

**CONSTITUTION**  
  
of  
  
**SOUTHPORT YACHT CLUB INC.**



Established 1946

July 2023

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**CONSTITUTION  
of  
Southport Yacht Club Inc.**

**NAME**

The **name** of the incorporated association shall be "**SOUTHPORT YACHT CLUB INC.**" (hereinafter called "the Association").

**1. OBJECTS**

The objects for which the Association is established are:

- (a) To promote the enjoyment of and competition in yachting and water-based events for our Members, Supporters, guests and the community.
- (b) To provide the youth of our community with education and training programs and facilities, to encourage youth participation in the sport of yachting.
- (c) To provide, secure, and maintain premium class premises and facilities for the use of Members, Supporters, and guests.
- (d) To encourage and support participation in yachting competition at Club, State, National, International or Olympic level events.

**2. INTERPRETATION OF TERMS**

- (a) The expression "Yacht" used in these Rules shall mean a vessel which is eligible for registration as a yacht in the Association's Yacht Register in accordance with the conditions prescribed by the By-Laws, and for clarity includes both motorised, and sailing craft.
- (b)
  - (i) The expression "Yacht Owner" used in these Rules and in the By-Laws of the Association shall mean the person or persons shown in the Association's Yacht Register as owner or owners of a yacht which has been duly registered in the Association's Yacht Register.
  - (ii) In the case of more than one owner, each and every owner shall be a qualified Member of the Association in accordance with the By-Laws. With respect to preference for Yacht Owners in elections, one owner must notify the Secretary in writing that they are representing all owners and such notification shall be signed by all owners.
- (c) Whenever in this Constitution or the By-Laws the following expressions appear they shall have the meaning hereinafter set out:-
  - (i) "Association" – Southport Yacht Club Inc;
  - (ii) "Assistant Manager" – the Assistant Manager appointed pursuant to Rule 14;
  - (iii) "Board" – the Board appointed in accordance with Rule 18;
  - (iv) "Business Day" - means a week day other than a public holiday in Southport, Queensland;
  - (v) "By-Laws" – the by-laws adopted and approved by the Association from time to time;
  - (vi) "de facto partner" – has the meaning given by the Acts Interpretation Act 1954 (Queensland);
  - (vii) "General Manager" – the General Manager appointed pursuant to Rule 14;
  - (viii) "Secretary" – the Association Secretary appointed pursuant to Rule 16 and the person for the time being performing the duties of that office;
  - (ix) "spouse" - means a person who is married or is a de facto partner;
  - (x) "Main Beach facilities" – means the facilities operated by the Association located at 1 Macarthur Parade, Main Beach, Queensland 4217;
  - (xi) "Main Beach Clubhouse" – means the Association Clubhouse only located at 1 Macarthur Parade, Main Beach, Queensland 4217;

- (xii) "Dux facilities" – means the Dux site at South Stradbroke Island, Qld;
  - (xiii) "Hollywell facilities" – means the Hollywell Sailing Squadron facilities operated by the Association located at 1 Marina Crescent, Hollywell, Queensland 4216;
  - (xiv) "By-Laws" – the by-laws adopted and approved by the Association from time to time;
  - (xv) "de facto partner" – has the meaning given by the Acts Interpretation Act 1954 (Queensland);
  - (xvi) "General Manager" – the General Manager appointed pursuant to Rule 14;
  - (xvii) "Secretary" – the Association Secretary appointed pursuant to Rule 16 and the person for the time being performing the duties of that office;
  - (xviii) "spouse" - means a person who is married or is a de facto partner;
  - (xix) "Main Beach facilities" – means the facilities operated by the Association located at 1 Macarthur Parade, Main Beach, Queensland 4217;
  - (xx) "Main Beach Clubhouse" – means the Association Clubhouse only located at 1 Macarthur Parade, Main Beach, Queensland 4217;
  - (xxi) "Dux facilities" – means the Dux site at South Stradbroke Island, Qld;
  - (xxii) "Hollywell facilities" – means the Hollywell Sailing Squadron facilities operated by the Association located at 1 Marina Crescent, Hollywell, Queensland 4216;
  - (xxiii) "Hollywell Clubhouse"- means the Association Clubhouse only, located at 1 Marina Crescent, Hollywell, Queensland 4216; and
  - (xxiv) "Oxenford facilities" – means the Oxenford Watersports Centre operated by the Association located at 33 Watersports Lane, Oxenford
  - (xxv) "Related Associate" has the meaning set out in the By-Laws
  - (xxvi) "Voting Members" means those Members shown as Voting Members in the schedule of Member categories in Rule 4.
- (d) A reference to a Committee means a Committee as appointed by the Board pursuant to Rule 21 (j).
  - (e) In the interpretation hereof, except to the extent that such interpretation shall be excluded by or be repugnant to the context, headings have been inserted for guidance only and shall not form part of nor affect the interpretation hereof; references to a statute include all statutory provisions amending, consolidating or replacing same, and all By-Laws, orders in council, ordinances, proclamations, regulations, rules and other authorities made thereunder; where any word or phrase is given a defined meaning herein any part of speech or other grammatical form in respect of such word or phrase has a corresponding meaning; words importing any particular gender include all genders; words importing the singular number include the plural and vice versa.
  - (f) Sub-section 47(1) of the Association Incorporation Act 1981 (Qld) (as amended) does not apply to the Association.

### **3. POWERS**

In furtherance of its objects the Association shall have all the powers of an individual, including but not limited to, the powers set out below. The Association may exercise any and all of its powers both within and outside Queensland.

- (a) To enter into any undertaking to or any agreement or contract with any person, company or other legal entity capable of suing and being sued.
- (b) To subscribe to, become a Member of, or co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether, or in part similar to those of the Association, PROVIDED, HOWEVER, that the Association shall not subscribe to or support with its funds, any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association by virtue of the provisions of these

Rules which limit the distribution of the Association's income and property amongst its members.

- (c) Subject to the Constitution and By-Laws of the Association to buy, sell and deal in all kinds of articles, commodities and provisions (whether gaseous, liquid or solid) for the Members of the Association or persons lawfully frequenting the Association's premises.
- (d) To purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be required for the purpose of or capable of being conveniently used in connection with any of the objects of the Association: provided that in case the Association shall take or hold any property which may be subject to any trust, the Association will only deal with the same in such manner as is allowed by law having regard to such trust.
- (e) To enter into any arrangements with any government or authority that is incidental or conducive to the attainment of the objects and the exercise of the powers of the Association and to obtain from any such government or authority any rights, privileges and concessions which the Association may think it desirable to obtain and to carry out, exercise and to comply with any such arrangements, rights, privileges and concessions.
- (f) To appoint, employ, remove or suspend such employees, contractors, agents and other persons as may be necessary or convenient for the purposes of the Association.
- (g) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Association, or in or about the promotion of the Association, or in the furtherance of its objects.
- (h) To construct, improve, maintain, develop, work, manage, carry out, alter or control and grant for reward or without charge leases, tenancies, licenses and rights and to use any or all or any part of such facilities and houses, buildings, grounds, works, marinas, machinery or conveniences which may seem calculated directly or indirectly to advance the Association's interests and the attainment of its objects or any of them; and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out alteration or control thereof.
- (i) To invest and deal with the money of the Association not immediately required in such manner as from time to time the Board may think fit (but subject always to this Constitution and the By-Laws of the Association).
- (j) To purchase, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate and also units or other securities of any trust.
- (k) To lend and advance money or give credit to any person or body corporate or unincorporated Association and to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person (whether a Member of the Association or not) or body corporate or unincorporated Association and to give security in support of any such guarantee or indemnity in such manner and of such nature as the Board may see fit.
- (l) To borrow or raise money either alone or jointly with any other person or legal entity in such manner and upon such terms as to repayments and at such rate or rates of interest and otherwise as may by the Board be thought proper and whether upon fluctuating advance account or overdraft or otherwise, and to represent or secure any moneys and further advance borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay off any such securities.
- (m) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable

instruments.

- (n) Subject always to the provisions of these Rules, to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (o) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (p) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (d) of this Rule.
- (q) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the form of donations, annual subscriptions or otherwise.
- (r) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (s) To amalgamate with any one or more Incorporated Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as that imposed upon the Association under or by virtue of the provisions of these Rules which limit the distribution of the Association's income and property among its Members.
- (t) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- (u) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the Incorporated Associations with which the Association is authorised to amalgamate.
- (v) To make donations for patriotic, charitable or community purposes or for any purpose set forth in Rule 1 hereof.
- (w) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (x) In furtherance of any of the objects of the Association to acquire, hold, sell or deal with real and personal property of every description.
- (y) To charge any person, whether a Member of the Association or otherwise, a fee for the use of any property of the Association.
- (z) To do any other thing which is not inconsistent with the foregoing or any part of this Constitution.
- (aa) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

#### **4. MEMBERS**

The Association shall have the categories of membership shown in the table below. The Board may limit the numbers of Members in each category. Only Voting Members shall be entitled to receive notice of and attend meetings, vote at meetings, nominate candidates for the Board and hold any position on the Board of the Association. Unless otherwise provided, applications for, admission to and refusal of membership shall be made in accordance with Rules 6 and 8.

<b><u>Membership Category &amp; Eligibility</u></b>	<b><u>Joining Fee</u></b>	<b><u>Annual Fee</u></b>	<b><u>Access to Premises</u></b>	<b><u>Voting Member</u></b>
<b><u>Gold Member</u></b> A person of not less than eighteen years of age, of good standing, who is an active yachtsperson, or who has an interest in yachting and/or has interests which are not incompatible with the general objects of the Association.	Set by Board  (pro-rata transferring from Intermediate as per By Laws)	Set by Board	All	Yes
<b><u>Life Honorary Member</u></b> A Member or other person who is nominated and confirmed as a Life Honorary Member in accordance with the By-Laws.	N/A	N/A	All	Yes
<b><u>Senior Member</u></b> A Senior Member shall be a person who has attained the age of 65 years and for a period of 21 consecutive years has been a Voting Member.	N/A	Fifty per centum of the Gold Member fee	All	Yes
<b><u>50 Year Honorary Member</u></b> Any Member who has been, for an aggregate of at least 50 years (which aggregate period need not be continuous), a Voting Member and/or Intermediate Member and/or Cadet Member and/or a Member of any former class of membership which the Board considers would have been equivalent to any of the foregoing classes, shall, upon written application in such form as the Board from time to time prescribes, be awarded 50 Year Honorary Membership for life.	N/A	N/A	All	Yes
<b><u>Absentee Member</u></b> A person who is a current Voting Member, who has resided outside a radius of five hundred kilometers of the Southport Business Centre Post Office for an unbroken period of at least twelve months, and who makes annual written application and is granted Absentee Member status.	N/A	Seventy per centum of the Gold Member fee	All	Yes
<b><u>Sailing Member</u></b> A Sailing Member shall be a person of not less than 18 years of age who participates or intends to participate in water activities conducted by the Association, whether as a skipper or a crew member.	Nil	Set by Board	All except Dux	No

<b><u>Family Sailing Membership</u></b>  A Family Sailing Membership will consist of one or two adults together with all their children not over the age of 18 years at the expiration of the Association's financial year.	Nil	An amount equal to one Sailing Member plus one Cadet Member	All except Dux	No
<b><u>Intermediate Member</u></b>  A person between the ages of 18 and 25 years admitted as an Intermediate Member.  After the expiration of the Association financial year during which an Intermediate Member attains the age of 25 years the entrance fee for the following Association financial year shall be paid by such Member, PROVIDED ALWAYS, that the entrance fee shall be reduced by the total of all subscriptions paid by the Intermediate Member up to that time. Should subscriptions paid exceed the entrance fee applicable, no refund shall be paid.	Nil	Fifty per centum of the Gold Member fee.	All	No
<b><u>Cadet Member</u></b>  A person under the age of 18 years desirous of acquiring a knowledge of yachting.	Nil	Set by Board	All except Dux	No
<b><u>Related Associate Sailing Member</u></b>  A Member who was a Related Associate prior to 1 May 2022 and held an Australian Sailing Number. This category is in a transitional phase over three years ending at the end of the Association's Financial year in 2025.	Nil	Set by Board	All except Dux	No
<b><u>Aquatic Member</u></b>  A member of a kindred organisation as detailed in the By Laws who has been admitted as an Aquatic Member	Nil	Set by Board	Hollywell & Oxenford only	No

## 5. SUPPORTERS AND GUESTS

- (a) The Board may, through the By-Laws of the Association, recognise categories of Supporters or Guests and provide those persons with facilitated access to some of the Association's premises, loyalty discounts, priority booking access and the like. However, the Board shall have no power to bestow any form of membership of the Association other than those set-out in this Constitution.
- (b) Members' guests may be admitted to the Association's premises only if introduced by and in the company of a Member. The Member must sign their guests into the Association's "sign in" system.
- (c) Members shall not introduce to, or bring upon, the Association's premises any person who has been rejected as a candidate for membership of the Association, or who has been expelled, suspended or barred from attending the Association.



## **6. APPLICATION FOR MEMBERSHIP**

Every applicant for any class of membership of the Association (other than those categories of membership exempted from time to time by direction of the Board and those categories in respect of which another procedure for admission is provided in this Constitution), shall be proposed by one Member of the Association, or the General Manager or their delegate. An application for membership (including any supporting documentation), shall be in such form prescribed by the Board from time to time.

## **7. FEES, LEVIES AND SUBSCRIPTIONS**

The entrance fees, levies and subscription fees for each class of membership shall be payable at such time and in such manner as the Board shall determine from time to time.

## **8. ADMISSION AND REJECTION OF MEMBERS**

- (a) All applications for membership shall be submitted to the General Manager, or where applicable, such Member of the Association's staff to whom authority has been given pursuant to Rule 21 (l), who shall then:
  - approve that application in accordance with the power vested in them by the Board pursuant to Rule 21 (l), and advise the Board of the details thereof at the next monthly Board meeting; or
  - submit that application to the Board together with their recommendation (if any), regarding the applicant.
- (b) Every admission of a Member (except where otherwise provided by this Constitution), shall be by the Board. A majority of votes shall reject the applicant.
- (c) Upon the admission or rejection of a candidate as a Member, written notice thereof shall forthwith be given to them by the Secretary, and if elected shall be furnished with a link to, or a copy of the Association's Constitution and By-Laws. The notice and the copy shall be sufficiently given if sent to the mail or email address provided on the application or if made available for collection from the Main Beach Clubhouse.
- (d) Where an application for membership is rejected, the notice to the applicant that advises of the rejection shall set out the reason or reasons for rejection of the application ("a Rejection Notice"), and the Association shall refund without undue delay, any entry fee or membership fee received from the applicant.
- (e) An applicant whose application for membership has been rejected may appeal to the Board to reconsider such rejection ("a Rejection Appeal"), by giving written notice, and again paying any application fee or membership fee, to the Association within 28 days of the date of issue of the Rejection Notice.
- (f) A Rejection Appeal shall be heard at a special Board meeting, or by a Committee appointed by the Board for such purpose ("the Hearing"). Rules 11 (b) to (f) shall apply in respect of a Rejection Appeal mutatis mutandis.
- (g) If, after the Hearing, a majority of members of the Board or by a Committee appointed by the Board for such purpose again reject the application, the application shall remain rejected. In such event, the Association shall post or email to the applicant, at the address shown on their application for membership, a notice advising of such rejection and shall, without undue delay, refund any entry fee or membership fee received from the applicant.
- (h) An applicant whose application has been rejected at a Hearing shall not be eligible for re-nomination until 24 months have elapsed from the date of the Hearing that determined the Rejection Appeal.
- (i) There shall be no right of appeal within the Association in respect of any determination or resolution by the Board or Committee pursuant to Rules 8(f) to (i) but that shall not restrict or deny any right that a Member or person may have to bring any proceedings before a Court in respect of any such determination or resolution.

## **9. TERMINATION OF MEMBERSHIP**

A Member may resign from the Association at any time by giving notice in writing to the Secretary. However, no resignation shall release or discharge the Member resigning from any liability or obligation to the Association (including a liability for payment of any fee), incurred on or before

the date of receipt by the Secretary of the written notice of resignation, and may be eligible for pro-rata subscription refund at the discretion of the Board.

## **10. SUMMARY SUSPENSION OF MEMBERSHIP**

- (a) Any Member who, in the opinion of a person listed in Rule 10(b) has:
- (i) breached any of the Constitution or By-Laws of the Association;
  - (ii) breached any resolution made by the Association or the Board;
  - (iii) engaged in conduct, including language, dress or behaviour, which is unbecoming of a member of the Association and/or undesirable in the interests of the Association and/or is likely to be regarded by a reasonable person as being offensive;
- may have their membership summarily suspended.
- (b) Suspension of a Member pursuant to Rule 10(a) may be made by any one of the following persons:
- a member of the Board;
  - the Secretary;
  - the General Manager; or
  - the Assistant General Manager.
- (c) No summary suspension can be made for a period exceeding three calendar months.
- (d) A Member, whose membership is summarily suspended pursuant to this Rule, shall immediately be informed of that suspension by the person who made such suspension (oral advice being confirmed as soon as reasonably practicable by written notice), and they shall leave the Association's premises immediately (if they are on the premises when notified).
- (e) The person making such summary suspension under this Rule must inform the Secretary of that suspension as soon as possible, and the Secretary must then notify all members of the Board as soon as possible.
- (f) A Member whose membership has been summarily suspended under this Rule may appeal to the Board to reconsider the summary suspension ("a Summary Suspension Appeal"), by giving written notice to the Board within 10 days of receiving notice under Rule 10(d).
- (g) A Summary Suspension Appeal to reconsider the Summary Suspension shall be heard by a special Board meeting, or by a Committee appointed by the Board for such purpose ("the Hearing"). Rules 11(c) to (f) shall apply in respect of a Summary Suspension Appeal *mutatis mutandis*.
- (h) After the Hearing, a majority of members of the Board or Committee can resolve to confirm, revoke or modify the summary suspension, including increasing the term of suspension, subject to Rule 11(j) (iii), and/or impose alternate or additional penalties under Rule 11(j) (i) to (vi).
- (i) If no Summary Suspension Appeal is received from the Member under Rule 10(f), the Board may consider the matter at the next Board meeting, and, if the Board resolves to formulate and hear a Charge or Charges against the member (whether in respect of the summary suspension and/or any other matter/s), the provisions of Rule 11 will apply to that process.

## **11. SUSPENSIONS AND EXPULSIONS**

- (a) The Board shall have power to enquire into the conduct of any Member and may formulate and hear a charge or charges against the Member ("Charge").
- (b) A Charge or Charges shall be heard at a special Board meeting or by a Committee appointed by the Board for such purpose ("the Hearing").
- (c) The Member against whom a Charge (or Charges) has been brought ("the Affected Member"), may be present and make submissions at the Hearing either in person, by a representative, or in writing. At any Hearing, the Board and / or Committee is not

bound by the rules of evidence and may inform itself as to the circumstances surrounding the Charge or Charges in any manner it sees fit.

- (d) Notice in writing ("the Notice") of the Hearing shall be given to the Affected Member at least fourteen (14) clear days before the Hearing.
- (e) The Notice shall set out:
  - the location, date and commencement time of the Hearing;
  - the Charge or Charges brought against the Affected Member;
  - particulars of the Affected Member's conduct or other circumstances that constitute the basis for the Charge or Charges;
  - that the Hearing may result in one or more of the consequences referred to in Rule 11(j);
  - the contents of Rule 11(l);
  - the Affected Member's entitlement to be present at the Hearing; and
  - the Affected Member's right to make submissions at the Hearing either:
    - in person; or
    - by a representative; or
    - in writing.
- (f) For the purposes of Rule 11(d), the Notice may be sent by prepaid post or e-mailed to the address of the Affected Member shown in the Register of Members, and any notice so sent shall be deemed to have been received by the Member in the ordinary course of the post or e-mail transmission.
- (g) A Charge or Charges may be brought by the Association pursuant to a resolution of the Board in respect of:
  - a breach of the Constitution or By-Laws of the Association;
  - a breach of any resolution made by the Association, the Board, or any Committee;
  - any conduct, including language, dress and behaviour, which is, in the opinion of a majority of members of the Board, unbecoming to a member of the Association, and/or is undesirable in the interests of the Association, and/or is likely to be regarded, by a reasonable person, as being offensive; or
  - any conduct, including language, dress and behaviour, by a guest of the Member in or on the Association's premises or the vicinity thereof or within the sight or sound of a person therein or thereon which would, if committed by the Member, constitute a breach or conduct justifying a Charge or Charges pursuant to Rules 11(g)(i) - (iii) hereof.
- (h) For the purpose of Rules 11(g)(i) to (iii), conduct or other circumstances relating to a Member alleged by a Charge may occur at any place or time and is not restricted to conduct of or circumstances relating to the Member as a member of the Association.
- (i) No Charge can be brought under Rule 11(g) if the Board has previously made a resolution on the matter under Rule 10(h). However, where a Charge in respect of another matter is found, by a majority of members of the Board and / or Committee, to have been proven on the balance of probabilities under Rule 11(j), the Board may take such matter and anything related thereto into account when determining the matters described in Rule 11(j)(i).
- (j) If, after the Hearing, a majority of members of the Board and / or Committee find a Charge to have been proven on the balance of probabilities, the Board and / or Committee shall record that the Charge was found to have been proved. The Board and / or Committee, pursuant to a resolution, can also:
  - caution the Affected Member;
  - reprimand the Affected Member;

- suspend the Affected Member's membership of the Association for a period of time not exceeding 12 months;
  - impose a condition or conditions on the membership of the Affected Member
  - bar the Affected Member from entry to any of the premises or facilities of the Association and/or events organised by the Association and/or events with which the Association has some involvement or affiliation; or
  - terminate the Affected Member's membership of the Association.
- (k) If a Charge relates to a matter that has been the subject of a Summary Suspension under Rule 10 and a majority of members of the Board and / or Committee do not find that a Charge has been proven on the balance of probabilities, the Board and / or Committee can resolve to revoke the summary suspension made under Rule 10.
- (l) There shall be no right of appeal within the Association in respect of any determination or resolution by the Board and / or Committee pursuant to this Rule but that shall not restrict or deny any right that a Member may have to bring any proceedings before a Court in respect of any such determination or resolution.
- (m) An affected Member whose membership has been suspended either under Rule 10 or this Rule, shall, during the period of suspension, forfeit all rights and privileges of membership and shall be barred from entry to the Association's facilities and premises and from the use of its amenities (except the Marina if the Affected Member moors a vessel therein), and from events organised by the Association (or events with which the Association has some involvement or affiliation), either as a Member or as a guest, but shall not be absolved from liability for payment of all fees and charges for which they would have been liable had their membership not been suspended.
- (n) An Affected Member whose membership has been terminated under this Rule:
- is entitled to a refund of all fees and charges, paid in advance by the Affected Member, from the date of the Board or Committee resolution to the date to which the fees and charges had been paid; and
  - should the Affected Member have a vessel moored in the Marina, or under bailment within any of the Association's facilities or premises, the Affected Member must remove the vessel within a time frame determined by the Board and / or General Manager, and will only be entitled to a refund of fees from the date of removal of such vessel; and
  - shall be barred from entry to the Association's facilities and premises and from the use of its amenities, including the Marina (subject to access required to comply with Rule 11 (n) (ii)), and from events organised by the Association (and/or events with which the Association has some involvement or affiliation).

## **12. REGISTER OF MEMBERS**

- (a) The Board shall cause a Register of Members to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the date of their admission.
- (b) The following particulars shall also be entered in the Register: deaths, resignations, terminations, reinstatements of membership, changes of address of which the Member gives written notice and such further particulars as the Board or the members at a General Meeting may require from time to time.
- (c) No Member of the Association or member of the public shall have any right to inspect the Register.

## **13. OFFICE BEARERS**

The officers of the Association shall consist of:

- (a) Board Chair, who has had two years' experience on the Board or ten years voting membership
- (b) three "Flag Officers", namely:

- the Commodore, who shall be a Yacht Owner and have had at least one year's experience on the Board;
  - the Vice Commodore Power and the Vice Commodore Sail, each of whom shall be a Yacht Owner, and
- (c) the Treasurer, who shall:
- be a suitably qualified accountant (however, the Treasurer shall not be required to hold a current practicing certificate); and/or
  - have had a minimum of one year's experience on the Board or Finance Committee.

#### **14. GENERAL MANAGER**

- (a) The Board shall from time to time appoint a General Manager and may also appoint an Assistant General Manager, each at such remuneration as it may from time to time determine. The Board from time to time may determine titles for those persons other than General Manager and Assistant General Manager. Nothing herein contained or implied shall prevent the appointment of one person to act in the capacity of both:-
- (i) General Manager and Secretary (as described in Rule 16 hereof);
  - (ii) Assistant General Manager and Secretary (as described in Rule 16 hereof).
- (b) Any reference to the General Manager in these Rules shall be construed as a reference to the Assistant Manager in circumstances where that Assistant General Manager is authorised, on a non-permanent basis, by the General Manager or the Board to assume the role of the General Manager.
- (c) Only the Board shall have the power to suspend, dismiss or re-appoint the General Manager and/or Assistant Manager.

#### **15. OFFICE BEARERS' DUTIES**

- (a) The Board Chair shall:
- (i) assume the role and responsibilities of the president for the purpose of the Queensland Associations Incorporation Act 1981
  - (ii) be responsible for the coordination of the Board's oversight and governance of the business activities of the Association including corporate governance, financial matters and future development of the Association.
  - (iii) it shall also be the duty of the Board Chair to preside at all general Board meetings of the Association.
- (b) the Commodore shall take command of the fleet and shall be responsible for the coordination and conduct of all boating, sailing, sporting, social and ceremonial activities of the Association. It shall also be the duty of the Commodore to officiate at all events, whether member or public, relating to those matters.
- (c) It shall be the duty of both Vice Commodores to:
- (i) assist the Commodore in the discharge of the Commodore's duties and, in the absence of the Commodore, to carry out those duties;
  - (ii) be responsible for the Sailing Committee;
  - (iii) be responsible for the Powerboat Committee; and
  - (iv) to represent the Sailing Committee and the Powerboat Committee at Board level.

#### **16. ASSOCIATION SECRETARY**

- (a) The Board shall from time to time appoint an Association Secretary ("the Secretary") at such remuneration as the Board may from time to time determine.
- (b) The Secretary must be an adult residing in Queensland, or another state but not more than 100 km from Main Beach Clubhouse.
- (c) It shall be the duty of the Secretary:

- (i) to carry out all of the duties and responsibilities conferred upon the Secretary by the provisions of the Association Incorporation Act 1981 (Qld); and
- (ii) to carry out any duties assigned to the Secretary by the Board from time to time.

## **17. TREASURER'S DUTIES**

The Treasurer shall:-

- (a) carry out the responsibilities of the Treasurer in accordance with the Queensland Associations Incorporation Act 1981;
- (b) Chair the Finance Committee, unless the Board appoints an alternative Chair as provided for in Rule 21 (k) (v);
- (c) in conjunction with the Chair, co-ordinate the Board's oversight and governance of financial record keeping, reporting, budgeting, financial risk analysis and project evaluation;
- (d) carry out any other duties assigned to the Treasurer by the Board from time to time.

## **18. BOARD**

- (a) The Board shall consist of the Board Chair, the Commodore (who shall act as Vice Chair), the Vice Commodore Power, the Vice Commodore Sail, the Treasurer and four other members known as Ordinary Board members (two at least of those Members must also be yacht owners). All such persons shall be elected in accordance with Rule 19.
- (b) For the purposes of certainty, the Board shall perform the role of, and have the powers and duties of, the committee referred to in the Associations Incorporation Act 1981 as the "Management Committee".

## **19. ELECTION OF MEMBERS OF THE BOARD**

- (a) The Board members elected from the time of the Annual General Meeting and subject to the other provisions of this Constitution, shall hold office for a two (2) year term and must retire at the Annual General Meeting in the second year after being elected. Members of the Board shall be elected and retire on a rotational basis as set out below.
  - Elections for the position of Board Chair, and two (2) Ordinary Board members will be held in each year ending with an odd number.
  - Elections for the other Board members (namely the Commodore, the Vice Commodore Sail, the Vice Commodore Power, the Treasurer and two (2) Ordinary Board members) shall be held in every year ending with an even number.
- (b) No Member shall be eligible for election to the Board unless the Member has been nominated by at least two Voting Members and shall have accepted such nomination.
- (c) Candidates for the Board shall be nominated in writing on a nomination form. Such nomination form shall be signed by the nominators and the nominee and shall be in the hands of the Secretary not less than forty-five (45) days before the date on which the Annual General Meeting will be held.
- (d) Nomination forms shall be available to Voting Members requesting such forms from the Association's office. At least 60 days prior to the Annual General Meeting, a nomination form shall be sent to every financial Voting Member, AND for the purpose of this paragraph it shall be sufficient for a nomination form to be printed or distributed with any publication of the Association which is distributed to every financial Voting Member thereof.
- (e) Only those Voting Members who, as at 30<sup>th</sup> April of the year in which the election is to be held, are financial shall be entitled to nominate or be nominated for election to any office or to the Board. A Voting Member may not nominate or be nominated for election if:

- (i) the Member is indebted to the Association for an overdue, or outstanding amount of \$2,000.00 or more; and/or
  - (ii) the Member has been the subject of any suspension or a resolution under Rule 11(j)(iii), (v) or (vi) within the preceding 5 years, or is otherwise excluded from nomination pursuant to conditions imposed under Rule 11(j)(iv).
- (f) As and when any valid nomination is received by the Secretary he shall place notice of the names of the nominee and the nominators on a notice board in the Main Beach Clubhouse and Hollywell facilities, where it shall remain displayed continuously until the Annual General Meeting has been concluded.
- (g) (i) If there be more than the requisite number of nominations for any position on the Board, an election by secret ballot shall take place of the candidates so nominated for the respective position. The ballot shall be conducted by the Secretary and two scrutineers appointed by the Board. They (Secretary and scrutineers), shall have ballot papers prepared listing the candidates in alphabetical order. Such ballot papers shall be posted by prepaid post at least twenty-one (21) days prior to the advertised date of the Annual General Meeting to each Member, who is financial for the current year at the time of posting, at the address recorded in the Association's Register of Members. However, any Member who is entitled to vote and has not received a ballot paper by prepaid post by that day, which is fourteen (14) days prior to the date of the Annual General Meeting, may, upon request made in writing or personally to the Secretary, obtain a ballot paper, whereupon that ballot paper shall be taken to have been duly posted by the Secretary in accordance with this rule. The ballot shall close at 5:00pm on that date which is two (2) clear Business Days prior to the date of the Annual General Meeting.
- (ii) The Secretary shall enclose with each ballot paper the following:
- (A) a reply paid envelope
  - (B) an envelope marked "Ballot Paper"; and
  - (C) a letter of instruction, as follows:
    1. The Member is to mark the ballot paper in accordance with this Constitution.
    2. The Member is to place the ballot paper in the envelope marked "Ballot Paper" and seal it.
    3. The Member is to place the envelope marked "Ballot Paper" in the reply paid envelope, seal it, and write their name and Membership number on the reverse side of the reply paid envelope.
    4. The completed papers must be received by the Secretary at the Main Beach Clubhouse no later than 5:00pm on that date which is two (2) clear Business Days prior to the Annual General Meeting.
- (h) (i) A roll shall be kept by the Secretary, or designated person, of the names and membership numbers of those Members to whom ballot papers are issued and of those Members who return such ballot papers for scrutineering and counting.
- (ii) Upon receipt of envelopes pre-addressed as provided for in this paragraph, the Secretary shall see that such envelopes are lodged unopened in a ballot box, the keys of which are held by the scrutineers until the counting of votes has been completed. Prior to the opening of the ballot box, the Secretary shall advise the scrutineers of the number of ballot papers issued and the number of ballot papers validly returned.
- (iii) The scrutineers shall see that only those ballot papers which have been previously been initialed by the Secretary and returned to the ballot box by the aforementioned method are counted in the vote.
- (iv) The roll shall be written up progressively as ballot papers are returned for counting. The scrutineers shall reconcile the number of ballot papers with the roll.

- (v) A specified number of ballot papers will be prepared and consecutively numbered. Ballot papers are to be initialed by the Secretary before posting.
- (vi) Both inner and outer envelopes shall be placed intact in the ballot box by the Secretary and the date on which they are placed in the ballot box recorded in the roll.
- (vii) The details to be recorded in the roll will be:
  - (A) the Member's number;
  - (B) the Member's name; and
  - (C) the date of placing the completed ballot paper in the ballot box.
- (viii) Once the validity of the vote has been established, the outer envelope will be discarded before the envelope marked "Ballot Paper" is opened.
- (ix) When scrutineers are appointed, their duties will be defined in accordance with this system.
- (x) The ballot box must be opened only in the presence of the Secretary and the scrutineers.
- (i) Should there be only one nomination for any position on the Board, the Member so nominated shall be declared duly elected to that position (subject only to Rule 18(b)). In the event of there being none or insufficient candidates nominated for the election for any position (but only in that event), nominations for the vacancy may be made at the Annual General Meeting. Should there be only one such nomination for any position, the Member so nominated shall be declared duly elected for that position. If there be more than the requisite number of nominations for the positions on the Board, an election by secret ballot shall take place of the candidates so nominated for the respective position. The ballot shall be conducted by the Secretary and two scrutineers appointed by the Chair of the meeting in such manner as the Chair directs. The provisions of Rule 19(g) shall not apply to such ballot. The provisions of Rules 13, 18 and 19 (except Rule 19(c), (d) and (f) to (h)) shall apply to any position that is filled under this Rule 19(i)
- (j) In deciding the result of any election for the Ordinary Board members, if the appointment of those candidates receiving the greatest number of votes would result in non-compliance with Rule 18(b), the Yacht Owner or Owners receiving the highest number of votes shall be elected in order until the requirements of Rule 18(b) are satisfied. Thereafter, candidates for any remaining Ordinary Board member positions shall be elected in order of the number of votes received.
- (k) Persons elected to the Board at an Annual General Meeting shall take office from the declaration of the poll at that meeting.
- (l) The result of the election of persons elected to the Board shall be declared at the Annual General Meeting by such announcement to the meeting as the Chair of the meeting deems appropriate and thereafter the ballot papers shall be destroyed.

## **20. DEEMED ELECTION OF MEMBERS OF THE BOARD**

- (a) This Rule will apply if, after the procedures set out in Rule 19 have been observed, a total of five (5) or less persons have been elected to the Board. The intent of this rule is to provide a mechanism to fill each such vacant office or position on the Board (called a "Vacancy"), until the earlier of such time as a Member is elected to fill that position or the next Annual General Meeting.
- (b)
  - (i) Any Vacancy may be filled by a Qualified Past Commodore of the Association in accordance with this Rule.
  - (iii) A "Qualifying Past Commodore", means a past Commodore of the Association who, at the relevant time, is known by the Secretary to be alive, and whose current residential or business address is known, at the relevant time, to the Secretary and who is a financial Member at the time that the invitation contemplated by this Rule is issued by the Secretary and who is not otherwise excluded by Rule 19(e). It shall not be necessary for a Qualifying Past



Commodore to be a Yacht Owner or to satisfy any pre-requisites contained in these Rules that apply in respect of the Treasurer.

- (c) Where there is more than one (1) Vacancy, the Secretary shall observe the procedures set out in this rule in turn in respect of each Vacancy in the order of Board Chair, Commodore, Vice Commodore Power, Vice Commodore Sail, Treasurer and Ordinary Members of the Board.
- (d)
  - (i) Following the conclusion of the relevant Annual General Meeting, the Secretary shall give written notice by hand, email or prepaid post, to the most recent Qualifying Past Commodore, of the Vacancy and invite that person to fill such Vacancy by delivering or posting a written acceptance of that invitation. If the Secretary does not receive a written acceptance from that person within seven (7) days of the date of hand delivery or postage of such invitation, as soon as practical thereafter the Secretary shall instead invite the Qualifying Past Commodore who next most recently held that position, with the same seven (7) day time limit for acceptance applying.
  - (ii) Such process shall be repeated until all Qualifying Past Commodores have been invited or the position has been filled, whichever is the earlier.
  - (iii) Such process shall then be repeated in like manner in respect of each other Vacancy, except that no invitation shall be given to a Qualifying Past Commodore who has already filled a Vacancy.
- (e) Any Qualifying Past Commodore who fills a Vacancy shall be deemed elected to such office or position and shall hold such office or position until the earlier of the election of a person to that office or position, or the next Annual General Meeting at which an election for that office or position is due to be held.
- (f) Where a Vacancy is filled by a Qualifying Past Commodore, an election for such office or position shall be held within four (4) months of the Annual General Meeting, and a Special General Meeting to conclude that election process shall be held within such period on a date determined by the Board. The provisions of Rule 19 shall apply mutatis mutandis, and subject to the following specific variations:
  - references to the Annual General Meeting shall instead be read as references to the relevant Special General Meeting;
  - Rule 19(d) shall apply in relation to the relevant Special General Meeting and 30<sup>th</sup> April, in Rule 19(e), shall be read as that day which is sixty-five (65) days prior to the date of the relevant Special General Meeting.

## **21. POWERS AND DUTIES OF THE BOARD**

- (a) The Board shall have the entire management of the general affairs of the Association except as to the passing or alteration of this Constitution, and except as to those matters which are required by this Constitution or By Laws to be dealt with at a General Meeting of the Association.
- (b) Any member of the Board may resign from membership of the Board at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date. A Board member may be removed from office at a Special General Meeting of the Association, duly convened for the purpose, where that Board member shall be given the opportunity to present his case fully. The question of removal shall be determined by the vote of the Members of the Association present at that general meeting.
- (c) Should any member fail to attend three consecutive monthly meetings, the Board may by resolution declare the seat vacant, and thereupon that member shall cease to be a member of the Board.
- (d) Members of the Board must declare any financial interests or dealings with the Association at the beginning of each Board meeting.
- (e) The Board shall have the power at any time to appoint any financial Voting Member of the Association to fill any casual vacancy on the Board until the next Annual General Meeting. Regardless of any election at an AGM under this clause the

Member elected shall also be required to stand for election, if they wish to continue in the position at the next AGM.

- (f) The continuing members of the Board may act notwithstanding any casual vacancy on the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number, or of summoning a general meeting of the Association, but for no other purpose.
- (g) The Board shall have the authority to interpret the meaning of these Rules and to decide any matter relating to the Association on which these Rules are silent.
- (h) The Board may exercise all the powers of the Association to borrow or raise and secure the repayment of money and to secure the payment or performance of any debt, liability, contract, guarantee, or other engagement incurred, or to be entered into by the Association.
- (i) The Board is empowered on behalf of the Association:
  - to borrow money from Members at a rate of interest not exceeding the prevailing BBSY (cash rate) published by the Reserve Bank of Australia plus 4%, and to mortgage or charge its property or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
  - to invest the money of the Association not immediately required, in such a manner as the members of the Board may from time to time determine.
- (j) The Board may from time to time make such By-Laws and/or regulations not inconsistent with this Constitution as it may think advisable, and may amend or repeal such By-Laws and/or regulations. All By-Laws and regulations so made shall take effect immediately (or upon such date or time the Board may determine), and shall be submitted for ratification to the next following General Meeting of the Association. The Board may also from time to time publish guidelines or policies in relation to the interpretation or implementation of this Constitution and any By-Laws or regulations.
- (k)
  - (i) The Board may from time to time appoint one or more other committees from among the Members of the Association or such other appropriately qualified or experienced persons for such purposes as it may think fit. The Board from time to time may alter the membership of a committee.
  - (ii) The Board from time to time may delegate any of its powers to a committee and may from time to time revoke or amend such delegation. Any delegation of power or revocation or amendment thereof, shall be recorded in the minutes of meetings conducted by the Board, and an extract of any such minutes certified a true extract by the Board Chair and the Secretary, shall be accepted by any member of a committee and any member of the Association as prima facie evidence thereof.
  - (iii) Where the Board has not delegated the necessary power to a committee, in respect of a particular matter, the recommendation of any committee shall be submitted for the approval, or otherwise of the Board.
  - (iv) Any committee so formed, shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board and shall not have power to incur any expenditure on behalf of the Association without the express direction or approval of the Board.
  - (v) The Board may direct that any member of a committee shall be the Chair of the committee and from time to time may terminate such appointment.
  - (vi) That Chair shall preside as chair at every meeting of the committee. If the Board appoints no Chair or if at any meeting that Chair is not present within 10 minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be Chair of the meeting.

- (vii) Subject to Rule 21(k)(iv) and (v), at every meeting of a committee, a simple majority of its members shall constitute a quorum.
- (viii) Subject to Rule 21(k)(iv) and (v), a committee may meet together and regulate its proceedings as it thinks fit, provided that (subject to Rule 21(k)(iv) and (v)), questions arising at any committee meeting shall be determined by a simple majority vote of the members present, and if there is an equality of votes, then the question shall be deemed to be decided in the negative.
- (l) The Board may authorise the General Manager of the Association and, additionally, if the Board so decides, any member of the Association's staff under the General Manager's supervision (generally or by name or position of employment), to be the Board's agent for the purposes of formally approving (but not rejecting), membership of the Association in any class of membership which the Board may direct the General Manager, or such staff member to approve.

## **22. ELECTION OF COMMITTEES**

- (a) The Board can appoint a Committee as required from time to time to assist with the Association, projects, and / or operations. Some Committees are created to assist in running activities, working bee's and forward planning, whilst others are in place as required to assist the Board, Members and / or divisions.
- (b) All Committees are to be made up of one (1) Chair, plus a maximum of five (5) ordinary Committee Members, unless otherwise specified in this Constitution or the By-Laws.
- (c) **SAILING COMMITTEE**
  - (i) The Sailing Committee shall consist of the Vice Commodore Sail, plus one (1) representative from each division. Divisions presently include OTB Cats, Offshore, Thursday Twilights, Dinghies and Inshore. All division representatives shall be boat owners.
  - (ii) The representatives of each division shall be appointed for a two year term in each even year, as of 2020, by the division itself at a voting meeting.
  - (iii) The Vice Commodore Sail shall act as the Chair for the Sailing Committee unless the Board appoints an alternative Chair as provided for in Rule 21 (k) (v);. Once all divisions have had a representative appointed, the Board shall ratify the Committee from a list of names submitted by the Vice Commodore Sail.
  - (iv) The Sailing Committee should meet within sixty (60) days of the AGM to consider names to be submitted by the Vice Commodore Sail to the Board.
  - (v) The Board from time to time may alter the membership for the Sailing Committee, in accordance with Rule 21 (k)(i).
  - (vi) The rules for meeting procedures shall be in accordance with By-Law 3.
  - (vii) The Vice Commodore Sail shall attend, participate, and vote at the Sailing Committee meetings.
  - (viii) The General Manager may attend, and participate, at the Sailing Committee meetings, but will not be able to vote.
  - (ix) The Sailing Committee shall cause full, and accurate, minutes of all questions, resolutions, matters, and other proceedings, of every Sailing Committee meeting to be entered into the Club's records as minute files. The minutes should be ratified at the next Sailing Committee meeting and signed off by the Chair. The minutes should be presented at the next Board meeting by the Vice Commodore Sail.
- (d) **POWER BOAT COMMITTEE**
  - (i) The Power Boat Committee shall consist of the Vice Commodore Power, plus up to twelve (12) Gold Members. 75% of the Gold Members should be boat owners.
  - (ii) The up to twelve (12) Gold Members shall be ratified annually by the Board from a list of names submitted to the Board by the Vice Commodore Power. There

should be up to six (6) Members to represent the interest of Logging / Navigation events, and up to six (6) Members to represent the Cruising Flotilla activities.

- (iii) The Power Boat Committee should meet within sixty (60) days of the AGM to consider names to be submitted by the Vice Commodore Power to the Board.
- (iv) The Board from time to time may alter the membership of the Power Boat Committee, in accordance with Rule 21 (k) (i).
- (v) The appointment and / or termination of the Power Boat Committee Chair shall be determined by the Board in accordance with Rule 21 (k) (v).
- (vi) The rules for meeting procedures shall be in accordance with By-Law 3.
- (vii) The Vice Commodore Power shall attend, participate, and vote at the Power Boat Committee meetings.
- (viii) The General Manager may attend, and participate, at the Power Boat meetings, but will not be able to vote.
- (ix) The Power Boat Committee shall cause full, and accurate, minutes of all questions, resolutions, matters, and other proceedings, of every Power Boat Committee meeting to be entered into the Club's records as minute files. The minutes should be ratified at the next Power Boat Committee meeting and signed off by the Chair. The minutes should be presented at the next Board meeting by the Vice Commodore Power.

## **23. MEETINGS OF THE BOARD**

- (a) The Board shall meet at least once every calendar month to exercise its functions unless the Board determines that a monthly meeting is not required in the month of December.
- (b) A special meeting of the Board shall be convened on the requisition in writing, by the Board Chair or not less than three of the members of the Board, which requisition must state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (c) Subject to this Rule, the Board may meet together and regulate its proceedings as it thinks fit, provided that, unless otherwise specifically provided in these Rules, at any meeting of the Board:
  - a simple majority of the Members for the time being shall constitute a quorum;
  - questions shall be determined by a simple majority vote of the Members present and if there is an equality of votes, then the question shall be deemed to be decided in the negative;
- (iii) not less than five days' notice shall be given by the Secretary to members of the Board, of any special meeting of the Board. Such notice shall clearly state the nature of the business to be discussed thereat.
- (e) The Board Chair shall preside as chair at every meeting of the Board. If there is no Board Chair or if at any meeting the Board Chair is not present within 10 minutes after the time appointed for holding the meeting, the Commodore shall be Chair. If there is no Commodore, or if at any meeting the Commodore is not present within 15 minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be Chair of the meeting.
- (f) All acts done by any meeting of the Board or a committee or by any person acting as a member of the Board or a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or committee or any of them were disqualified, be as valid as if every such person had been qualified and was qualified to be a member of the Board or committee.
- (g) A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

## **24. ANNUAL GENERAL OR SPECIAL GENERAL MEETINGS**

- (a) The Annual General Meeting shall be held within three months of the close of the financial year.
- (b) The business to be transacted at every Annual General Meeting shall be:
  - to receive and approve the audited financial statement in respect of the year ending on the previous 30<sup>th</sup> April;
  - the election of officers and other members of the Board as required by these Rules;
  - the appointment of an Auditor; and
  - any other business included in the agenda circulated for the meeting;

After the completion of the business agenda and closure of the Annual General Meeting, the Chair may open the forum for questions, suggestions and general discussion.

- (c) The Secretary shall convene a Special General Meeting:
  - when directed to do so by the Board or the Board Chair or the Commodore by direction in writing (except that a direction by the Board may be given by resolution), that states clearly the reason why such Special General Meeting is being convened and the nature of the business to be transacted thereat, and sets out the motion or motions intended to be moved at the meeting;
  - on a requisition in writing which states clearly the reason why such Special General Meeting is being convened and the nature of the business to be transacted there at, and sets out the motion or motions intended to be moved at the meeting, signed by not fewer than three of the members on the Board at the date of the Secretary's receipt of the requisition;
  - on a requisition in writing which states clearly the reason why such Special General Meeting is being convened and the nature of the business to be transacted thereat, and sets out the motion or motions intended to be moved at the meeting, signed by not fewer than that number of Voting Members of the Association which equals the number of members on the Board at the date of the Secretary's receipt of the requisition plus fifty (50).
- (d) The Secretary at the direction of the Board shall convene a half yearly Special General Meeting within ninety (90) days of the end of the half year.
- (e) At any general meeting the number of Members required to form a quorum shall be fifteen Members.
- (f) No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (g) If within half an hour from the time appointed for the commencement of a General Meeting, a quorum is not present, the meeting, if convened upon the requisition of members of the Board, or the Association, shall lapse. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum for the purpose only of doing those things which the Association is required by the Constitution or By-Laws to do at that meeting.
- (h) The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting, but otherwise it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

- (i) The Secretary shall convene all general meetings of the Association by giving not less than fourteen days' notice in writing of any such meeting to all those members of the Association who are entitled by the Rules to attend and vote. Such notice may be published in or distributed with any publication of the Association which is distributed to all those members of the Association who are entitled by these Rules to attend and vote. Each notice shall be accompanied by a proxy form in the form prescribed by these Rules.
- (j) The manner by which such notice shall be given shall be determined by the Board. Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.

## **25. CONDUCT OF ANNUAL GENERAL OR SPECIAL GENERAL MEETINGS**

- (a) The provisions of this Rule shall apply to every General Meeting, unless otherwise provided by these Rules.
- (b) The Board Chair shall preside as Chair at every General Meeting. If there is no Board Chair or if at any meeting the Board Chair is not present within 10 minutes after the time appointed for holding the meeting, the Commodore shall be Chair. If there is no Commodore or if at any meeting the Commodore is not present within 15 minutes after the time appointed for holding the meeting, the Members present may choose one of the officers or other members of the Board who is in attendance to be Chair of the meeting.
- (c) The Chair shall maintain order and conduct the meeting in a proper and orderly manner, and generally in accordance with rules of debate set out in the By-Laws hereto.
- (d) Every question, matter or resolution, shall be decided by a majority of votes of the Members present and entitled to vote, except those questions, matters or resolutions which are required by the Associations Incorporation Act 1981 (Qld) or any other Act of like nature, repealing or amending the same to be decided by special resolution.
- (e) Every Member shall be entitled to one vote and in the case of equality of votes the Chair shall have a second or casting vote, provided always that no Member shall be entitled to vote at any General Meeting if the Member is unfinancial at the time of the meeting.
- (f) Voting shall be by show of hands or a division of Members, unless, not less than one fifth of the Members present demand a ballot, in which event there shall be a secret ballot. The Chair shall appoint two Members to conduct the secret ballot in such a manner as the Chair shall determine and the result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- (g) A Member may vote in person, or by proxy, or by attorney. On a show of hands, every person present who is a Member, or a representative of a Member, shall have one vote. In a secret ballot every Member present in person, or by proxy, or by attorney, or other duly authorised representative, shall have one vote.
- (h) The instrument appointing a proxy shall be in writing, in the common or usual form but in compliance with these Rules, under the hand of the appointor, or of the appointor's attorney duly authorised in writing.
- (i) A proxy or attorney may but need not be a member of the Association.
- (j) The instrument appointing a proxy or attorney shall be deemed to confer authority to demand or join in demanding a secret ballot.
- (k) A proxy form must enable a person appointing a proxy:
  - to have the choice between appointing the proxy generally (in which case a proxy may vote as the proxy sees fit in respect of any motion set out on the proxy form); and/or
  - as regards any one or more proposed motions set out on the proxy form, to direct the proxy how to vote in respect any such motion, (and if the "In Favour" or "Against" columns or boxes in respect of a motion are not ticked

or marked or otherwise completed with reasonable clarity, then the proxy may act generally as regards such motion and vote as the proxy sees fit).

- (l) Accordingly, an instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.

Southport Yacht Club Inc.

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the abovenamed Association, hereby appoint \_\_\_\_\_, of \_\_\_\_\_, or failing that person, \_\_\_\_\_, of \_\_\_\_\_, as my proxy to vote for me on my behalf at the \*Annual General/ \*Special General Meeting of the Association, to be held on the day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Signature:

This part of the form is to be used to direct the proxy how to vote in respect of any one of more of the proposed motions set out below.

Motion Number	Motion	In Favour **	Against **

\*\* If desired, clearly tick or mark, or otherwise complete to indicate if the proxy is required to vote "In Favour", or "Against", any one or more motions set out above.

Note: If the "In Favour" or "Against" columns, or boxes in respect of a motion are not ticked or marked, or otherwise completed with reasonable clarity, then the proxy may act generally as regards such motion, and vote as the proxy sees fit.

- (m) The instrument appointing a proxy or attorney shall be deposited with the Secretary not later than 4.00pm (local time), on the date of the meeting, or adjourned meeting, at which the person named in the instrument purports to vote.

## 26. MINUTES

The Secretary shall cause full and accurate minutes of all questions, resolutions, matters and other proceedings of every Board meeting and every General Meeting, to be entered into the Association's records and to be open for inspection at all reasonable times by any financial Member, who previously applies to the Secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting shall be signed by the Chair of that meeting, or the Chair of the next succeeding Board meeting, verifying their accuracy.

Similarly, the minutes of every General Meeting shall be signed by the Chair of that meeting, or the Chair of the next succeeding general meeting: provided that the minutes of any Annual General Meeting shall be signed by the Chair of that meeting, or the Chair of the next succeeding Special General Meeting, or Annual General Meeting.

## 27. ALTERATION OF CONSTITUTION

Subject to the provision of the Associations Incorporation Act 1981 (Qld) as amended from time to time, this Constitution may be amended, rescinded or added to by a special resolution carried at any General Meeting, provided that no such amendment, rescission or addition shall be valid, unless the same shall have been registered in accordance with that Act, if so required by that Act.

## 28. COMMON SEAL

The Board shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board and every instrument to which the Common Seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary, or by a

second member of the Board, or by some person appointed by the Board for the purpose, either in the particular case, or generally.

## 29. LIMITATIONS ON POWERS OF THE BOARD

(a) In this rule, a "Prohibited Transaction" means:

- any contract or undertaking or arrangement (including a contract or undertaking or arrangement of an ongoing nature), other than for the purchase, sale, lease, (that term including a sub-lease and a licence to occupy) or termination of a lease of any real property (whether freehold or leasehold), or any borrowing or raising of money, where the total expenditure or borrowing or raising thereunder by the Association (net of any GST comprised therein), would exceed \$825,000.00 (indexed in accordance with the provisions below), except a contract or undertaking or arrangement of an ongoing nature where the total expenditure (net of any GST comprised therein), may exceed \$825,000.00 (indexed in accordance with the provisions below), but may be lawfully terminated by the Association before that amount is exceeded;
- any contract, arrangement or undertaking for the purchase, sale, lease (that term including a sub-lease, and a licence to occupy) or termination of a lease of any real property (whether freehold or leasehold) except:
  - a renewal or extension of a lease pursuant to the exercise of an option in the lease or, where the option was not exercised, for a period not exceeding the option period;
  - a lease where as at the commencement date of the lease, firstly, the rent and any lessor's outgoings payable under the lease (net of any GST comprised therein), would not exceed \$12,000.00 (indexed in accordance with the provisions set out below), per month on average over the term and any options of the lease and, secondly, the aggregate of the term and any options would not exceed 10 years;
  - an agreement to vary a lease pursuant to which the area leased is not varied by more than 10% of the area leased prior to such variation, the rent and outgoings is not varied by more than 10% of the rent, and outgoings payable prior to such variation, or any other variation which is of a like minor nature;
  - any lease(s) of a berth in the Association's marina (a "Marina Berth" and "Marina Berth Lease"), provided that either of the following criteria are satisfied:

(a) the entry into of such Marina Berth Lease(s) would not result in the Marina Berth Lease Ratio exceeding one third ( $\frac{1}{3}$ ) where:

$$\text{Marina Berth Lease Ratio} = \frac{\text{Total Long Term Leases}}{\text{Total Marina Berths}}$$

"Long Term Lease" means a Marina Berth Lease with a term plus any option(s) of renewal that exceeds a period of two (2) years from the commencement date thereof;

"Total Long Term Leases" means all Long Term Leases at the relevant time;

"Total Marina Berths" means the total number of Marina Berths owned by the Association ("owned" including leased or situated upon any area leased by the Association) at the relevant time;

(b) any such Marina Berth Lease is not a Long Term Lease.

- any agreement to terminate a lease of the type referred to in (B) or (D) above; or
- any contract, arrangement, or understanding for the sale, lease or giving of



rights of operation or management of any major facility of the Association, including the bar facilities at the Main Beach Clubhouse, the Hollywell facilities, Dux facilities, Oxenford facilities, the hard stand, the marina, and any poker machine operations, but excluding the catering facilities at the Main Beach Clubhouse, Hollywell Clubhouse, and Oxenford facilities.

- (b) For the sake of certainty, it is noted that Rules 29(a)(ii)(A) to (E) shall operate independently of each other.
- (c) The amounts of \$825,000.00 or \$12,000.00 referred to above shall be varied each year on 31<sup>st</sup> March, commencing in 2022, in accordance with the following formula:

$$\frac{A \times C2}{C1}$$

Where:

A is the relevant amount of \$825,000.00 or \$12,000.00;

C1 is the Consumer Price Index (All Groups) for the City of Brisbane as published by the Australian Statistician for the December quarter, ending 31st December 2020.

C2 is the Consumer Price Index (All Groups) for the City of Brisbane as published by the Australian Statistician for the December quarter, ending three months prior to the relevant review date;

**PROVIDED THAT** should the Consumer Price Index be discontinued or abolished, then an appropriate price index nominated by the Australian Statistician (or failing such the President for the time being of the Queensland Law Society Inc. or its successor), shall be substituted therefore.

- (d) Notwithstanding anything contained elsewhere in these Rules, neither the Board nor any member of the Board may enter into, or authorise the entry into, of a Prohibited Transaction without the prior authorisation of the Members at a Special General Meeting, specifically called for the purpose.
- (e) In the event that the Board, or a member of the Board, enters into, or authorises the entry into a Prohibited Transaction, the members of the Association may ratify the actions of the Board, or Member at a Special General Meeting specifically called for the purpose.
- (f) Notwithstanding anything contained elsewhere in these Rules, neither the Board, nor any member of the Board, may cause the permanent closure of any Major Facility without the prior authorisation of the Members at a Special General Meeting, specifically called for the purpose.
- (g) In the event that the Board, or a member of the Board, causes the closure of a Major Facility, the members of the Association may ratify the actions of the Board or Member at a Special General Meeting specifically called for the purpose.

### 30. FINANCIAL RATIOS

- (a) In the interpretation hereof, except to the extent that such interpretation shall be excluded by or be void or voidable, the following words and phrases shall have the meanings respectively assigned to them, and the following provisions relating to interpretation shall apply:
  - (i) the descriptions below of various ratios and the components thereof shall be determined in accordance with the statutory accounts of the Association, as kept in accordance with Australian Accounting Standards from time to time, as administered by the Australian Accounting Standards Board or its successor;
  - (ii) Debt Gearing Ratio =

$$\frac{\text{Total Debt}}{\text{Net Assets} + \text{Prepaid Marina Leases}} \times 100$$

Where: Net Assets = Assets – Liabilities

$$(iii) \quad \text{Interest Cover Ratio} = \frac{\text{EBITDA}}{\text{Interest}}$$

Where:

EBITDA means earnings before interest, tax, depreciation and amortisation.

$$(iv) \quad \text{Modified Working Capital Ratio} = \frac{\text{Current Assets} + \text{Amount of available facility to draw down funds representing non-current liabilities.}}{\text{Current Liabilities.}}$$

- (b) The Association shall seek to conduct its financial operations so as to comply with the following ratios on an on-going basis:
  - (i) Debt Gearing Ratio – a maximum of 20%;
  - (ii) Interest Cover Ratio – a minimum of three (3);
  - (iii) Modified Working Capital Ratio – a minimum of one (1).
- (c) If at any time the Association is not conducting its financial operations so as to comply with one or more of the above ratios, then at the next Annual General Meeting or Half Yearly Special General Meeting (whichever occurs first):
  - (i) the Board shall present a report to the meeting in respect of such a failure;
  - (ii) such report shall include reasonable details of such failure; and
  - (iii) such report shall include the measures proposed by the Board to enable the Association to rectify the failure and the timeframe within which the Board anticipates it will be able, by so doing, to rectify such failure.

### 31. FUNDS AND ACCOUNTS

- (a) The funds of the Association shall be banked in the name of the Association in such bank as the Board may from time to time direct.
- (b) Proper books and accounts shall be kept and maintained whether in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of the like nature.
- (c) All money shall be banked as soon as practicable after receipt thereof.
- (d) A negotiable instrument issued and the electronic transfer of funds by the Association must be signed or authorised by any two of the following Association members – the Chair, the Secretary, the Treasurer or any Member approved by the Board.
- (e) Cheques drawn by, or on behalf of the Association, shall be crossed “not negotiable” except those in payment of wages, allowances, or petty cash recoupment's, which may be open.
- (f) All expenditure shall be approved or ratified at any Board meeting.
- (g) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing:
  - (i) the profit and loss statement for the financial year just ended; and
  - (ii) the balance sheet of the Association at the close of that year.
- (h) All such statements shall be examined by the auditor who shall present their report upon such audit to the Secretary, prior to the holding of the Annual General Meeting, next, following the financial year in respect of which such audit was made.

- 32. The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein, and no portion thereof shall be distributed, paid, or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to, or amongst the members of the Association, **PROVIDED ALWAYS**, that nothing herein contained shall prevent the payment in good faith of interest to any such Member in respect of moneys advanced by the Member to the Association, or otherwise owing by the Association to the Member or

remuneration to any officers or servants of the Association, or to any member of the Association or other person in return for any services actually rendered to the Association, **PROVIDED FURTHER**, that nothing herein contained shall be construed so as to prevent the payment or repayment to any Member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Association, or reasonable and proper rent for premises, demised, or let to the Association.

### **33. DOCUMENTS**

The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

### **34. FINANCIAL YEAR**

The financial year of the Association shall close on 30th April in each year.

### **35. DISTRIBUTION OF SURPLUS ASSETS**

If the Association shall be wound up in accordance with the provisions of the Associations Incorporations Act 1981 (Qld) as from time to time amended or re-enacted, and there remain after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given, or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Rule 31(i), such institution or institutions to be determined by the members of the Association in a Special General Meeting convened for that purpose, before the beginning of the winding up.

### **36. INDEMNIFICATION OF BOARD AND OTHERS**

The Association shall at all times hereafter, save harmless, and keep indemnified each of the members of the Board, any committee, the Secretary, the General Manager and the Assistant General Manager and their respective estates, from and against, all actions, claims, demands, charges and expenses whatsoever, which may be instituted against or made upon them as a member of the Board, any committee or as the Secretary or as the General Manager or as the Assistant General Manager in respect of any act, deed, matter or thing whatsoever, lawfully or in good faith, entered into or performed by any, or all of them, as members of the Board, any committee, Secretary, General Manager or Assistant General Manager.

### **37. CONSENT**

The Members shall be held to consent to and be bound by this Constitution and the By-Laws of the Association.

### **38. SUSPENSION OF CONSTITUTION**

No suspension of any of this Constitution shall be permitted.

### **39. PATRON**

If at any time the position of Patron is vacant and the Board wishes to fill that position, the Board shall recommend a person to be appointed as Patron to the next Annual General Meeting of the Association. The Members may vote to accept or reject that recommendation. If they reject it, the position will remain vacant.

### **40. PROHIBITION OF PAYMENTS IN RESPECT OF LIQUOR**

No Officer or employee of the Association shall be permitted or entitled to receive any payment, either by way of commission or allowance, calculated by reference to the quantity of liquor sold or supplied by the Association, or the receipts of the Association for such liquor.

## **BY-LAWS**

### **1. FEES, LEVIES AND SUBSCRIPTIONS**

A Building Levy of such sum as the Board shall from time to time determine shall be levied on such Subscribers as the Board shall from time to time determine, and shall be added to the annual subscriptions notice each year until further notice. Apart from investment with the Club's bankers, the funds may be invested in intra-Association financing, only while it is not required for its special purpose. Interest equivalent to what the fund could have earned will be credited to the Building Levy fund. The special fund is to be used only for the future replacement of, or major renovations to the Main Beach Clubhouse.

- (a) The Association year shall commence on the 1<sup>st</sup> day of May each year. Subscriptions other than the first subscription shall be due and payable in advance on the 1<sup>st</sup> day of May each year.
- (b) Members, and other subscribers as set out in By Law 23, in respect of whom there is an annual subscription fee, who are admitted after the first quarter in each year shall in addition to the full amount of any applicable entrance fee, be liable to pay pro-rata rates of the full year's subscription.
- (c) Any person whose subscription or other indebtedness (which expression shall include any unpaid levy made pursuant to By-Laws 1 and 3(b), is in arrears for two months and who has been sent one month's notice in writing requiring payment of same may at the discretion of the Board be excluded from the privileges of the Association until the same shall have been paid, or, in the case of a Member, may be struck off the Roll of Members whereupon they shall cease to be a Member, and their right to enjoy or participate in the privileges of the Association shall be absolutely forfeited.
- (d) No Subscriber who is in arrears with their subscription or other indebtedness, shall be eligible to hold any office of the Association, or to nominate an office bearer, or intending Subscriber, or attend any meeting, or vote at any meeting, or sign any requisition under the Constitution and these By-Laws.

#### **1.1 Marina Fund:**

A Marina Fund was established during the year ended 30 April 2016 to recognise the need to prepare for significant expenditure on the Main Beach Marina within 10 years (an estimate being in the order of AUD\$5,000,000 in 2015 dollars). Approximately 30% of cash operating profit (i.e.: excluding "non-cash" long term lease rental entries and depreciation) shall be applied to the Fund annually.

The Fund may be used for major works on the on-water facilities (marinas, pontoons) at any of the Association's locations. The term major is subjective but as an indication, works of AUD\$100,000 in 2021 dollars would be considered major. Apart from investment with the Association's bankers, the funds may be invested in intra-Association financing, only while it is not required for its special purpose. Interest equivalent to what the fund could have earned will be credited to the Marina Fund.

#### **1.2 Future Development Fund:**

A Future Development Fund has been established to recognise the need to prepare for significant expenditure on major projects in the future. Approximately 20% of cash operating profit (i.e.: excluding "non-cash" long term lease rental entries and depreciation) shall be applied to the Fund annually. The Fund may be used for major works on any existing or new facilities at any of the Association's locations. The term major is subjective but as an indication, works of AUD\$100,000 in 2021 dollars would be considered major. Apart from investment with the Association's bankers, the funds may be invested in intra-Association financing, only while it is not required for its special purpose. Interest equivalent to what the fund could have earned will be credited to the Future Development Fund.

### **2. LIABILITY OF MEMBERS**

- (a) Every Member of the Association shall be liable to contribute ratably with the other Members to the assets of the Association should such assets be found at any time during their membership or within one year after their resignation, insufficient for the payment of liabilities of the Association such amount as with the contribution of other Members will be sufficient to extinguish the liabilities of the Association, PROVIDED

ALWAYS, that the total liability of any Member under this By-Law shall be limited to the sum of TWENTY DOLLARS, and PROVIDED FURTHER, that if any Member shall have ceased to be a Member, their ratable contribution shall be limited to liabilities contracted before the time at which they ceased to be a Member.

This By-Law shall not apply to Life Honorary Members, 50 Year Honorary Members, Intermediate Members, Cadet Members or Aquatic Members who shall be under no obligation and shall have no liability to contribute to the assets of the Association under this By-Law.

- (b) The Association shall have the power by resolution of the Board confirmed at a General Meeting of Members specially called for the purpose to levy each Member of the Association a sum not exceeding \$100 in any one financial year, and all other Members on a pro rata basis in relation to the annual subscription paid. Any Member not paying this levy within 60 days will be at the discretion of the Board struck off the Roll as Unfinancial.

This By-Law shall not apply to Life Honorary Members, 50 Year Honorary Members, Intermediate Members, Cadet Members or Aquatic Members, who shall be under no obligation and shall have no liability to contribute to the assets of the Association under this By-Law.

### **3. RULES FOR PROCEDURE AT MEETINGS**

- (a) No discussion shall take place except on a motion or amendment moved and seconded, and put in writing, if so demanded by the Chair.
- (b) Only one amendment shall be entertained at one time. If the amendment be carried, it shall become the substantive motion, the original motion lapsing, and there will be no necessity to put the original motion to the meeting. It will be competent, whether the amendment is carried or not, to receive other amendments one at a time, to be decided in like manner, until the subject is finally disposed of.
- (c) No Member shall propose more than one amendment upon a motion, and no Member shall speak more than once upon either motion or amendment, except the mover of the motion, who shall be entitled to reply, and thereupon, all discussion shall cease, and the question shall be put. Any Member seconding a motion or amendment without remarks, shall not be held to have spoken thereon. In the case of the amendment, or all amendments being lost the Chair shall put the motion to the vote.
- (d) Any Member, with the consent of the Chair, may offer an explanation of any particular expression used by them, but must confine themselves strictly to such explanation.
- (e) Any subject once settled by vote cannot be again entertained at the same meeting.
- (f) An amendment, "That the motion be now put", shall take precedence over all matters before the meeting, and no discussion shall be allowed on that motion.
- (g) On all questions and during all discussions, the Member speaking shall address the meeting through the Chair, and shall be standing.
- (h) In all cases where a point of order is raised, the Member speaking shall state the point of order clearly and distinctly, and if a Member be speaking such Member shall take their seat until the point of order is decided. The Chair shall decide the matter promptly, and not allow any discussion.
- (i) Wherever a motion is proposed to disagree with the Chair's ruling, the Chair shall forthwith leave the chair, and their successor shall be appointed by the meeting. The discussion may then proceed, and the question be settled forthwith, whereupon the Chair will resume the chair.
- (j) Any one of more of these rules for procedure at meetings, may be suspended if a majority of the Members present, and entitled to vote, do vote in favour of the suspension. Any accidental misprint on a notice of meeting may be corrected before proceeding to discussion, provided that a majority of Members present, and entitled to vote, does vote in favour of the correction.
- (k) In all cases not herein provided for, resort shall be had to the ordinary rules of parliamentary debate.

#### **4. REGISTRATION OF YACHTS**

Every Yacht in the possession of and under the control of a Member or Members of the Association, shall upon application of such Member or Members and upon compliance with the following provisions (subject to By-Law 5), be registered on the Association Yacht Register.

- (a) Every application for registration must be in writing on the form prescribed from time to time by the Board, and shall state the name of the owner, the name of the Member or Members having possession and control of such Yacht, and the name, rig, dimensions and tonnage or rating of such Yacht, and in the case of an auxiliary yacht or motor yacht, the description of engine and horsepower and such other particulars as the Board from time to time prescribes. The application must be accompanied by a recent photograph of the vessel.
- (b) Every application for registration shall be lodged with the General Manager and, subject to paragraphs (c) and (d) of this By-Law, be submitted by them to the Board for its consideration.
- (c) The Board may authorise the General Manager of the Association and, additionally, if the Board so decides, any Member of the Association's staff under the General Manager's supervision (generally or by name or position of employment), to be the Board's agent for the purpose of formally approving registration of Yachts in any class of Yacht which the Board may direct the General Manager, or such staff member to approve.
- (d) Upon receipt of an application for registration, the General Manager, or such staff member shall then:
  - (i) Approve, or refuse that application, in accordance with the power vested in them by the Board, pursuant to paragraph (c), and advise the Board of the details thereof at the next monthly Board meeting; or
  - (ii) Submit that application to the Board together with their recommendation regarding that application.
- (e) Yachts approved pursuant to the By-Law, shall be registered in the register which shall be kept for the purpose and called the "Yacht Register". Such register shall contain the particulars in paragraph (a) of this By-Law.
- (f) The Member or Members having control or possession of such Yacht, shall upon registration, be furnished with a Certificate of Registration, signed by the Commodore and the Secretary.
- (g) In case of any alteration in any of the particulars required to be shown in the Register, such Member or Members shall notify the same to the Secretary forthwith. Should any Yacht in the Yacht Register be sold, or in the event that a Member relinquishes control or possession of such Yacht, the Certificate of Registration shall be returned to the Secretary for cancellation.
- (h) Yachts belonging to or in possession and under the control of Members while on loan or hire to non-members, shall not be entitled to the Association's privileges, or to fly the Association Burgee or Ensign, and every Member so lending or hiring their Yacht, shall remove all Association papers, books and flags.

#### **5. QUALIFICATION OF YACHTS**

- (a) No vessel (or any part or component of the vessel, including its name) which is, in the opinion of the Board, unfit or undesirable, shall be placed on the Association's Yacht Register, and no Yacht belonging to, or in the possession and under the control of more than one person, shall be placed on the Yacht Register or admitted into the Association, unless each and every person is a member of the Association. All Members can apply to have their vessel on the register.
- (b) For the purpose of paragraph (a) a Member of the Association shall be all categories of membership as per Clause 4 of the Association's Constitution.
- (c) For the purpose of registration, a Yacht is defined as a sound vessel used predominantly for either pleasure or racing.
- (d) All vessels being considered for registration must comply with Queensland Department of Transport Regulations.

- (e) To be eligible for registration:-
  - (i) A sailing yacht must have a minimum overall hull length of 4.88 meters;
  - (ii) Dinghy class and off the beach yachts, must comply with their class association rules (no minimum overall hull length restrictions apply);
  - (iii) A trailer sailor yacht, must have a minimum overall hull length of 4.88 meters;
 and,
  - (iv) A power boat must have a minimum overall length of 4.88 meters, and must be equipped as defined by the relevant Queensland authority.

## **6. ASSOCIATION COLOURS AND BADGES**

- (a) The Association Flags shall be the Red or Blue Ensign and the Club Burgee
- (b) The Association Burgee shall be a pennant the body of which shall be white with the Association badge and the fly red. The Association Burgee shall not be worn by any yacht which is not on the Yacht Register of the Association.
- (c) The Commodore's Flag shall be the Association Burgee swallow-tailed.
- (d) The Vice Commodore Sail's Flag shall be the Association Burgee swallow-tailed with a red ball in the lower canton with the letter S
- (e) The Vice Commodore Power's Flag shall be the Association Burgee swallow-tailed with a red ball in the lower canton with the letter P
- (f) A Past Commodore's Flag shall be the Association Burgee squared with a gold star in the lower canton
- (g) The Association Badge shall be two crossed Burgees and Foul Anchor with the initials of the Association

## **7. ASSOCIATION UNIFORMS**

- (a) The Association Uniform for Board and Flag Officers shall consist of a navy blue blazer, the Club tie, white shirt, and grey trousers or skirt.
- (b) The Commodore's Association Uniform shall be the same as that provided in paragraph (a) but with three additional rows of black braid round the coat cuffs, white yachting cap with oak silk leaf braid thirty millimeter wide, and Association Badge.
- (c) The Vice Commodore Sail's Association Uniform shall be the same as provided in paragraph (a) but with two additional rows of braid round the cuffs, white yachting cap with oak silk leaf braid thirty millimeter wide, and Association Badge.
- (d) The Vice Commodore Power's Association Uniform shall be the same as provided in paragraph (a) but with two additional rows of black braid around the cuffs, white yachting cap with oak silk leaf braid thirty millimeter wide, and Association Badge.
- (e) The Past Commodore's Association Uniform shall be the same as provided in paragraph (b) but with an additional 32mm black silk round the cuffs, white yachting cap with oak silk leaf braid thirty millimeter wide, and Association Badge
- (f) Association epaulettes shall be as follows:
  - (i) Commodore – Four 6mm bands of gold on each shoulder, plus gold letters "S.Y.C."
  - (ii) Vice Commodore Sail and Power – Three 6mm bands of gold on each should, plus gold letters "S.Y.C."
  - (iii) Past Commodore – Two 12mm and one 6mm bands of gold on each shoulder, plus gold letters "S.Y.C."

## **8. ALTERATION TO CONSTITUTION**

- (a) Where a meeting is convened for the purpose of, or for purposes including, the amendment of, rescission of, or addition to any of the Rules of the Association, such meeting may make any amendment to, rescission of, or addition to, any proposed new Rule or amendment, although the terms of such amendment, rescission or addition to the proposed new rule or amendment, have not been posted up or sent to Members, PROVIDED HOWEVER, that this paragraph (a) will not apply to any

proposed amendment of the Rules which deals with fees, levies and subscription fees, and the personal liabilities of Members.

- (b) No proposed amendment or addition, once rejected, shall be reconsidered at any subsequent meeting within six months thereafter, except, with the prior approval by resolution of the Board.
- (c) No Rule of the Rules having been the subject of consideration by a Special General Meeting for amendment or deletion, shall be considered for amendment, addition or deletion at any subsequent meeting within six months thereafter, except with the prior approval by resolution of the Board.
- (d) When any amendment or addition has been approved by the Special General Meeting, the Secretary shall forward such amendment or addition to the Chief Executive, Office of Fair Trading, Brisbane, for approval.

#### **9. SALE OF LIQUOR**

The Association will comply to all the conditions as set out in the current Liquor Licence as held by the Association.

#### **10. ASSOCIATION HOURS**

- (a) Subject to paragraph 10(b) of this By-Law the Association Rooms shall be open daily.
- (b) The Association facilities across any venue may be closed for any period the Board shall think advisable. Notice of such closing shall be posted in a conspicuous place in the Association Rooms, at least two days before such closing.

#### **11. ASSOCIATION EMPLOYEES**

- (a) The General Manager shall be in charge of the Association's premises and staff and will manage the Club, and make acquisitions on behalf of the Board within any authorised limit.
- (b) Association employees are expressly forbidden to supply refreshments to any person other than to a person who they are permitted to supply, or are not prohibited from supplying, by the provisions of the Liquor Act 1992 (Qld) (as amended).
- (c) No Subscriber shall personally reprimand any employee of the Association, but shall, if they have any complaint to make against any employee lodge the same in writing without delay with the General Manager
- (d) No Subscriber shall give any money or gratuity to any employee of the Association unless authorised by the Board or General Manager.
- (e) No employee of the Association shall directly or indirectly receive any present, money or gratuity from any firm, company or person trading with the Association.
- (f) No employee shall partake of alcoholic liquor within the Association premises without prior managerial approval.
- (g) Any Voting Member who becomes an employee of the Association shall declare any conflict of interest at any Association Meeting.

#### **12. GAMBLING**

Illegal betting and illegal gambling as defined within the Gambling Act 2003 on the Association premises are strictly prohibited.

#### **13. SUGGESTIONS AND COMPLAINTS**

All suggestions and complaints shall be made in writing to the General Manager, or the Board, signed by the writer, together with their membership or subscription number.

#### **14. ASSOCIATION DRESS**

- (a) Subscribers shall not present themselves in the Association's premises unless suitably attired.
- (b) A Subscriber is responsible for the attire of their guest.



## **15. GENERAL**

- (a) By prior arrangement with the Association, Subscribers may use the Association's premises for business purposes.
- (b) No pamphlet, advertisement or notice, of any kind, shall be placed in, or posted in the Association premises without the permission of the General Manager.

## **16. FLAG ETIQUETTE**

- (a) Yachts in commission shall make colours at 8am and haul down at sunset, taking time from the Senior Officer present.
- (b) No Member shall under any pretense whatsoever, hoist the Association Burgee on board any vessel, yacht or boat, not on the Association Register.
- (c) No Officer's flag shall be displayed on any Yacht unless such Officer be on board, and the flag shall be taken down and the Association Burgee run up in its place, as soon as the Officer leaves the Yacht, unless it be their intention to return before sunset of the same day.
- (d) When two or more Flag Officers are on board the same Yacht, the flag of the Senior Officer shall be displayed.
- (e) On occasions of national mourning, the Ensign only should be half masted.
- (f) On the death of a Member owner of a Yacht on the Yacht Register, both the Association Flag, and their private signal should be half masted, but not the Ensign.
- (g) When mourning is ordered for the death of a Member of the Association the Association Flag should be half mastered. This paragraph should apply to Yachts both at anchor and under way.
- (h) Flags should always be mast headed before half masting them, and should be mast headed before hauling them down. Saluting with the Ensign at half mast should be done by mast heading it first.
- (i) Flag Officers always fly their pennants while in commission.
- (j) Yachts of the Association passing or meeting one another should always exchange salutes, the Yacht of the lesser tonnage saluting first, except in cases of Flag Officers. Salutes should only be made once between colours and sunset.
- (k) A Yacht acting as Committee Boat should not be saluted during a race.
- (l) Etiquette provides for the wearing of only one Association Burgee while under way.
- (m) At anchorage another club may be honoured by the wearing of its Burgee in addition. The senior club's Burgee must always be worn in the Senior position. A Royal Burgee must always be given precedence.
- (n) Seniority of position is as follows: In order - Gaff, Peak, Starboard yard, Port yard.
- (o) Where an Ensign is worn, a salute is made by dipping the Ensign, and not the Burgee.

## **17. ASSOCIATES COMMITTEE**

### **General:**

- (a) Unless otherwise determined by the Board, the Associate Committee shall be competent to deal with all matters relating to its affairs.
- (b) Unless inconsistent with the provisions of the By-Laws, the procedures set out in the Constitution and By-Laws in respect of the Association shall also apply to the Associates Committee.

### **Meetings:**

- (c) The Annual General Meeting of the Associates Committee shall be held during the month of May in each year, on such date, and at such time or place, as the Associates Committee shall determine.
- (d) Special General Meetings of the Associates Committee shall be held when directed by the Board.
- (e) Meetings of the Committee shall be held when and where determined by the Committee.
- (f) Not less than fourteen days' notice in writing shall be given to all Voting Members, and Associates and Supporters of any General Meeting of the Associates Committee, and

notice of such meeting shall be displayed on the Association Notice Board.

**Election of President and Committee:**

- (g) The President (who shall have been a Voting Member, an Associate, or a Supporter for a minimum of three years, and a member of the Associates Committee for a minimum of two years), and not more than eight other committee members, shall be elected at the Annual General Meeting each year, and shall retire at the following Annual General Meeting, and shall be eligible for re-election to the same, or any other position, subject to these By-Laws. The two Vice Presidents, the Secretary and Treasurer (all of whom shall have been a Voting Member, an Associate or a Supporter Member for a minimum of two years), shall be appointed from the eight other members of the elected committee.
- (h) Candidates for the position of President, Vice Presidents, Secretary, Treasurer and membership for the Committee, shall be nominated on a nomination form which will be sent with the notice convening the Annual General Meeting of the Associates in the hands of the Secretary at least seven clear days before the date of the Annual General Meeting. As the nominations are received by the Secretary, the nominations should be placed on the Notice Board in the Association's Main Beach Clubhouse, where they shall remain displayed continuously, until the Annual General Meeting of the Associates Committee.

**18. ELECTION OF OFFICERS AND OTHER MEMBERS OF THE BOARD**

- (a) A Member who has been nominated for election to the position of an Officer or other member of the Board, and whose nomination has been accepted as valid by the Association, may not campaign for their election in a manner that:
  - (i) Breaches the Constitution or By-Laws of the Association; and / or
  - (ii) Includes conduct (including having regard to language, dress or behaviour), which is unbecoming of a Member of the Association and / or undesirable in the interests of the Association and / or is likely to be regarded by a reasonable person as being offensive or unprofessional.
- (b) Should there be more than one candidate contesting such a position, then no later than such deadline as may be specified by the General Manager:
  - (i) Each candidate contesting the position of (as the case may require), Board Chair or Commodore, may submit to the Secretary – one A4 page profile in type no smaller than 10 point Century Gothic font, including a photograph, sketch or other image;
  - (ii) Each candidate contesting a position (as the case may require), other than the Board Chair or the Commodore may submit to the Secretary – one half of an A4 page profile in type no smaller than 10 point Century Gothic font, including a photograph, sketch, or other image.
  - (iii) Both profile submission templates shall be sent to nominees in a digital format to the Members registered email address within the membership database wherever possible, or by post for those with no email address,
- (c) Content of each profile shall be limited to:
  - (i) Details of the Members length of membership and positions previously held, sporting participation, volunteering or other contributions within the Club
  - (ii) Details on memberships of other Clubs  
Stating whether or not the Members is a yacht owner as defined in Section 2 of the Constitution of the Club.
  - (iv) Information on interests, qualifications, skills and / or experience which may assist Members in evaluating the candidate's suitability for the position.
  - (v) Any other personal details the candidate wishes to share with Members.
- (d) Each profile shall be subject to the approval of the Chair.
- (e) Each profile once approved shall be included in the voting profile for candidates, prepared by the Association, and shall be distributed to all Voting Members (together with the other items relating to the election that are sent by the Association to its Voting

Members).

- (f) The Association shall not provide any candidate with any of the personal contact details of the Association's Voting Members.

## **19. LIFE HONORARY MEMBER**

In considering whether a person has rendered special services to the Association worthy of being nominated by the Board as an Life Honorary Member, the Board must determine whether or not the person has shown outstanding commitment to the Association in at least three of the following areas:

- (a) Outstanding and/or special service to the Association (including to any one or more of its Members), and the sport of boating generally, including by virtue of any one of more of:
  - (i) Provision of support of any kind (including by devotion of time as a volunteer);  
Or
  - (ii) Provision of resources (including, for example, by provision of the use of a vessel);
- (b) Extensive service within the Association, including by virtue of any one or more of:
  - (i) Having actively volunteered for the benefit of the Association for a period of not less than 10 years; or
  - (ii) Having been a member of a committee(s) and / or the Board for a period of not less than 5 years and, having attended not less than 75% of all such committee and / or Board meetings during the term or terms of appointment to such committee(s) and / or Board;
- (c) The attainment of excellence in sporting performance, including by virtue of any one, or more of:
  - (i) Having been a regular competitor and achieving excellence during competition;
  - (ii) Having won as a Club Champion, or as a State, or National, or International Champion;
  - (iii) Having achieved excellence in on-water management and / or coordination of sporting events; or
  - (iv) Having achieved excellence in the administration of sporting events;
- (d) Having exhibited a high degree of quality of leadership and / or moral standing, including by virtue of:
  - (i) Sportsmanship;
  - (ii) Dedication; or
  - (iii) Vision.

## **20. PATRON**

When considering whether or not it wishes to recommend a person be appointed as Patron, the Board shall have regard to the following criteria. It shall not be necessary for all of such criteria to be satisfied but the Board must have regard to each of the following criteria. The following criteria shall not be the only criteria that the Board may have regard to but they should be regarded by the Board as very important criteria.

- Whether or not, and if so then how and to what extent, the person is well respected and of high moral fibre.
- Whether or not, and if so then how and to what extent, the person is well known within the community, either on the Gold Coast and/or elsewhere in Australia.
- Whether or not, and if so, then how and to what extent, the appointment of the person as Patron could reasonably be expected to enhance the status of the Association.
- Whether or not, and if so, then how and to what extent, the person has demonstrated an interest in the sport of yachting over an extended period of time.

## **21. INTERPRETATION**

Except where otherwise provided or excluded by the context, words and expressions defined in the Constitution to have a particular meaning, shall have the same meaning in these By-Laws and the provisions in the Constitution relating to interpretation, shall apply likewise to these By-Laws

## 22. RECIPROCAL CLUBS

The Board shall from time to time grant reciprocal rights to other clubs who it has deemed to operate with similar objectives, i.e.: Boating and Yachting Clubs. A register of reciprocal clubs will be kept and guidelines, as to what members from reciprocal clubs receive, are listed in the Association's policy records.

## 23. ASSOCIATES, SUPPORTERS AND GUESTS

- (a) As provided for in Clause 5 of the Association's Constitution, the Board recognises the following (non-member) categories of persons who support the Association's objectives and / or utilise the Association's facilities.

	SUMMARY CONDITIONS	ANNUAL SUBSCRIPTION	ACCESS TO PREMISES
<b>ASSOCIATES</b>	A person who qualifies as an Associate of a Voting Member in accordance with By-Law 24 and has been approved by the Board as an Associate	As set by the Board.  Guideline: Approximately 25% of Gold.	All except Dux.
<b>SUPPORTERS</b>	A person who has applied for, paid the applicable subscription, and been approved by the Board as a Supporter.	As set by the Board.  Guideline: Approximately 50% of Gold	All except Dux, Marina and it's amenities, Gym.
<b>SAIL PASS HOLDERS</b>	A person who has paid the Association the fee for a one-day Sail Pass pursuant to the conditions set by Australian Sailing Limited from time to time.	As set by the Board.	All except Dux, Marina, and its amenities, Gym.

Persons in all the above categories shall be subject to any and all standards of dress and behaviour referred to in the Constitution or By Laws of the Association. Failure to comply will result in removal from the premises at the discretion of the Board, cancellation of the persons subscription.

## 24. ASSOCIATES

- (a) Any spouse of a Voting Member, where that spouse is not a Voting Member, may be admitted as an Associate provided the Voting member consents in writing to the application to become an Associate.
- (b) If the spouse of an Associate dies, such spouse having been the Member in respect of whom the Associate's qualification was based, then the Associate shall be entitled to continue as an Associate notwithstanding the death of their spouse. However, if the Associate lets their subscription lapse, then it will be at the discretion of the Board whether they can be reinstated as an Associate.
- (c) If the spouse of an Associate ceases to be a Voting Member, other than by their death, such spouse, having been the Member in respect of whom the Associate's qualification was based, then the Associate shall not be entitled to continue as an Associate beyond the end of the financial year of the Association during which the Voting Member's membership ceased.
- (d) If an Associate and their spouse (having been the Member in respect of whom the Associate's qualification was based) cease to be de facto partners, or are divorced or separated (divorced and separated having the meaning given by the Family Law Act 1975 as amended from time to time), then:
- (i) Subject to the paragraph 24 (iv), the Associate shall be entitled to continue as an Associate notwithstanding such cessation, divorce or separation (however, if the Associate lets their subscription lapse, then it will be at the discretion of the Board whether they can be reinstated as an Associate); or,
- (ii) At any time, elect to transfer to a Supporters subscription or a Membership category, subject to any applicable eligibility requirements, without incurring a joining fee.
- (e) In a circumstance of cessation of being de facto partners, divorced or a separation as

described in the preceding paragraph, if the Voting Member in respect of whom the Associate's qualification was based, revokes consent (and such revocation must be in writing, signed by the relevant Member in respect of the Associate), or consents in writing to their new spouse applying to become an Associate.

- (i) Then the qualification of the Associate shall terminate at the end of the then current Financial Year of the Association; and
- (ii) At any time prior to, or at the end of, that then current membership period, the Associate may elect to transfer to a Supporters subscription or a Membership category, subject to any applicable eligibility requirements, without incurring a joining fee.
- (f) In considering an application to become an Associate or any other matter relating to being an Associate, the General Manager, each member of staff to whom authority has been given pursuant to Rule 21 (l) and the Board shall be entitled to reply upon any one or more of the following from time to time;
  - (i) A statutory declaration by the relevant Voting Member and the applicant that they are spouses;
  - (ii) A statutory declaration by the relevant Voting Member that they and the relevant Associate have ceased to be de facto partners or have separated or divorced;
  - (iii) A revocation of consent in writing in respect of an Associate as contemplated above.

An Associate shall only be eligible to serve on a Committee.

## **25. AQUATIC MEMBERSHIP CRITERIA (for Associations)**

Any kindred organisation with a legal entity capable of suing and being sued, which has an affinity to water sports and which has objectives similar to Association, is entitled to apply for Aquatic membership status for their organisation.

Aquatic membership status, if attained, will allow financial members of the Aquatic Member organisation, to apply for Aquatic Membership, pay the prescribed fee and, subject to Board approval, be admitted as an Aquatic Member in accordance with Rule 4 of the Association's Constitution.

