

Adelaide Sailing Club Inc.  
Constitution

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name.

The name of the Club shall be the Adelaide Sailing Club Incorporated which incorporates Holdfast Bay Yacht Club and Glenelg Sailing Club (hereinafter called “the Club”)

## **2** **OBJECTS.**

The objects for which the Club is formed are:

- (a) to encourage, promote, facilitate and foster sailing and fellowship
- (b) to do all things which the Club or the Board of Management may think necessary or desirable for providing for:
  - the recreation, accommodation and comfort of its members,
  - the preservation, upkeep and improvements of the Club property,
  - the advancement of sailing,

and any other objects and purposes which the Club may decide from time to time.

## **3** **POWERS.**

The Club has all the powers conferred by Section 25 of the Associations Incorporation Act, 1985

## **4** **MEMBERSHIP.**

Subject to these rules, the Board will determine:-

- a) The categories of membership;
- b) The criteria for each category of membership;
- c) The entrance fee and subscriptions, if any, payable for each category of membership;
- d) The number of members in each category;
- e) The benefits and privileges attaching to membership of any category;
- f) The terms and conditions applying to membership of any category;
- g) Requirements of applying for membership, changing category of membership, entry, election, and re-admission to membership.

### 4.1 Cessation of membership:-

If a member has paid all money due by the member to the Club, the member may resign from membership of the Club by giving written notice of resignation to the Manager/Secretary.

### 4.2 Life Membership

A Life Member shall be an individual who members believe has made outstanding contribution to the Club. Nomination of an individual for Life Membership shall be made by two eligible voting members of the Club. A nomination for Life Membership must be considered by a joint meeting of the Board and Committee of Management. If the joint meeting confirms the nomination of Life Membership, the nomination must be put to the members of the Club at its next General Meeting. Election of Life Members shall be by secret ballot and require a majority of at least two-thirds of those voting members present and thereon at such meeting or voting by proxy.

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**5 CONSENT TO RULES.**

The members shall be held to consent to and abide by these rules and all by-laws of the Club.

**6 MANAGEMENT.**

- 6.1 The affairs of the Club shall be controlled and managed by a Board of Management (“the Board”) of five persons (one of whom shall be the person holding the office of Commodore of the Club) together with any further persons appointed under clause 6.2 ( “Board Members”).
- 6.2 In addition to any other power, the Board may from time to time also appoint one or two additional Board Members and by notice in writing remove any such Board Members. A Board Member appointed by the Board holds office until the next Annual General Meeting of the Club, unless he or she is removed earlier by the Board.
- 6.3 At the Annual General Meeting in each year, each elected Board Member whose term of office expires at that Annual General Meeting, and any Board Member appointed by the Board, shall retire from office, but shall be eligible for re-election.
- 6.4 The Board may exercise all the powers of the Club other than those which are required to be exercised by a general meeting of the Club.
- 6.5 The decision of the Board concerning any matter is final. A decision of the Board prevails over any decision of the Committee of Management.
- 6.6 The Board may appoint officers (including the Public Officer) and employees of the Club.
- 6.7 The Board may delegate any of its powers to:
- 6.7.1 any officer or employee of the Club;
  - 6.7.2 any committee or sub-committee; and
  - 6.7.3 any agent of the Club.
- The Board may at any time revoke any previously delegated power or function. Powers delegated by the Board must be exercised by the delegate in accordance with the Board's directions and with these rules.
- 6.8 An election for Board Members will be held at the Annual General Meeting each year. NB. See final rule re transition provisions for the constitution of the first Board.
- 6.9 Nominations for Board membership, Flag Officers and Committee Members shall be nominated by an eligible voting member (other than the nominee) and such nomination shall have been seconded by another eligible voting member (other than the nominee) and signed by the nominee to verify the nominee's acceptance of the nomination and shall be delivered to the Manager/Secretary not less than fourteen days before the date on which the Annual General Meeting is to be held and members shall be notified of these nominations seven days prior to the Annual General Meeting. Only eligible voting members may be nominated for the positions of Flag Officers and Committee Members.
- 6.10 If there are more nominations than vacancies to be filled then a ballot shall be arranged by the Board. The ballot is to be held during the Annual General Meeting and shall be conducted by two scrutineers who shall be appointed by the President.

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- 6.11 Every eligible voting member attending the Annual General Meeting shall be entitled to vote for as many candidates as there are vacancies to be filled and no more.
- 6.12 Any eligible voting member unable to attend the Annual General Meeting may apply to the Manager/Secretary for a scrutineer to forward to the member the necessary papers entitling the member to cast an absentee vote for the election of Board Members, Flag Officers and Committee Members. Such member may vote for this purpose in accordance with the procedure determined by the scrutineers. The appointment of a proxy for the purpose of the election of Board Members, Flag Officers and Committee Members shall not be permitted.
- 6.13 The scrutineers shall report the result of the ballot to the President or Chairman of the meeting. The candidates for the positions to be filled on the Board, the three (3) Flag officers and the four (4) Committee Members receiving the most votes shall be declared elected to the positions to be filled. Whenever the number of candidates who receive an equal number of votes exceeds the number of vacancies to be filled, the President or Chairman of the meeting whether they be a candidate or not shall have a casting vote for as many candidates as there are vacancies to be filled.
- 6.14 If there are two positions on the Board to be filled at an Annual General Meeting, the candidates so elected shall be elected for a term expiring at the second Annual General Meeting after the Annual General meeting at which they are elected (subject to earlier dismissal in accordance with these rules). If there are more than two positions on the Board to be filled at an Annual General Meeting, the candidates for election to the Board who receive the greatest and the next greatest amount of votes will be elected as Board Members for a term expiring at the second Annual General Meeting of the Club after their election (subject to earlier dismissal in accordance with these rules). Any other candidates who are elected as Board Members will hold office until the next Annual General Meeting of the Club after their election (subject to earlier dismissal in accordance with these rules).
- 6.15 Within fourteen days of each Annual General Meeting the Board shall elect from its number a President (who shall not be the Commodore) who shall take the chair at meetings of the Board and at general meetings of the Club. The President shall hold office until the conclusion of the next succeeding Annual General Meeting when the President shall retire but shall be eligible for re-election.
- 6.16 As soon as practicable after each Annual General Meeting the Board shall appoint from its number a Treasurer, who shall hold office until the next succeeding Annual General Meeting and shall be eligible for re-election.
- 6.17 The Board shall hold meetings at least once every three months and at least six times each calendar year at such time and place as it may from time to time determine, provided that, without derogating from the foregoing, any two Board Members may call for a meeting of the Board at any time by giving notice in writing signed by each of the members convening the meeting to the Manager/Secretary who shall forthwith convene a meeting of the Board at such time and place as may be convenient but in any event not longer than one calendar month after the date upon which the said notice was received.

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- 6.18 Four Board Members shall constitute a quorum. No business may be transacted at a meeting of Board Members unless a quorum of Board Members is present at the time the business is dealt with.
- 6.19 If there is a vacancy in the office of a Board Member, the remaining Board Members may act. But, if their number is not sufficient to constitute a quorum, they may act only in an emergency or to increase the number of Board Members to a number sufficient to constitute a quorum or to call a general meeting of the Club.
- 6.20 The Board Members may meet together to attend to business and adjourn and regulate their meetings as they decide.
- 6.21 The contemporaneous linking together by telephone or other method of audio or audio visual communication of a sufficient number of the Board Members to constitute a quorum, constitutes a meeting of the Board. All the provisions in these rules relating to meetings of the Board apply, as far as they can and with any necessary changes, to meetings of the Board by telephone or audio or audio visual communication. The meeting is taken to be held at the place where the President or Chairman of the meeting is or at such other place the President or Chairman of the meeting decides on, as long as at least one of the Board Members involved was at that place for the duration of the meeting.
- 6.22 A Board Member taking part in the meeting by telephone or audio or audio visual communication is taken to be present in person at the meeting.
- 6.23 If, before or during the meeting, any technical difficulty occurs whereby one or more of the Board Members cease to participate, the President or Chairman of the meeting may adjourn the meeting until the difficulty is remedied or may, where a quorum of Board Members remains present, continue with the meeting.
- 6.24 If votes at a meeting of the Board are equal, the President or Chairman of the meeting shall have a second or casting vote.
- 6.25 The Manager/Secretary or some other person appointed by the Board shall keep and enter minutes of all resolutions and proceedings of the Board in a book kept by them for that purpose.
- 6.26 A written resolution signed or consented to by all the Board Members is as valid as if it had been passed at a meeting of the Board duly called. A Board Member may consent to a resolution by:
- (a) signing the document containing the resolution (or a copy of that document);
  - or
  - (b) giving to the President, another Board Member or the Manager/Secretary a written notice (including by facsimile or other electronic transmission) addressed to the President or Manager/Secretary signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them.
- 6.27 In case of any casual vacancy in the office of a Board Member elected by an Annual General Meeting of the Club, the Board shall as soon as practicable and in any event within one month of the date of occurrence of such vacancy appoint some person to fill such vacancy until the next Annual General Meeting.
- 6.28 In the case of any casual vacancy in the office of President or Treasurer the Board shall as soon as practicable and in any event no longer than one month after the occurrence of such vacancy elect from amongst its number a President or a Treasurer as the case may be to hold office until the next Annual General Meeting.

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6.29 In addition to any other grounds, the office of a Board Member becomes vacant if the Board Member does not attend three consecutive meetings of the Board without leave of absence agreed to by the Board.

**7 MANAGER/ SECRETARY.**

The Board shall appoint a Manager/Secretary who shall have such duties, responsibilities, obligations and privileges as the Board shall from time to time determine.

**8 COMMITTEE OF MANAGEMENT.**

- 8.1 There shall be a committee of the Board to be known as the Committee of Management ("the Committee").
- 8.2 Except as otherwise provided by these rules, the Committee shall consist of no more than seven (7) members as follows:-
  - 8.2.1 Commodore
  - 8.2.2 Vice-Commodore
  - 8.2.3 Rear-Commodore
  - 8.2.4 Other members (4)  
(all collectively referred to as "Committee Members" or "members of the Committee")
- 8.3 Members of the Committee shall be eligible voting members of the Club, and shall be elected annually by eligible voting members of the Club at the Annual General Meeting in accordance with these rules.
- 8.4 No Board Member (other than the Commodore) may be a member of the Committee and a member of the Committee cannot be appointed to fill a casual vacancy on the Board. A member of the Committee shall resign before contesting an election of members of the Board.
- 8.5 In case of any casual vacancy in the office of a Flag Officer or any other Committee Member elected by an Annual General Meeting of the Club, the Committee shall as soon as practicable and in any event within one month of the date of occurrence of such vacancy appoint some person to fill such vacancy until the next Annual General Meeting.
- 8.6 The Commodore will preside at each meeting of the Committee and in the absence of the Commodore the senior Flag Officer present will preside. If neither the Commodore nor any other Flag Officer is present, the members of the Committee at the meeting will decide which of them will preside.
- 8.7 In addition to any other grounds, the office of any Committee Member becomes vacant if the Committee Member does not attend three consecutive meetings of the Committee without leave of absence agreed to be the Committee.
- 8.8 At the Annual General Meeting in each year, each elected Flag Officer, Committee Member, and any Flag Officer or other Committee Member appointed by the Committee, shall retire from office, but shall be eligible for re-election.
- 8.9 Four Committee Members shall constitute a quorum. No business may be transacted at a meeting of Committee of Management unless a quorum of

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Committee of Management Members is present at the time the business is dealt with.

### 8.10 Duties of the Committee of Management:-

Until and unless determined otherwise by the Board, the Committee has the following responsibilities, and is delegated (non exclusively) such powers and authority as may be required or incidental to give effect to and discharge these responsibilities:

- May spend up to (sum defined by Board) from its budget set by the Board for the Committee
- All sailing matters of the Club.
- Convene at least one meeting of the sailing members of the Club each year.
- Maintenance of and Management of all Club boats.
- All Social activities for members.
- Training and Coaching (through Sail Training and Coaching Committee.)
- Other duties as determined by the Board.

Nothing in this rule derogates from rules 6.4. 6.5. 6.6. 6.7 and rule 9 and this rule and any action under it is subject to those rules.

## **9 SUB COMMITTEES:-**

- 9.1 The Board may from time to time appoint other such sub committees to manage and administer such affairs and business as it shall think fit.
- 9.2 The Board may delegate all or any of its powers and duties hereof to a sub committee consisting of such members of the Club as the Board appoint or otherwise agree to.
- 9.3 Each of such sub committees shall comply with all by-laws made by the Board and shall have their own internal structures and regulations as determined by their own members and subsequently approved by the Board.
- 9.4 The Board may at any time declare that a sub committee of the Club shall cease to be a sub committee of the Club after a date determined by the Board.
- 9.5 The Chairman of each sub committee shall upon the invitation of the President or Chairman of the Board have the right to be present at and to address the Board but they are not entitled to vote at any meeting of the Board.

## **10 ANNUAL GENERAL MEETING.**

An Annual General Meeting shall be held on a day in June each year at a time and place to be determined by the Board. Members must be given no less than 28 days prior notice of the Annual General Meeting. The business at such meeting shall be the election of members of the Board, the Flag Officers, the Committee and the auditors and the passing of the accounts and any other business of which notice shall have been given to the Manager/Secretary 14 days prior to such meeting. Any motion or resolution of the meeting will not be binding on the Board unless such notice has been given.

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**11 EXTRAORDINARY GENERAL MEETING:-**

The Board may at any time and shall on the requisition of any twenty (20) eligible voting members of the Club stating the business for which it is required convene within a period of one (1) calendar month an Extraordinary General Meeting for that specific purpose.

**12 PROCEDURE AT GENERAL MEETINGS:-**

At all General meetings of the Club the chair shall be taken by the President of the Board or in the President's absence another Board member. Every motion unless otherwise expressly provided by these rules shall be decided by a majority of votes and in the case of an equality of votes the Chairman shall have a casting vote. Every member entitled to vote shall have one vote and a member entitled to vote and absent from the meeting may vote by proxy (except as excluded by rule 6.12) provided that such proxy shall be another member themselves entitled to vote and present at the meeting and provided that notice in writing of the appointment of such proxy shall have been received by the scrutineers at least forty-eight hours before the time of the meeting in respect of which the proxy is appointed.

**12.1 Quorum**

The quorum for a general meeting is one eighth of all the eligible voting members of the Club.

**13 FINANCIAL YEAR/ANNUAL REPORT:-**

The financial year of the Club shall commence on the 1st day of April in each year and end on the 31st day of March next following. An annual report shall be forwarded to each member at least seven (7) days prior to the Annual General Meeting and shall include the treasurers statement, report on the activities of the Club and notice of nominations received for office and life membership.

**14 CLUBS FUNDS:-**

The funds of the Club shall be kept by the Treasurer under the supervision of and in such place and manner as shall be determined by the Board. The Board shall have the power to expend the Club funds in such manner as it thinks fit in accordance with these rules and the objects of the Club. Provided that no portion of the Club's funds shall be paid or disposed of by dividend bonus or otherwise by way of profit to the members of the Club, provided that nothing herein contained shall prevent the payment in good faith of bona fide remuneration to any officer or employee of the Club or to any member thereof for service rendered to the Club or expense incurred on behalf of the Club or prevent the payment of interest on any moneys borrowed from any member.

**15 DISSOLUTION OF THE CLUB:-**

In the event of the Club being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the organisation in accordance with its powers to any organisation which has similar objects and which has rules prohibiting the distribution of its funds to its members.

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**16 INDEMNITY:-**

Every Board member, every Flag Officer, every other officer of the Club and every officer of every sub-committee of the Club including race officers and training officers shall be indemnified out of the property of the Club against any liability incurred by them in their capacity as an Officer in defending any proceedings, whether criminal or civil in which they acquitted or in which judgement is given in their favour.

**17 AUDITORS:-**

At the Annual General Meeting in each year the members of the Club entitled to vote shall appoint a duly qualified auditor or auditors who shall audit the accounts of the Club and report thereon to the Board before the next Annual General Meeting.

**18 COMMON SEAL:-**

The Board must authorise the affixing of the common seal to a document and it must be affixed in the presence of two members of the Board

**19 ENTRANCE FEES AND SUBSCRIPTIONS:-**

The entrance fee and annual subscription for members of any class shall be determined from time to time by the board in its absolute discretion, excepting that any increase greater than 5% for subscriptions of any class shall be required to be ratified at the Annual General Meeting by those members in attendance who are eligible to vote.

**20 ANNUAL SUBSCRIPTIONS:-**

- 20.1 The annual subscriptions of all members of the Club shall be payable in advance on a date determined by the Board. A member whose subscription is not paid by the 31st day of August in any year shall be notified thereof by letter and in the event of non-payment by the 30th day of September in the same year their subscription shall be deemed to be in arrears, they shall without the requirement for any further notice or other act lose all sailing rights, privileges and entitlements, and at the discretion of the Board their name may be posted in the Clubhouse and they may at the discretion of the Board cease to be entitled to use the Clubhouse or to enjoy any other privileges of the Club as long as their subscription remains in arrears.
- 20.2 If their subscription is not paid by the 31st day of October in the same year they shall cease at the discretion of the Board to be a member of the Club but the Board may at any time, when there is a vacancy in the Club membership re-admit them to membership upon them giving an explanation satisfactory to the Board and paying up all arrears of subscriptions then due including at the discretion of the Board the entrance fee.
- 20.3 No member who ceases to be a member of the Club from any cause shall have any claim upon any portion of the property of the Club.

**21 DISCIPLINARY ACTION:-**

- 21.1 Any refusal or neglect by a member (for the remainder of this clause referred to as "the Member") so to comply or any conduct deemed by the Board to be unworthy of a member shall render a member liable for disciplinary action

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- whether such behaviour occurs on the Club premises or as a member of the Club outside the Club premises.
- 21.2 If a complaint is received by the Board concerning a Member and the Board considers that such complaint should be investigated then the Board shall appoint a committee of four eligible voting members of the Club (for the remainder of this clause referred to as “the Committee”) other than the member making the complaint and the Member.
- 21.3 The Committee must inquire into the alleged conduct of the Member and report to the Board as soon as practicable.
- 21.4 The Committee will make a copy of the information it receives available to the Member before reporting to the Board and will submit to the Board in writing any representations the Member may make.
- 21.5 The Board will appoint a time and place at which the Member may attend and make such further oral representations as the Member deems appropriate and will give the Member not less than seven clear days written notice of the time and place at which the Member may attend to make those further oral representations.
- 21.6 At the conclusion of the representations (if any) which the Member wishes to make, the Board will consider the material before it in the absence of the Member and may adjourn those considerations from time to time to such time and place as the Board deems appropriate.
- 21.7 If the Board considers upon the material available to the Board the conduct of the Member unworthy of a member of the Club, the Board will determine the appropriate disciplinary action or measures to be taken.
- 21.8 The Board will notify the Member in writing of the determination so made. The determination may be:-
- 21.8.1 expulsion from the Club, or
  - 21.8.2 suspension from specific rights and privileges enjoyed by the Member, or
  - 21.8.3 such other disciplinary measures as the Board in its absolute discretion determines.
- 21.9 The determination shall come into effect forthwith on the Board forwarding notification of its determination to the Member.
- 21.10 If the Board determines that the Member is to be expelled or suspended from the Club or its activities, the Member shall remain liable for all amounts and fees accrued due to the Club to the date of expulsion or suspension, and without in any way limiting the generality of the foregoing if the Member is expelled or suspended without having paid the Member’s subscription for the current year they shall remain liable for the same.
- 21.11 If the Board determines to expel the member, then any rights or claims of the Member upon the Club or its property shall forthwith cease.
- 21.12 If the Board determines to suspend the membership of a Member or to prohibit the Member’s attendance upon Club property or at Club functions then any rights or claims of the Member shall to the extent of such determination cease or be suspended

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**22 BY-LAWS:-**

The Board may from time to time make, alter and repeal by-laws providing for and regulating the procedure for regulating the nomination and election of members, the use of the Clubhouse by members, the holding of regattas and sailing events and generally for the good conduct of the affairs of the Club. Such by-laws shall, provided they are not inconsistent with the rules of the Club, be binding on all members and be construed as part of the rules of the Club until they are rescinded or varied by the Board.

**23 MEMBERS' ADDRESSES:-**

Every member shall communicate from time to time to the Manager/Secretary their address and any change of address and all notices required by any by-laws or by these rules to be sent or given to members shall be deemed to have been duly sent or given if sent to such address.

**24 AMENDMENT OF CONSTITUTION:-**

These rules may be added to or repealed or amended by a resolution at an Annual General Meeting or Extraordinary General Meeting duly summoned for the purposes provided that no such resolution shall be deemed to have been passed unless it is carried by a majority of at least two-thirds of those voting members present and thereon at such meeting or voting by proxy.

**25 CLUB ENSIGN:-**

The Club ensign shall be the Blue ensign of Her Majesty's Fleet with the distinctive marks of the Club on the fly thereof, viz., a Patriarchal Cross.

**26 CLUB FLAGS:-**

Club flags shall be those described in the sailing program of the Club.

**27 AMALGAMATION AND TRANSITION**

- 27.1 The Club is formed by the amalgamation of the Adelaide Sailing Club Incorporated (previously called Holdfast Bay Yacht Club Incorporated) ("ASC") and the Glenelg Sailing Club Incorporated ("GSC").
- 27.2 The members of the Club at the time of its incorporation comprise each of the members of ASC and GSC who had paid all membership subscriptions due and owing by them to either ASC or GSC as at 31<sup>st</sup> March 2001
- 27.3 Notwithstanding any other provision of these rules, a person admitted as a member of the Club under rule 27.2 must be admitted to a category of membership of the Club which is as nearly as practicable equivalent to the category of membership held by the person in either ASC or GSC at the time of amalgamation. If a person is a member of both ASC and GSC at the time of amalgamation, the member must be admitted to a category of membership of the Club which is as nearly as practicable equivalent to the category of

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membership held by the person in either ASC or GSC which gave the member the greatest benefits.

- 27.3 Notwithstanding any other provision of these rules:
- 27.3.1 the Committee of the ASC (as defined by the rules of the ASC) at the time of the application for amalgamation by ASC and GSC will comprise the Board until the first Annual General Meeting of the Club and all rules concerning the Board which are not expressly affected by rule 27.3 have full force and effect with respect to such Board, with such variation as may be necessary;
  - 27.3.2 the Flag Officers of the ASC at the time of the amalgamation of ASC and GSC will be the Flag Officers of the Club until the first Annual General Meeting of the Club;
  - 27.3.3 the Board constituted by rule 27.3.1 is dissolved at the first Annual General Meeting of the Club, but the members of that Board shall be eligible for re-election;
  - 27.3.4 the Flag Officers appointed under rule 27.3.2 each retire from office at the first Annual General Meeting of the Club, but shall be eligible for re-election;
  - 27.3.5 at the first Annual General Meeting of the Club, an election will be held for the four Board Members, other than the Commodore;
  - 27.3.6 at the first Annual General Meeting of the Club, the candidates for election to the Board who receive the greatest and the next greatest amount of votes will be elected as Board Members, each for a term expiring at the third Annual General Meeting of the Club (subject to earlier dismissal in accordance with these rules). The other two candidates who are elected as Board Members will hold office until the second Annual General Meeting of the Club (subject to earlier dismissal in accordance with these rules);
  - 27.3.7 further, at the first Annual General Meeting of the Club an election will also be held for the positions of Commodore, the other Flag Officers and the other members of the Committee, in accordance with rule 8;
  - 27.3.8 the person holding the office of Commodore of the Club will be a member of the Board in accordance with rule 6.1; and
  - 27.3.9 no Committee will be constituted until the election of a Committee at the first Annual General Meeting of the Club.