

By-Laws of the CYCA - Section 3 -relating to The Associates Committee and their meetings

This document contains By-Laws adopted by the Board of the CYCA to have effect on and from 16th June 2010, subject to the adoption of the draft constitution at the Extraordinary Meeting to be held on 15 June 2010, and to provide for the composition of the Associates Committee and the conduct of the Associates Annual General Meetings.

Preliminary

- 1.1. Words and headings in these By-Laws have the same meaning as words and headings of the Constitution of the CYCA.
- 1.2. An **eligible member** means an Associate member or Sailing Associate member of the CYCA whose fees or any moneys owing to the Company are fully paid up at the date of the Associates Annual General Meeting.
- 1.3. **Company** means the **Cruising Yacht Club of Australia** (CYCA).
- 1.4. **Committee** means the Associates Committee.
- 1.5. **Constitution** of the CYCA means the Rules, By-Laws, and any other document forming the Constitution of the CYCA, and including the Memorandum and Articles of Association of the Company.

2. The Associates Committee

A committee of Associate members and Sailing Associate members will be formed in accordance with the Constitution and these By-Laws.

The Associates Committee in existence at the date of adoption of these By-Laws continues subject to the Constitution and the By-Laws of the CYCA.

3. Proceedings of the Associates Annual General Meetings

Within one calendar month after the Annual General Meeting of the Company, the Company shall hold an Annual General Meeting of Associate members and Sailing Associate members ("The Associates Annual General Meeting"). Only eligible members may attend that meeting.

- 3.1. At the Associates Annual General Meeting each eligible member who is present:
 - (a) is entitled to one vote;
 - (b) is eligible to be elected to the Associates Committee; and
 - (c) is eligible to be elected or appointed as an officer of the Committee.
- 3.2. At the Associates Annual General Meeting the eligible members present:
 - (a) shall elect not more than fifteen members of the Associates Committee, and
 - (b) shall elect the following officers, from those who have been elected as members of the Associates Committee:
 - (i) President;
 - (ii) the Vice President;

- (iii) the Treasurer; and
- (iv) the Secretary.

There will be a total of fifteen members of the Associates Committee.

- 3.3. The continuing members of the Associates Committee continue to act despite there being casual vacancies in their number. An Associate member or Sailing Associate member of the CYCA whose fees or any moneys owing to the Company are fully paid up may be appointed by the Committee to fill any casual vacancy on the Committee.
- 3.4. The officers and other members of the Associates Committee automatically retire at each Associates Annual General Meeting and are eligible to be re- elected.

4. Nominations of candidates for election to the Associate Members Committee

Nominations of candidates for election to the Associate Members Committee shall be made in writing to the Secretary at least fourteen days before the Associate's Annual General Meeting.

- 4.1. The nomination paper shall be signed by the nominator and the nominee and be given to the Secretary of the CYCA.
- 4.2. Seven days before the Associate's Annual General Meeting, the Secretary of the CYCA shall notify all Associate members and Sailing Associate members of the names of the candidates.
- 4.3. In the event of there being only sufficient nominations or insufficient nominations for membership of the Associates Committee:
 - (a) the candidates nominated shall be declared to be duly elected at that Associate's Annual General Meeting, and
 - (b) the vacancies may be filled by appointment of eligible members in attendance at that meeting.

5. Meetings of the Associates Committee

The Associates Committee will conduct meetings for the purpose of dealing with any matters relating exclusively to Associate members and Sailing Associate members subject to the Constitution and the By-Laws.

6. Quorum

The quorum for meetings of the Associates Committee is eight or half the number of members of the Associates Committee.