

Ocean Racing Club of Victoria (A0010042E)

Founded 1949

Constitution 2020

OCEAN RACING CLUB of VICTORIA RULES (CONSTITUTION)

Incorporation number A0010042E

Definitions

The following definitions shall be used in relation to these Rules:

- a) **Act** – means the Associations Incorporation Reform Act 2012 and includes any regulation made under that Act, as amended from time to time. Consumer Affairs Victoria is the government agency responsible for registering and regulating Incorporated Associations in Victoria.
- b) **Bylaws** – additional regulations defined by the Club from time to time in accordance with these Rules, which Members are required to follow.
- c) **Club** – a group of people who share a common interest recognised by Consumer Affairs Victoria as a club. Club for the purpose of these rules means the Ocean Racing Club of Victoria.
- d) **Committee** - also known as General Committee. A group of people which is voted in by Members to run the Club on their behalf in accordance with these Rules.
- e) **Committee Meeting** – a meeting of the Committee which satisfies the requirements of a Quorum in order to run the Club.
- f) **Financial year** – the twelve-month period ending 30th June each year used for financial reporting and audit purposes.
- g) **Flag Officer** – a subset of Officers, a term used for the group of the Commodore, the Vice Commodore and the Rear Commodore.
- h) **General Meeting** – a meeting of Members which satisfies the requirements of a Quorum in order to communicate with Members and seek their decision on various matters requiring their vote in accordance with these Rules. This meeting may be a scheduled meeting such as the Annual General Meeting or a Special General Meeting called for the specific purposes as outlined in the meeting notice.
- i) **Immediate Past Commodore** – a title to which is applied to a Past Commodore
- j) **Member** – a person who satisfies the Membership requirements of the Club and whose name is entered in the Registry of Members.
- k) **Member Protection** – defined expectations, policy and procedures focused on prevention of Member and participant harassment, discrimination and abuse.
- l) **Membership year** – a time period defined in the Bylaws for annual Membership of the Club.
- m) **Minutes** – a formal written record of the matters discussed, and decisions made at a General Meeting of Members or a Committee Meeting
- n) **Officer** – a subset of the Committee, a term used for the group of the five Committee roles defined by these Rules, the Secretary, the Treasurer and the three flag officers.

- o) **Partner club** – another Australian Sailing affiliated yacht club which the ORCV collaborates with from time to time in order to run events.
- p) **Principal or primary place of residence** – is considered to be the legal residence for the purpose of income tax, the property deemed to be the Member's primary residence
- q) **Proxy** – a person who is authorised to vote on behalf of a Member at a meeting (if that Member cannot attend the meeting personally).
- r) **Quorum** – a minimum defined number of Members required for a vote to be valid.
- s) **Register of Members** – an electronic or physical record of Members details as defined by the Act, these Rules, Bylaws or determination by the Committee.
- t) **Rules** – also known as the Constitution, the requirements of the Committee, employees, volunteers and Members in relation to the Club and its Members
- u) **Special Resolution** - for motions proposed that the Act requires a Special Resolution.
- v) **Sub Committee** – a group of Members, volunteers, employees or servants of the Club, which has a delegated authority to perform a body of work and or tasks to achieve objectives set by the Committee.
- w) **Voting member** – a financial Member as defined in these Rules who is eligible to vote at a General Meeting.
- x) **Winding up** – ending an incorporated association, either voluntarily, by a court or Consumers Affairs Victoria.

Interpretation

- a) In these Rules any reference to a particular gender includes the other genders where the context permits; and
- b) Words or expressions contained in these Rules must be interpreted in accordance with the Act and any regulation made under that Act, as amended from time to time.

The Name

- 1) The name of the incorporated association is: **OCEAN RACING CLUB OF VICTORIA INCORPORATED** (the **Club**), incorporation number **A0010042E**

Purposes

- 2) The purposes of the Club are to: _
- a) encourage and promote amateur yachting in all its forms and incidental thereto to foster and encourage: -
 - ocean cruising;
 - ocean racing;
 - long distance racing;
 - b) foster and encourage the study and practice of seamanship, navigation and safety at sea.
 - c) be the custodian of several historically important races and sailing series.
 - d) mentor yacht owners and skippers who wish to increase their knowledge and ability in order to safely undertake ocean sailing.
- 3) The purposes of the Club are to be achieved by:
- a) being a Member based organisation run for Members operating as a Non-Profit Organisation.
 - b) at all times working in alignment with the Club's Vision, Mission and Values as defined from time to time by the Committee.
 - c) providing or arranging such facilities and services for Members as may be decided
 - d) partnering and forming alliances with other organisations to promote the sport of sailing and sailing events, leverage mutually beneficial opportunities or enhance Member opportunities.

Powers

- 4) Within the limits of the Act, the Club has power to do all things that help it to achieve these Purposes, including;
- a) Forming Sub Committees as necessary.
 - b) Co-operate, affiliate and enter into reciprocal arrangements with other clubs and sailing organisations in a manner determined from time to time by the Committee.
 - c) Appoint, employ, dismiss or suspend any employee or Servant of the Club.
- 5) The Club and its Committee may only exercise their powers and use the income and assets of the Club for the purposes of the Club.
- a) Subject to items b) and c) below, no income or property of the Club may be distributed, paid or transferred directly or indirectly as a dividend, bonus, gift or otherwise to a Member.
 - b) Nothing in these Rules prevents the payment in good faith to Members, employees or Servants of the Club for services rendered to the Club on approval of the General Committee.

- c) Nothing in these Rules prevents the award of trophies, honours or gifts to Members, employees or Servants of the Club for exceptional service or success in competition on approval of the General Committee.

Financial Year

- 6) The Financial year of the Club starts on July 1 of each year. The start of the Membership year is defined in the Bylaws.

Application for Membership

- 7) A natural person is eligible for election as a Member of the Club if they:
 - a) are nominated and approved for Membership by the Committee as provided in these Rules; and
 - b) support the purposes of the Club.
- 8) The Committee can set or change joining fees and annual subscription fees for Members as specified in the Bylaws.
- 9) To apply to become a Member of the Club, a person must submit a written or online application addressed to the Secretary stating that the person;
 - a) wishes to become a Member of the Club; and
 - b) provides their full name, address, contact details and any other information prescribed by the Committee from time to time; and
 - c) supports the purposes of the Club; and
 - d) agrees to comply with the Club Rules and Bylaws.
- 10) The application:
 - a) must be signed or submitted online by the applicant; and
 - b) the Membership shall be proposed by a Voting Member and seconded by another Voting Member; and
 - c) the proposer and seconder shall have been Members of the Club for at least twelve (12) months and both proposer and seconder shall either know the applicant personally or be satisfied the applicant is suitable for Membership based on an interview in person, by telephone and/or verification of references from a Partner club; and
 - d) shall be made under such terms and conditions as the Committee may from time to time decide.
- 11) The Committee can approve or reject an application to join the Club. If the Committee rejects an application, it is not required to give reasons for that decision, but it must return the joining fee (if any) and write to the applicant to tell them their application has been rejected.
- 12) An applicant becomes a Member when;
 - a. the Committee has approved their application to join the Club
 - b. the Club has received the applicant's joining fee (if any), and
 - c. the Secretary ensures that the applicant's name, address and date they became a Member are entered on the Members Register.
- 13) The Club must inform the applicant when their Membership has started, and if they have to pay any annual subscription fee. That fee (if any) shall be applied using the pro rata fee policy, as outlined in the Bylaws, and must be paid within the time period defined in the Bylaws.

Membership

- 14) The Secretary must keep and maintain a Register of Members in accordance with the Act.
- 15) Members can choose to stop being a Member of the Club at any time by writing to the Secretary. The Club will not refund any joining and subscription fees already paid.
- 16) Members have rights and liabilities as set out in the Act and in these Rules.
- 17) Each Member's liability is limited to the joining and annual subscription fees (if any).
- 18) The Membership categories for the Club shall consist of;
 - a) A Senior Member must be 25 years of age or over, and so elected shall have the right to vote at all General Meetings of the Club, shall be eligible for any position within the Club and to participate in all races, training events, competitions, functions, facilities and services held or maintained by the Club;
 - b) A Youth Member must be between 16 to 24 years of age inclusive, and so elected shall have all the rights and privileges enjoyed by Senior Members except that a Youth Member must be 18 years of age or over to have the right to vote at General Meetings of the Club or be eligible for Committee;
 - c) An Honorary Life Member
 - i) It shall be in the power of the Committee, in consideration of special services rendered to the Club by a Member to nominate such Member as an Honorary Life Member. Such nomination shall be subject to confirmation at the next Annual General Meeting of the Members and, if approved by the majority of the Members voting, the nominee shall be declared an Honorary Life Member. Honorary Life Members shall be bound by the Rules of the Club.
 - ii) Such election shall be by secret ballot.
 - iii) Should it be deemed desirable to remove the name of an Honorary Life Member from the Roll, it may be done on the recommendation of the Committee supported by the vote of the majority of the Members present at a General Meeting.
 - iv) Club Members elected as Honorary Life Members shall be entitled to vote, to be eligible for any position within the Club and to all privileges of the Club to which their previously held Membership would entitle them.
 - v) Honorary Life Members do not have to pay a subscription.
 - d) An Outport Member
 - i) A Senior Member whose principle place of residence is not within a radius of 80 kilometres of the General Post Office in Melbourne or such other distance as the Committee may decide, may make application to the Secretary for classification as an Outport Member.

- ii) The Secretary upon being satisfied that the Senior Member's principle place of residence is not within the aforementioned radius shall make an appropriate notation against the Member's name in the Register of Members and thereafter whilst remaining an Outport Member the Member shall pay the annual subscription fee as defined in the Bylaws.
 - iii) An Outport Member shall have all the rights and privileges enjoyed by Senior Members.
- e) An Honorary Member
- i) The General Committee may elect a person who is not a Member and who has rendered special services, to the Club or to the sport of yachting, as an Honorary Member if the General Committee determines that special circumstances apply to that person.
 - ii) Every Honorary Membership expires at the end of the Membership year as defined in the Bylaws, at which point it may be extended for a period of 12 months or less as determined by the General Committee.
 - iii) Honorary Members are entitled to all the privileges of Membership except;
 - (1) Voting rights.
 - (2) Eligibility for election as an Officer or to the Committee.
 - (3) Honorary Members do not have to pay a subscription.
 - iv) The General Committee may terminate an Honorary Membership at any time.
- f) Temporary Member
- i) The Committee may allow a person to become a Temporary Member provided they satisfy the requirements of Temporary Membership as outlined in the Bylaws.
 - ii) A Temporary Member is not entitled to any of the privileges of Membership except for those provided by the Club and Australian Sailing for the duration of the event or events for which the Temporary Membership was provided.
- g) Absentee Member
- i) A Member who having been a Member for not less than one (1) year becomes a resident outside the State of Victoria and is to remain outside the said State of Victoria for a period of not less than one (1) year may make written application to the Committee for classification as an Absentee Member.

- ii) Upon being satisfied of the qualifications in sub clause (i), the Committee shall direct that the Member be classified as an Absentee Member.
- iii) An Absentee Member shall not be obliged to pay any annual subscription but upon again becoming a resident of the State of Victoria shall resume normal Membership and shall be obliged to pay a pro-rata annual subscription within one month of resuming Victorian residence.
- iv) An Absentee Member shall not have any benefits of Club Membership, be entitled to vote at any meeting of the Club but may continue to remain on the Club's mailing list.

19) Unfinancial Members

- i) Any Member who has not paid their annual subscription or other monies owed to the Club, and is therefore deemed unfinancial, is not entitled to take part in any proceedings at any meetings of the Club or to exercise any of the rights and privileges of a Member until all outstanding monies, together with any penalty for late payment as defined in the Bylaws, have been paid, whether payment has been requested or not.
- ii) A Member who has not paid their annual subscription or any other fees payable by the Member, within the time required by the Bylaws, will be deemed unfinancial and will cease to be a Member.

Members Access to Documents

- 20) A Member may, subject to clauses 21 to 24, inspect the Rules of the Club, Bylaws, General Meeting minutes, relevant documents (as defined in the Act) and the Register of Members.
- 21) A Member can write to the Secretary asking for copies of these documents (with the exception of the Register of Members) provided free of charge.
- 22) The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Club.
- 23) Written requests from Members to inspect or obtain copies of Committee meeting minutes, will be referred to the Committee for consideration.
- 24) Members can write to the Secretary to ask that the Secretary restrict access to their details on the Members register if they have special circumstances. The Secretary will decide if there are special circumstances and will write to the Member outlining their decision.

The Committee

- 25) The Club is governed by a management committee (the Committee) that is made up of Members (Committee Members) not less than five (5) and not more than eleven (11).
- 26) The Committee is made up of the following roles:
- a) The Commodore
 - b) The Vice Commodore
 - c) The Rear Commodore
 - d) The Treasurer
 - e) The Secretary
(a-e - these are the Officers)
 - f) 6 Ordinary Committee Members
 - g) Immediate Past Commodore may hold an advisory position and or an Ordinary Committee Member position that is made available for him or her at the Invitation of the Commodore for a period up to 2 years.
- 27) The Secretary must:
- a) be over 18 years of age and live in Australia.
 - b) If the Secretary stops living in Australia, they cannot remain the Secretary.
 - c) If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within fourteen (14) days.
- 28) Each Committee Member finishes their time on the Committee (term) at the Annual General Meeting two (2) years after they were appointed, but they can be elected again.
- 29) A Committee Member stops being on the Committee if they:
- a) resign, in writing to the Committee or the Secretary
 - b) are removed by a Special Resolution at a General Meeting of the Club
 - c) become ineligible due to any of the exclusion clauses noted in the Act
- 30) If a Committee Member stops being on the Committee before the end of their term in accordance with clauses 34 and 35, the Committee can temporarily appoint a Member of the Club to fill the vacancy on the Committee until the expiration of the tenure for that position.
- 31) The Committee can exercise all powers and functions of the Club (consistently with these Rules and the Act), except for powers and functions that the Members are required to exercise at a General Meeting (under these Rules or the Act).
- 32) The Committee can delegate any of its powers and functions to a committee Member, a Sub Committee, an employee or a Member, except as limited by the Act. The delegation must be in writing and can be revoked by the Committee in writing.
- 33) Among its other responsibilities, the Committee is responsible for making sure that:
- a) accurate minutes of General meetings and Committee meetings of the Club are made and kept, and
 - b) all records, securities and relevant documents of the Club are kept properly.
 - c) Except as otherwise provided in these Rules, the Secretary shall ensure the Club keeps and protects books, documents and securities of the Club.

Committee Tenure

- 34) An Officer holds office from the Annual General Meeting at date of their election under Election of Committee Rules 43-48, until the Annual General Meeting in the next even numbered year; and
- 35) An Ordinary Committee Member holds office from the Annual General Meeting of the date of their election under Election of Committee Rules 43-48 until the Annual General Meeting in the next odd numbered year.

Committee Meetings

- 36) The Secretary must give fourteen (14) days' notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting. Notice of a committee meeting may be given in person or by post, telephone, email or other electronic means.
- 37) The Committee can decide how often it meets.
- 38) Committee Members may attend meetings through technology such as, but not limited, phone or video conferencing.
- 39) The Chairperson of Committee Meetings is the Commodore, or if the Commodore cannot attend, the Vice Commodore, and if the Commodore and Vice Commodore cannot attend, the Rear Commodore and if the Commodore and Vice Commodore and the Rear Commodore cannot attend, the Committee Members can choose who will be Chairperson for that meeting.
- 40) If a vote of the Committee is tied, the Chairperson of the meeting has the deciding vote.
- 41) Greater than one half (50%) of the General Committee must be present (either in person or through the use of technology) for the meeting to be validly held (the Quorum).

Decisions by Committee Outside of Committee Meetings

- 42) The Committee may vote on decisions outside of Committee Meetings through email or other electronic means subject to;
- a) an Officer agreeing a decision on the motion is sufficiently urgent and important and is willing to propose or second the motion.
 - b) Committee Members being provided with sufficient time to receive, assess and respond to the motion.
 - c) any Committee Member may request the matter under consideration be referred to a Committee meeting, which may be a special General Committee meeting, in which case the circular motion is set aside.
 - d) voting being in a written form with records of voting available for review by any member of the Committee.
 - e) a majority of Committee Members are required to vote to approve the motion.
 - f) the decision is required to be minuted.

Election of Committee

- 43) Except as provided in clause 44, nominations of candidates for election as Officers of the Club or as Ordinary Members of the Committee;
- a) shall be made in writing, signed by two Members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), all of whom must be Members of good standing; and
 - b) shall be delivered to the Secretary of the Club not less than fourteen (14) days before the date fixed for the holding of the Annual General Meeting.
- 44) If insufficient nominations are received to fill all vacancies on the Committee, the

candidates nominated shall be deemed to be elected and further nominations shall be sought and may be received during the Annual General Meeting.

- 45) If the number of nominations received is equal to the number of vacancies to be filled, the candidates nominated shall be deemed to be elected.
- 46) If the number of nominations received by the Secretary from members eligible to be appointed, exceeds the number of vacancies to be filled, a ballot must be held for the election of one or more as Officers of the Club or Ordinary Committee Members to fill the vacancy(ies). The outcome of the ballot process will be announced by the Chairperson of the Annual General Meeting.
- 47) The ballot for the election of Officers and Ordinary Members of the Committee shall be conducted at the Annual General Meeting in such a proper manner as the Committee may direct.
- 48) A nomination of a candidate for election under this clause is not valid if that candidate has already been elected for another office at the same election.
- 49) A member nominating is encouraged (but not required) to provide a written statement, presenting their case to Members for election to the position of Officer and/or Ordinary Member of the Committee.

General Meetings

- 50) The Club must hold an Annual General Meeting within five (5) months of the end of the Club's Financial year.
- 51) The ordinary business of the Annual General Meeting is to confirm the minutes of the previous Annual General Meeting, receive reports and statements on the previous Financial year, and elect Officers and Ordinary Committee Members in accordance with clauses 34,35 and 47. The notice of Annual General Meeting must include any special business or motions to be considered.
- 52) The Committee or a group of at least ten percent (10%) of all Members (being Members entitled under these Rules to vote at a General Meeting) may call a Special General Meeting.
- 53) At least ten percent (10%) of Members (being Members entitled under these Rules to vote at a General Meeting, a Quorum) must be present at a General Meeting (either in person or through the use of technology, or by Proxy) for the meeting to be held.
- 54) Members may vote by Proxy at General Meetings.
- 55) Proxy forms must be received by the Secretary no later than twenty-four (24) hours before a meeting.
- 56) Notice of General Meetings must be provided to Members at least twenty-one (21) days before the meeting in writing to each Member's postal or email address listed on the Registry of Members (in the case of email addresses, so long as the email address was provided for receiving notices).
- 57) Notices of General Meetings must include proposed matters to be dealt with at that meeting.
- 58) The Chairperson of a General Meeting will be the Commodore, or in their absence, the Vice-Commodore or in their absence the Rear-Commodore shall preside as Chairperson at each General Meeting of the Club. If the Commodore and the Vice-Commodore and the Rear-Commodore are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairperson at the meeting.
- 59) Votes may be held by a show of hands or written ballot, or another method determined by the Chairperson that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any Member may request a vote be held again by written ballot.
- 60) All votes of Members entitled to vote shall be considered equal: one vote per Member. There shall be no requirement to separately tally votes of different categories of

Membership.

- 61) If a vote of the Members is tied, the Chairperson of the meeting has the deciding vote.
- 62) The Chairperson may adjourn the meeting if there are not enough Members at the meeting (see clause 52) within thirty (30) minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to Members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than twenty-one (21) days after the original meeting date).

Grievance Disputes

- 63) If there is a dispute between a Member and another Member, a Member and the Club, or a Member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least fourteen (14) days from the date the dispute is known to all parties involved.
- 64) If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
- a) the party with a grievance must write to the Club and any other people affected and explain what they are unhappy about.
 - b) the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing.
 - c) at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
 - d) if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.
 - e) For Member Protection related matters, the procedure for handling a grievance may be different from that defined in sections b) to d) to protect the person or persons making a complaint and to ensure impartiality of complaint handling. Refer to Bylaws for guidelines relating to the Member Protection Policy.

Disciplining Members

- 65) The Committee can discipline a Member of the Club if it considers the Member has breached these Rules, Bylaws or if the Member's behaviour is causing (or has caused) damage or harm to the Club.
- 66) The Committee must write to the Member to tell them why disciplinary action is proposed to be taken.
- 67) The Committee must arrange a disciplinary procedure that meets these requirements:
- a) the outcome must be determined by an unbiased decision-maker
 - b) the Member must have opportunity to be heard, and
 - c) the disciplinary procedure must be completed as soon as reasonably practicable.
 - d) The outcome of a disciplinary procedure can be that the Member must leave the Club, for a period of time or indefinitely. The Club cannot fine a Member but may ban them from participation in Club events for a period of time or indefinitely, subject to procedures set out in the Bylaws.

Funds and Fees

- 68) Commitments for services provided or expenses to be incurred on behalf of the Club must be authorised in line with the Bylaws.
- 69) The Club may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, investments, property rental, sponsorship, sailing fees,

training fees and any other sources approved by the Committee that are consistent with furthering the Club's Purposes.

- 70) Cheques, EFT transfers or cash payments made from the Club's funds must be authorised by two Members of the Committee, excepting as detailed in clause 69.
- 71) Petty Cash
- a) The committee may establish petty cash policies and associated financial limits for payments and purchases on behalf of the Club.
 - b) This can include the issue of credit cards to employees and/or Committee Members.
 - c) Subject to delegation limits set by the Committee, such transactions or commitments can be authorised by one person who has been approved to do so by the Committee.
- 72) Financial records must be kept and stored for seven (7) years, and in accordance with any other applicable laws.
- 73) Prior to the commencement of each Membership year the Committee shall;
- a) Set joining and subscription fees for each category of Membership in the Bylaws.
 - b) Set the formula for application of pro-rata subscription fees in the Bylaws.
- 74) The Club may ban a person for non-payment of fees from participation in Club events for a period of time or indefinitely, subject to procedures set out in the Bylaws.
- 75) The Committee may in its absolute discretion reduce or waive any fee, in part or in full, payable by a Member suffering from significant illness or hardship.
- a) The decision shall be approved by a majority vote of Committee Members.
 - b) The decision to reduce or waive the annual fee or any part thereof applies only for that current Membership year.

Common Seal

- 76) The Common Seal of the Club shall be kept in the custody of the Secretary.
- 77) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of two Members of the Committee

Alteration of Rules

- 78) These Rules may be changed, added to, or replaced by Special Resolution of the Club's Members at a General Meeting.

Bylaws

- 79) The Committee may make, repeal and amend any Bylaws necessary for the good conduct of the Club and which are not inconsistent with these Rules or the Act.
- 80) In the event of any inconsistency between the Rules and any Bylaws, the relevant provision of the Rules prevails.
- 81) The Rules and Bylaws in force are binding on all Members.
- 82) The Secretary must:
- a) Maintain a record of all Bylaws and ensure they are published on the Club's website
 - b) Notify Members of any proposed additions or alterations of Bylaws fourteen (14) days prior to them becoming effective.

Winding Up

- 83) The Members may vote by Special Resolution at a General Meeting held specifically for the purpose of voting whether or not to wind up the Club.
- 84) If the Club is wound up, any surplus assets must not be distributed to the Members or former Members of the Club, and (subject to the Act and any Court order) must be distributed:
- a) to another organisation or organisations with purposes comparable to the Club, so long as that other organisation or organisations are not carried on for the profit or gain of its Members.
 - b) subject to approval by a majority of Members voting at a Special General Meeting held specifically for the purpose of voting on winding up the Club and/or voting on implementing a wind up once approved by the Members.
 - c) If an organisation or organisations cannot be agreed for surplus asset distribution prior to the end of the Membership year, the surplus assets shall be distributed to Australian Sailing for use in future activities which are consistent with the Club's purposes.