

**VINCENTIA SAILING CLUB**

**INCORPORATED**

**CONSTITUTION**



Version 1.1

As accepted at Annual General Meeting date 2012  
Amended September 2021 – Website version.

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## Annexes

- A. Schedule of Membership Fees
- B. AGM – Draft Agenda.
- C. Club Asset Register
- D. Membership Application Form
- E. Proxy Nomination Form
- F. Interim Membership Register
- G. Process Guides for statutory authority applications etc (To be developed).

## 1. TITLE

The name of this body shall be Vincentia Sailing Club Incorporated and shall herein be referred to as the "Club".

## 2. OBJECTIVES

The objectives of the Club shall be:

- a. To encourage and foster the recreational and sporting aspects of sailing of off the beach catamarans;
- b. To provide recreation and sailing competition for Club members;
- c. To assist and coach members of the Club to enhance their sailing skills;
- d. To not pursue or promote political activities;
- e. To have sound financial management to ensure the long term prosperity of the Club; and
- f. To enforce observance of the rules of the Club and deal with any infringements.

## 3. AFFILIATION AND ASSOCIATIONS

The Club is affiliated with:

- a. Australian Sailing;
- b. The Hobie Cat Association of NSW;
- c. The Australian National Hobie Cat Association;
- d. Shoalhaven City Council; and
- e. Affiliation with other associations or sailing clubs is at the discretion of the Club, provided that the Club retains its full autonomy in all matters.

## 4. DEFINITIONS

VSC	<i>Vincentia Sailing Club</i>
AGM	Annual General Meeting
SGM	Special General Meeting

## 5. MEMBERSHIP ELIGIBILITY

Any person interested in off the beach catamaran sailing shall be eligible for membership.

## 6. MEMBERSHIP

The Club has the following membership options:

- a) **Interim Membership:** This membership is offered to an individual or family (as described below) for a maximum of two visits. This membership is free other than daily sailing fees. Any visitor using the Club facilities are required to complete the Interim Member Register for each day they use the Club facilities. After two days of visiting the Club and using the facilities the individual or family will be asked to take out annual membership.

- b) **Junior Membership:** To under 18 years of age and who are not covered under the terms of family membership.
- c) **Individual Membership:** (Adults, without family or without other family involvement) This membership allows a member to take along any visiting friends. If visiting friends are going to return on a regular basis then they need to apply for their own membership on their 3<sup>rd</sup> visit.
- d) **Family Membership:** (One or two adults, including their under 18 children) This membership allows a member to take with them members of their family and any visiting friends. If visiting friends are going to return on a regular basis then they need to apply for their own membership on their 3<sup>rd</sup> visit.
- e) **Life Membership:** It is at the Club's discretion to appoint life membership to those members who have made special contributions to the Club. Nominees for life membership must have membership of at least ten(10) consecutive years. Nominations must be approved by the Club's Committee and must be submitted in writing to an Annual General Meeting of the Club. Life membership nomination must be carried by a two-thirds majority of those present at the AGM and who have voting rights. Not more than one (1) life member shall be elected in any one year. Life members shall be entitled to all privileges of the Club.

## 7. MEMBERSHIP APPLICATION AND REGISTER

- a) All applications for membership shall be in writing, by completing all the required details on a current Club membership form (see Annex D). The application shall be lodged with the Secretary.
- b) The applicant member is required to pay the relevant joining and membership fees at the time of membership lodgement. Membership is not valid until the full membership dues have been paid.
- c) The Club Secretary shall keep a register of all the current financial members of the Club along with each yearly completed Membership form.

## 8. MEMBERSHIP FEES, FUND RAISING AND FINANCIAL MANAGEMENT

- a) Membership subscription rates and joining fees for new members are reviewed and determined annually by the Club Committee at the AGM.
- b) Schedule of Membership Fees are within Annex A.
- c) Annual membership renewal is due on the 1<sup>st</sup> of September of the current season and shall be paid no later than the 31<sup>st</sup> of October. All subscriptions and fees shall be the property of the Club after payment and are not refundable. Members are required to pay their membership fees prior to using the Club's facilities.
- d) Late renewals shall be subject to a levy of a maximum of 20% of the membership fees. This levy may be waived at the discretion of the Club's Committee after consideration of each case on its merits.
- e) A member being arrears in any respect, cannot renew his/her membership until such arrears have been paid.
- f) Visitors to the Club will be required to become member on their third visit.
- g) New members joining after the 1<sup>st</sup> of February shall be entitled to 50% reduction of the current membership fees, in the initial year.
- h) All membership fees are held as general revenue of the Club.

- i) Funds raised through other activities such as canteen sales or the holding of regattas shall be held as general revenue to the Club and shall be used at the discretion of the Club.
- j) All funds will be held in an approved banking institution. Where possible long term deposits are to be used.
- k) A cheque account shall be used for the payment of invoices. Two executive signatories are required to each cheque. Three approved executive are to be established each year as signatories to the cheque account.
- l) The Club's elected Treasurer will maintain all financial records of the Club, prepare and present the annual financial reports to the Club membership at the AGM.
- m) The Club will maintain a financial year commencing on the 1 July and ending on 30 June each year.

## 9. TERMINATION OF MEMBERSHIP

A person ceases to be a member of the Club if the person:

- a) Voluntarily resigns from the Club by submitting a notice of such resignation in writing to the Club Secretary. Any member of the club may voluntarily resign.
- b) Dies; or
- c) Is expelled from the Club.

## 10. MEMBERSHIP ENTITLEMENTS

A right, privilege or obligation which a person has as a member of the Club:

- a) Is not permitted to be transferred to another person; and
- b) Terminates upon cessation of the person's membership or death.

## 11. DISCIPLINE OF MEMBERS

Where the Committee is of the opinion that a member of the Club has persistently and wilfully acted in a manner detrimental to the interests of the Club, the Committee may by resolution:

- a) Suspend the member from membership of the Club for a specified period; or
- b) Expel the member from the Club.
- c) The right of appeal by a suspended or expelled member is at the discretion of the Club's Committee after consideration of each case on its merits.

## 12. GOVERNANCE

The Club's affairs shall be governed by the following committees:

- a. **Executive Committee.** The business and affairs of the Club shall be under the control of the Executive Committee (The Executive) as elected at the AGM and which shall consist of the following Officers of the Club: Commodore, Vice-Commodore, Secretary and Treasurer.  
The Executive has the power to act on all matters related to the pursuit of the objectives of the Club and to all matters which it considers essential for the proper

management of the business and affairs of the Club. The Executive shall, in the normal course of operations, work in conjunction with all the Members of the General Committee of which it forms part, however, in matters requiring urgent attention the Executive shall take all necessary action and shall report such actions to the General Committee at the earliest opportunity.

- b. **General Committee.** The General Committee shall assist the Executive in the day to day management of the Club's business and shall consist of the Executive and the following other Members of the Club, elected at the AGM or as otherwise provided herein: Safety Coordinator, Regatta Coordinator, Race Officer, Catering Officer, Publicity / Social Officer, IT Officer, Gear Steward, 1<sup>st</sup> Aid Officer and Community Liaison. In addition the General Committee shall have the power, where it deems fit, to delegate any of its responsibilities to other Sub-Committees to deal with sailing club related matters.
- c. **Regatta Committee.** The Regatta Committee shall plan and manage all required for VSC to host a regatta at Vincentia. including regatta preparations, the duties on the day(s) of the regattas and all post regatta tasks. Election of the Regatta Committee shall be coordinated by the Commodore and the Regatta Coordinator. The Regatta Committee may consist of (but not necessarily limited to) Regatta Coordinator, Regatta secretary, Regatta treasurer, Regatta publicity officer, Regatta Safety Officer, On water management officer, Regatta Catering Officer. These positions may be filled by the elected Executive or General Committee members or by other Club individuals.

### 13. DUTIES OF THE OFFICE BEARERS

- a) **Commodore:** is responsible for the application of the Club policies, direction and overall supervision of the Club. The Commodore shall chair all general meetings of the Club. The Commodore shall have the right to delegate the chairmanship of the Club's meetings. The Commodore shall ensure all business and administrative matters of the Club are managed in a professional manner. The Commodore shall be responsible for ensuring that each Committee and all Office Bearers of the Club carry out their duties in accordance with this Constitution.
- b) **Vice-Commodore:** shall perform the duties of the Commodore in his/her absence. The Vice-Commodore generally assists the Commodore and carries out duties as the Commodore may delegate. In the case of prolonged absence or resignation of the Commodore, the Vice-Commodore is to carry out all the duties of the Commodore until a new Commodore is elected at an Annual General Meeting or an extraordinary General Meeting as decided by a majority of the Executive Committee.
- c) **Secretary:** is responsible for membership applications, membership renewals, maintains the Club's membership records, manages all correspondence, issues invitations to committee meetings, provides the agendas for the committee meetings, takes minutes at committee meetings and maintains a retrievable filing system both hard copy and electronic as required. Maintain Membership Register and Interim Membership Register for the Club. Prepare and submit all required statutory authority applications as detailed in Annex F.
- d) **Treasurer:** is responsible for the administration of the Club's finances and maintenance of financial records and accounts, the payment of all authorised bills and expenses and the collection of revenue, the annual submission of accounts for review by the Club and the management and payment of the Club's insurance.
- e) **Safety Coordinator:** is responsible for safe operations at the Club and adherence to applicable regulations governing sporting clubs and associations. These regulations may include, but not limited to; NSW Health, Shoalhaven Council and OHS.
- f) **Regatta Coordinator:** is responsible for coordinating the Regatta Committee regarding the planning and executing all necessary for a regatta being hosted by the Club. In planning regattas, the Regatta Coordinator shall liaise with and call upon the

Club Executive or General committee members where necessary.

- g) **Race Officer:** is responsible for liaising with other sailing clubs and associations, drafting of the Club's sailing program, along with weekly processing of race results and posting them to the Club website and/or other Club publishing platforms.
- h) **Catering Officer:** is to ensure that necessary food and beverages required for all functions throughout the Club Calendar year are maintained at the correct stock levels and that all material and equipment for catering purposes are adequate for the Club's requirements.
- i) **Publicity / Social Officer:** is responsible for all matters regarding the promotion of Club activities. Maintaining of a pictorial record of the Club and its activities. Prepare and publish a Brief regarding the weekly Club activities during the Sailing Season and to publish them on the Club platforms.
- j) **IT Officer:** is responsible for facilitating the Club website and any other publishing platform for which content is accessible by the Race Office, Publicity officer for their duties and the general Club members where appropriate. Where in house skills don't allow for facilitation of platforms, the IT Officer shall coordinate with external providers to provide these platforms.
- k) **Gear Steward:** is responsible for the maintenance of the Clubs equipment to a safe and functional standard.
- l) **1<sup>st</sup> Aid Officer:** is responsible to maintaining 1<sup>st</sup> aid supplies in the Club house and onboard rescue and support craft for Club and regatta sailing days.
- m) **Community Liaison:** is responsible for engaging with other community organisations in the Jervis Bay and Vincentia locality. This is to ensure the Club has a voice at the table for discussions such as, but not limited to, development of the Plantation Point area; Marine Park planning.

#### 14. ANNUAL GENERAL MEETING

- a) The Club shall, in each year, hold an AGM and it shall be held in either the month of June or July. The actual date & venue shall be determined by the Committee. The Committee shall notify Club members of the AGM at least 14 days in advance. The AGM shall be in addition to any other general meetings that may be held in the same year. The AGM shall be specified as such in the Notice and Agenda convening it. An AGM quorum of 10 Club Members and 80% of the Executive Committee must be maintained.
- b) The AGM shall be chaired by a person independent of the Club or if available a Life member that will not be nominated for any elected position of the Club.
- c) The AGM shall be held for the purpose of:
  - 1. Confirmation of the Minutes of the preceding AGM;
  - 2. The presentation of the Annual Financial Report;
  - 3. The presentation of other Annual Committee members' reports;
  - 4. Reporting on the achievements of our sailors at other events .
  - 5. The election of the officers of the Club: Commodore, Vice-Commodore, Secretary, Treasurer, and ordinary committee persons;
  - 6. The election of a Regatta Committee for a regatta in the next twelve months. And
  - 7. The AGM may transact special business of which notice is given in accordance with this Constitution.
- d) All relevant issues presented at the Annual Meeting shall be decided by a majority of the Regular Members in attendance, including those appointed by written proxy (refer Annex E). There is no minimum attendance required for a quorum on a vote of any issue presented at the AGM.

- e) The day of the AGM may also involve the Trophy presentation of the Club's sailing results for the season along with a social event for all Club members.

## **15. OTHER MEETINGS**

- a) The committee may, where it deems fit, convene Special General Meetings (SGM) of the Club. It is required to state the nature of the business for which the meeting has been called, by means of a meeting Notice and / or Agenda. Discussions during the meeting shall be confined to the subjects specified. The Committee shall notify all Club members of the SGM at least 14 days in advance.
- b) The General or Regatta Committees may hold meetings to address the tasks and organization related to the Club's business matters or regatta(s). Notification of these meetings may be limited to the members on the Committees only and should be given at least 48 hours in advance.

## **16. VOTING**

- a) All votes shall either be given personally at the Club meetings or by means of a proxy vote.
- b) An application for a proxy vote may be made by any member unable to personally attend a Club meeting. The application for a proxy vote shall be in writing, shall state the name of the applicant's nominated proxy, be signed by the applicant and shall fully state the reason for which the proxy application is made.
- c) All matters put to a vote shall be determined by a simple majority, of the quorum, of those members eligible to vote.
- d) In the case of a tied vote the motion shall lapse.
- e) The Commodore shall have the right to veto any proposal.

## **17. VOTING RIGHTS**

- a) Junior members shall not be entitled to vote at Club meetings but are allowed to take part in the proceedings at such meetings.
- b) Individual membership entitles the adult to full voting rights at all Club meetings, except Club committee meetings.
- c) Family membership entitles both adults to full voting rights at all Club meetings, except Club committee meetings.
- d) Life members shall be entitled to full voting rights at all Club meetings and free membership.

## **18. AMENDMENTS TO CONSTITUTION**

- a) The Constitution shall not be modified, added to or repealed unless:
  - 1. A resolution detailing any alteration(s) or repeal(s) to the Constitution has been submitted in writing to the Club Secretary at least 14 days prior to an AGM or a meeting specifically convened for that purpose;
  - 2. All Club members are notified of the contents of such a resolution at least 14 days prior to the AGM or meeting specifically convened for that purpose; and



3. Such a resolution has been subjected to a vote by the members present at the AGM or meeting specifically convened for the purpose of voting thereon and shall be carried only if two thirds of the votes cast (66%) are in favour of such alteration.

## **19. INSURANCE**

The elected Executive are responsible to maintain the following insurance policies:

1. Vincentia Sailing Club House – Third party liability insurance with \$10,000,000 Legal Liability Cover.
2. Club Start Boat – Third party liability insurance with \$10,000,000 and personal effects cover to \$5,000.
3. Hobie Wave 1 - Third party liability insurance with \$10,000,000 and personal effects cover to \$5,000.
4. Hobie Wave 2 - Third party liability insurance with \$10,000,000 and personal effects cover to \$5,000.
5. Beach Tractor – Third party liability insurance with \$10,000,000 and personal effects cover to \$5,000.

All boats sailing in any association with the Club or boats racing must be covered with racing insurance to a minimum third party insurance cover of \$10,000,000.

## **20. CLUB ASSET MANAGEMENT**

The Club owns a range of assets as listed in Annex C. The Asset Register at Annex C will be maintained throughout the year by the Executive as assets are acquired or disposed of.

## **21. RESPONSIBILITIES**

### **a. Shoalhaven City Council**

Club House:

1. Third party insurance to \$10,000,000.
2. Minor maintenance to the building to be the responsibility of the Club and all major maintenance including of a structural nature to be the responsibility of Council.

The Club is to report annually to the Council in the format required by Council

Electrical power and water usage costs are the responsibility of Club.

### **b. Yachting Australia: Affiliation Membership**

### **c. Yachting NSW: Affiliation Membership**

### **d. NSW Maritime: Water Vessel Registration**

## **22. MEMBER LIABILITIES**

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is

limited to the amount, if any, unpaid by the member in respect of membership of the club as required by clause 8 of this Constitution.

## **23. DISSOLUTION**

The Club may be dissolved upon the consent of 75% of the members of the Club voting at a general meeting called to dissolve the Club.

a) Notice of such meeting of the Club specifying the purpose for which it is called shall be sent to every financial member of the Club not less than one month prior to the date upon which it is to be held.

b) A Motion for dissolution of the Club under this Clause shall not be deemed to have been passed unless three-quarters of the total number of financial Ordinary Members of the Club are present at the meeting of the Club called to consider it.

c) If upon dissolution or winding up of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed amongst the members of the Club, or former members. The surplus property must be given or transferred:

- a) to some other association incorporated under the Associations:
  - i. Incorporation Act (1987) which has similar objects and which is not carried out for the purpose of profit or gain to its individual members;  
or
- b) for charitable purposes.

which association or purposes, as the case requires, shall be determined by resolution of the members of the Club.

## **24. ANNEXES**

All Annexes to this Constitution may be amended by the Club at a Special General Meeting in accordance with Clause 15.

**SCHEDULE OF FEES**

(as approved at General Meeting dated 24 June 2011)

<b>Fee Type</b>	<b>Fee</b>
Interim Membership (3 week maximum)	Free
Junior Membership	\$60.00
Individual Membership	\$100.00
Family Membership	\$160.00
Social Membership	\$60.00
Life Membership	Nil Fee
Use of Hobie Wave - Member (per day)	\$5.00
Race fee, per day, two crew boat	\$25.00
Race fee, per day, two crew boat, one student	\$20.00
Race fee, per day, one crew boat	\$15.00
Race fee, per day, one student crew	\$10.00
YNSW Membership – Silver Country	\$50.00
YNSW Membership – Youth Country	\$30.00

**AGM – DRAFT AGENDA**

1. Commodore shall call for the:
  - a. Minutes of the previous AGM/GM to be read, by the out going Secretary. Motion is called for amendment or acceptance.
  - b. Commodore's Annual report to be read. Motion is called for amendment or acceptance.
  - c. Treasures Annual Report to be read. Motion is called for amendment or acceptance.
2. Any Special business to be tabled, discussed and voted upon as necessary.
3. the Commodore shall hand over chairmanship of the meeting to the AGM Chair as required.
4. The AGM will commence with the chair announcing that all Club Committee positions are vacant.
5. Chair will call nominations and will manage the voting for the following Committee positions in accordance with this Constitution.

**Club Executive Committee**

- a. Commodore.
- b. Vice Commodore.
- c. Secretary.
- d. Treasurer.

**General Committee**

- e. Safety Co-ordinator (Covid, OHS).
- f. Regatta Co-ordinator.
- g. Race Officer (Calendar and results)
- h. Catering Officer.
- i. Publicity / Social Officer (regular stories, Facebook, WhatsApp)
- j. IT Officer (facilitate platforms or co-ordinate external provider)
- k. Gear Steward.
- l. 1<sup>st</sup> Aid Officer.
- m. Community Liaison.

6. Once all positions are filled the AGM/GM Chair shall hand the Chair to the newly elected Commodore who shall convene the first meeting for the Club under the newly elected Committees.

**CLUB ASSET REGISTER –**

*Not available for public view.*

**Annex D**



## Tax Invoice

Vincentia Sailing Club Inc  
 ABN 41 350 521 936  
 PO Box 57  
 Vincentia, 2540

### Membership Form 2021/2022

**Family Name:**

	Adult	U/18 or Student	DOB
<b>First Name /DOB</b>	<input type="text"/>	<input type="text"/>	<input type="text"/>
	<input type="text"/>	<input type="text"/>	<input type="text"/>
	<input type="text"/>	<input type="text"/>	<input type="text"/>
	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Address**   
  
 Post Code

**Phone**  Mobile   
 Mobile

**Email Address**

**Boat Type (if applicable)**   
 Boat Insurer   
 Policy Number   
 Expiry Date

**Boat Licence (if applicable)**

Name	<input type="text"/>	Licence Number	<input type="text"/>
Name	<input type="text"/>	Licence Number	<input type="text"/>
Name	<input type="text"/>	Licence Number	<input type="text"/>

**Working with Childrens Check (if applicable)**

Name	<input type="text"/>	WWCC No.	<input type="text"/>
Name	<input type="text"/>	WWCC No.	<input type="text"/>
Name	<input type="text"/>	WWCC No.	<input type="text"/>

**First Aid Certificate (if applicable)**

Name	<input type="text"/>	Current Until	<input type="text"/>
Name	<input type="text"/>	Current Until	<input type="text"/>
Name	<input type="text"/>	Current Until	<input type="text"/>

Club	No	Cost
<b>Membership</b> Family	\$160	\$0
Individual Adult	\$100	\$0
Individual Youth/Student (over 18)	\$60	\$0
Family Social Only Member	\$60	\$0
<b>Total</b>		<b>\$0</b>

All Members of Vincentia Sailing Club must read, understand and abide by the Club's Constitution.  
 All payments EFT to VSC BSB 641 800, Account Number 069100423 (Please include you surname in transaction)  
 Please email completed form to Mr Howard Carter - [howard.carter@bigpond.com](mailto:howard.carter@bigpond.com)

**FORM OF APPOINTMENT OF PROXY**

I,.....of .....  
*(full name)* *(address)*

being a member of Vincentia Sailing Club

hereby appoint ..... of .....  
*(full name of proxy)* *(address)*

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of VSC (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of..... *(month and year)*

and at any adjournment of that meeting.

\* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

\* to be inserted if desired.

.....  
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of VSC.

## Annex F

Interim Membership Register Template (To be maintained at Club House)

Date	Name	Address	Phone	Mobile	Boat Insurance (if applicable)
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## **Annex G**

Process Guides for statutory authority applications etc (To be developed)