

# *Elwood Sailing Club*

AGM August 23, 2019

## Special Resolutions

### **Background**

A review of the present Rules and Policies has been conducted to ensure these documents are up to date and in line with the Club's operating requirements. Changes are proposed where necessary. Any changes to these documents require the approval of a Special Resolution at a General Meeting. The Special Resolutions are shown in *italics* below and will be voted on individually at the AGM, by a show of hands or in writing if requested by 3 or more members.

### **Resolution 1**

*Change the ESC Membership Policy to Introduce Crew Membership as a class of Associate Membership.*

**Rationale:** Provide a limited associate membership class for those interested only in crewing for other members. A Crew Member will have club access on race days only, and access to club social events. A key fob is not provided. If participating in club racing the Crew Member will be expected to perform race duties. Like other Associate Members, a Crew Member is not able to become a member of the General Committee or vote.

### **Resolution 2**

*Change the ESC Membership Policy to Introduce the SailPass as a temporary class of Associate Membership.*

**Rationale:** Allows non-members to use the club for a day ~~or days~~, to sail, crew, SUP or sail board. This can be used to attract new members to the club, and for members to bring friends along. SailPass records the non-member details, provides insurance, and meets the requirements of Australian Sailing.

### **Resolution 3**

*Change the ESC Membership Policy to Introduce a Special Family Membership for eligible family members of a Life Member.*

**Rationale:** Provides a process for eligible family members to be included in a Family Membership when a Senior Member is awarded Life Membership. In the past there has not been a defined process for doing this. The cost of the Special Family Membership is to be the cost of a Family Membership less the cost of a Senior Membership (this difference is presently \$55).

#### Resolution 4

*Change the ESC Rules to add the following new rule:*

*The General Committee is allowed to make, repeal and amend any By-Laws necessary for the good conduct of the Club and which are not inconsistent with the Rules. In the event of an inconsistency between these Rules and any By-Laws, the relevant provision of these Rules prevails.*

*These Rules and any By-Laws are binding on all Members and guests.*

*The secretary must maintain a record of all By-Laws, and notify members of any additions or alterations to By-Laws that have been made by the General Committee by posting a notice on the Notice Board outlining those additions or alterations.*

**Rationale:** To ensure the good conduct of the club, over time ESC General Committees have issued various procedures, directions, instructions and other such administrative requirements and information. These have been issued in various ways, including via emails, notices, and announcements, with the result that the club does not have a consistent way of documenting, managing and distributing the requirements to existing and new members. The By-Laws will provide this consistency, with the intention of giving existing members a better understanding of the club's requirements, and new members an induction document which presently does not exist. The By-laws will include requirements and information such as membership, use of clubhouse facilities, on-water activities and general items such as insurance and financial controls. The new rule formalizes the General Committee's ability to make and revise the By-Laws. The proposed By-Laws will be issued for member comment before the final document is put in place.

#### Resolution 5

*Change Rule 14 to clarify the age under which a member is an Associate Member:*

*Associate members of the Association include—*

*(a) any members under the age of 18 years; and*

*(b) any other category of member as determined by special resolution at a general meeting.*

**Rationale:** This changes line (a) from "under the age of 15 years", to "under the age of 18 years", in order to bring the Rule in line with the Membership Policy document.

#### Resolution 6

*Change Rule 14 to change all references to "Yachting Australia" to the words "Yachting Australia/Australian Sailing".*

**Rationale:** This reflects the change in name of Yachting Australia to "Australian Sailing", while recognizing that the name on some Yachting Australia documents has not been modified in line with this change.

## Resolution 7

*Change Rule 48(1) to amend the Treasurer's role and responsibilities to provide greater clarity around how Club funds are to be received and expended.*

*The proposed changes are underlined below:*

*The Treasurer must—*

*(a) Receive or cause to receive all moneys paid to or received by the Association and where required issue receipts for those moneys in the name of the Association; and*

*(b) Ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and*

*(c) Make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds;*

*(d) Ensure cheques are signed by at least 2 committee members; and*

*(e) Ensure on-line payments from all non-Operating Accounts of the Association are authorised by at least 2 committee members.*

*(f) Secure the approval of the General Committee before transferring funds to an Operating Account of the Association (refer 69(7) for further details).*

### **Rationale:**

The amendments are necessary given external market trends and operational changes over the past 3-7 years, including:

- growth in electronic transactions, including on-line payments;
- growth of the Club's venue hire business; and
- appointment of a Club Manager to assist in the day-to-day operations of the Club.

The amendments:

- expressly give the Treasurer the power to delegate authority to others (e.g. the Club Manger) to receive funds on behalf of the Club;
- relax the requirement for receipts to be issued on all moneys received (e.g. canteen sales); and
- make direct reference to on-line transactions and associated controls.

No changes are proposed to the remainder of Clause 48, nor to Clause 69 which also deals with the management of Club funds including the establishment and operation of a day-to-day Operating Account.

Note: The Club currently has one Operating Account. In addition to the controls set out in the Rules, the General Committee has agreed a Delegation of Authority matrix to control expenditure from this account. A copy of the matrix can be found on the Club's website under the 'Documents' tab.