General Meeting a balance sheet and statement of assets and liabilities.
- (3) The Club's books shall be audited prior to the Annual General Meeting by the auditor appointed at the previous Annual General Meeting.



**CLUB AND EQUIPMENT MANAGER**

35. The Club and Equipment Manager shall be responsible for the care maintenance and repair of the Clubhouse, boats, cars and other property of the Club.

**SOCIAL MANAGER**

36. Subject to the control of the Committee the Social Manager shall be responsible for the institution, management and co-ordination of all the social activities of the Club and all special functions and fund raising programs conducted by the Club. The Social Manager shall account to the Treasurer for all funds and stock used on a weekly basis for all Club social activities and report in writing to the Committee on a monthly basis.

**SELECTION COMMITTEE**

37. (1) There shall be a Selection Committee consisting of the Chairman of Selectors and two other Members who shall be appointed at the Annual General Meeting.
- (2) Subject to the control of the Committee the powers and duties of the Selection Committee shall be:
- (a) to select the competitors for championship, regatta and Club races;
  - (b) to arrange for the boating and training of such competitors;
  - (c) to alter the personnel of any crew at any time and in this matter the Selection Committee shall be guided by the advice of the relevant coach or coaches;
  - (d) subject to the overriding authority of the Captain to allocate the use of boats, oars and other equipment of the Club to any members of the Club and to refuse the use of any boats, oars and other equipment to any Member if it thinks fit; and
  - (e) to have the management of all Club races.
- (3) Members of the Selection Committee who in the opinion of the Committee duly absents themselves from the Club shall be relieved of their duty by the Committee and another Members appointed by the Committee in their place.

**CLUB FUNDS**

38. (1) The funds of the Club shall be derived from annual subscriptions, donations and such other sources as the Committee determines.
- (2) All Club moneys shall be placed within seven days of receipt of the same to the credit of the Club in a bank or other financial institution approved of by the Committee.
- (3) Wherever possible, all payments shall be made by electronic funds transfer from the Club's account.

- (4) No account shall be paid unless authorised in accordance with Clause 40.
- (5) The Treasurer and Secretary and any member appointed for the purpose by the Committee shall be the only Members empowered to receive money on behalf of the Club provided that in the case of special efforts and social functions to raise funds to assist the finances of the Club, a Sub-Committee appointed for the purpose of organising such effort may be empowered to receive the moneys in connection therewith, which shall be paid to the Treasurer within seven days of receipt or such further period as the Committee may allow.

**REMOVAL OF A MEMBER OF COMMITTEE**

39. (1) The Club in General Meeting may by resolution remove Ordinary Members of the Committee before the expiration of their term of office and appoint another Members in their stead to hold office until the expiration of the term of the first mentioned Members.
- (2) Where the Members to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and requests that they be notified to the Members of the Club, the Secretary or the President may send a copy of the representations to each Member of the Club or, if they are not sent, the Member may require that they are read out at the meeting.

**CHEQUES**

40. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the following Officers of the Club:
  - (a) the Captain;
  - (b) Secretary;
  - (c) Treasurer; and
  - (d) such other person or persons as the Committee may appoint for the purpose.

**SEAL**

41. (1) The Common Seal of the Club shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of any two of the following Officers of the Club:
  - (a) the Captain;
  - (b) Secretary;
  - (c) Treasurer; and

- (d) such other person or persons as the Committee may appoint for the purpose.

**ALTERATION OF RULES AND STATEMENT OF PURPOSES**

42. The rules and statement of purposes of the Club shall not be altered except in accordance with the Act.

**NOTICES**

43. (1) Notices may be served by or on behalf of the Club on Members either personally or by sending it by post to the Members at their address shown in the Register of Members.
- (2) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall unless a contrary intention is proved, be deemed to be given to the person at the time for which the letter would have been delivered in the ordinary course of post.
44. The Club may not be dissolved without the consent of three/fourths of the Members at a Special General Meeting called for that purpose, written notice of which shall be sent to each Member of the Club, also posted on the notice board in the boathouse at least 28 days prior to the date of such meeting and be advertised in at least two of the leading daily papers, once in each of the two consecutive weeks immediately preceding the meeting. On a resolution being carried as aforesaid the Committee shall proceed to realise the property of the Club and after discharge of all liabilities shall distribute the entire residue to such other associations or club or clubs having similar objects to those of the Club as may be named in the resolution for winding up. No amount shall be distributed to the Members.

**CUSTODY OF RECORDS**

45. Except as otherwise provided in these rules, all books, documents, minutes of general meetings, securities of the Club shall be kept in the custody or control of the Secretary. The Secretary shall copy or make these books and documents available for inspection by Members at their request.

**PROPERTY OF THE CLUB**

46. The income and property of the Club whensoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in the rules of the Club, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profits to the members of the Club, provided that nothing herein shall prevent the payment in good faith or remuneration to any Officers or servants of the Club in return for any services actually rendering to the Club or for any allowances in travelling expenses to a Member of the Club actually travelling on the business of the Club.

**LICENSING PROVISIONS**

47. If and so long as the Club shall hold a Club licence under the Liquor Control Act 1987 or any statute amending or corresponding with the same the following rules shall apply, namely:
- (1) A record shall be kept by the Secretary of the number of Members voting at any election of Members to the Club.
  - (2) Correct accounts and books shall be kept by the Treasurer showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature.
  - (3) (a) A visitor shall not be supplied with liquor in the Club premises unless the visitor is
    - (i) a guest in the company of a member of the Club;
    - (ii) an authorised gaming visitor admitted in accordance with the Rules of the Club; or
    - (iii) attending a particular function or a particular occasion in respect of which a Member is paying the whole cost thereof or a limited licence has been granted under section 52 of the Liquor Control Act
  - (b) A member may introduce not more than four visitors to the Club on any day, but no person shall be permitted to be a visitor to the Club on more than twelve occasions in any period of twelve months unless such person is a spouse, parent, fiancée, partner, guardian or child of a Member. The name and address of every visitor and the name of the Member by whom the visitor is introduced shall at the time of such introduction be entered in a Visitors Book to be kept for that purpose.
  - (c) No liquor shall be sold or supplied to any person under eighteen years of age except where such person is accompanied by a spouse, parent or guardian and the liquor is sold or supplied for consumption as part of a meal supplied on the Club premises.
  - (d) No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless such liquor is removed from the premises of the Club by the Member purchasing the same.
  - (e) Notwithstanding anything elsewhere contained in these rules, no alteration or variation of the rules of the Club shall have effect unless and until such alteration or variation has been approved by the Liquor Control Commission.
  - (f) The supply of liquor to and by the Club shall be under the control of the Members of the Committee which without derogation from any other power conferred on it by these rules may subject to the Liquor Control Act 1987 prescribe by by-law the days and hours when and the places where liquor may be sold or supplied in the Club premises.

- (g) No person shall receive a greater profit benefit or advantage from the Club than that received by every Member thereof other than a remuneration or honorarium approved by the Liquor Control Commission for work done by the Secretary, Treasurer or other officer of the Club or salary or wages paid to employees.
- (h) The facilities of the Club shall be provided and maintained from its joint funds.
- (i) No payment or part payment shall be made to the Secretary, manager or other officer or servant of the Club by way of commission or allowance from or upon the receipts of the Club for the liquor supplied.
- (j) An authorised gaming visitor must:
  - (i) produce evidence of his or her residential address before being admitted to the Club premises; and
  - (ii) carry identification at all times while on the licences premises; and
  - (iii) comply with any relevant rules of the Club whilst on the licenced premises of the Club.

**WAR MEMORIAL BUILDING FUND**

- 48. (1) There shall be established in the Books of the Club a special fund to be known as “The Mercantile Rowing Club War Memorial Building Fund”.
- (2) The Mercantile Rowing Club War Memorial Building Fund shall consist of moneys donated or borrowed for the purpose of the erection equipping and furnishing of “The Mercantile Rowing Club War Memorial Club Room” and shall be applied by the Committee for that purpose only.

**USE OF TECHNOLOGY**

- 49. (1) A member not physically present at a general meeting may participate in the meeting by the use of technology that allows that member and the others present at the meeting to clearly and simultaneously communicate with each other.
- (2) A member participating in a general meeting as permitted under 49(1) is taken to be present at the meeting and, if votes at the meeting, is taken to have voted in person.

**APPENDIX**  
**MERCANTILE ROWING CLUB**  
**APPOINTMENT OF PROXY**

I, \_\_\_\_\_ of \_\_\_\_\_  
being a member of Mercantile Rowing Club Inc. ("the Club") hereby appoint  
or the Chairman of the Meeting being a Member of the Club, as my proxy to vote for me on my  
behalf at the Special/Annual (delete as appropriate) General Meeting of the Club to be held on  
the \_\_\_\_\_  
day of \_\_\_\_\_ 20\_\_\_\_ at \_\_\_\_\_ .m. and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolutions  
detailed on the Notice of Meeting for this Special/Annual (delete as appropriate) General  
Meeting of the Club.

Signed: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

The \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_