



**MORETON BAY TRAILER BOAT CLUB
INCORPORATED**

APPROVED BY OFT
30/06/2005

**CONSTITUTION
2005**



1. NAME.

The name of the Incorporated Association is "*The Moreton Bay Trailer Boat Club Incorporated*".

2. DEFINITIONS.

- 2.1. MBTBC or "the Club" shall mean Moreton Bay Trailer Boat Club Incorporated.
- 2.2. Management and/or Management Committee shall mean the Management Committee of the Moreton Bay Trailer Boat Club Incorporated.
- 2.3. The Flag Officers of the Club shall be the Commodore, the Vice Commodore and the Rear Commodore
- 2.4. Writing shall include all forms and methods of printing, and all other methods of representing and/or reproducing words or images in any visible form, always providing such writings are in the English language.
- 2.5. 'Chairman' shall apply to either male or female persons who chair meetings or committees within the Club and has no relevance, nor makes any reference, to the gender of the person performing that duty.
- 2.6. Words that refer to one gender shall be accepted as referring to both genders.
- 2.7. "*Club Magazine*" is the publication produced by or for the Club, which is distributed to and for the benefit and information of all full Club Members and other similar organisations.

3. OBJECTS.

The Objects for which the Club is established are:

- 3.1. To encourage and promote all forms of recreational boating and fishing and associated water sports.
- 3.2. To foster a healthy spirit of sportsmanship.
- 3.3. To promote social activities among members.
- 3.4. To foster and develop safe boating procedures and to familiarize members with safe navigation of local waters.
- 3.5. To assist patriotic, charitable or community appeals.
- 3.6. To improve and protect the fishing in Moreton Bay and surrounding waters.
- 3.7. To produce and distribute publications with useful information for the members.
- 3.8. To provide unified representation to government and government authorities on matters of concern to the members.
- 3.9. To provide access to relevant courses and the facility for accreditation in courses and skills that promote safety at sea.
- 3.10. To provide and maintain premises and facilities at Manly Boat Harbour and at other locations around Moreton Bay or elsewhere, for the benefit and use of the members of the Club.

4. POWERS

The powers of the Club are

- 4.1. The Club has in the exercise of its affairs, all the powers of the individual.
- 4.2. In furtherance of the objects of the Club, to buy, sell and deal in all kinds of articles, commodities and provisions, in liquid, solid and gaseous forms for the members of the Club, or persons frequenting the Clubhouse or Grounds.
- 4.3. To purchase, take on lease or in exchange, hire and otherwise acquire, any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Club: provided that in case the Club shall take or hold any property which may be subject to any trusts, the Club shall only deal with the same in such manner as is allowed by law, having regard to such trusts.
- 4.4. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subscribe or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, alteration or control thereof.
- 4.5. To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club or to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think are desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.6. 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 unsecured notes, debentures or other securities of the Club, or in or about the Club, or promotion of the Club, or in the furtherance of its objects.
- 4.7. 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 Club's property, of whatsoever kind sold by the Club or any money due to the Club from purchasers and others.
- 4.8. To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Club, but subject always to the proviso in Rule 4.3.
- 4.9. To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate, provided always that such shares, debentures or other securities are government guaranteed.
- 4.10. In furtherance of the objects of the Club, to lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate and otherwise to assist any person or body corporate.
- 4.11. To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or to secure any money and further advances 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 Club's property or assets present or future and to purchase, redeem or pay off any such securities.
- 4.12. To borrow money from members at a rate of interest not exceeding the interest at a rate charged by bankers in Brisbane at that time for overdrawn accounts on money lent, whether the term of the loan be short or long, 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 Club and to provide and pay off any such securities.

- 4.13 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 Club, in the shape of donations, annual subscriptions or otherwise.
- 4.14 To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- 4.15. In furtherance of the objects of the Club 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 Club.
- 4.16. To draw, make, accept, endorse; discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 4.17. To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.
- 4.18 Subject to Rule 43.12. to subscribe to, become a member of, and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether, or in part similar to those of the Club provided that the Club 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 Club under, or by virtue of Rule 46.
- 4.19. To invest and deal with any monies of the Club not immediately required as it may think fit and from time to time vary, transpose or realise such investments.

Provided that any and all investments recommended by the Honorary Treasurer, or other party, shall be approved by the Management Committee prior to any monetary transactions being made.
- 4.20. The income and property of the Club shall be applied solely towards promoting the Objects of the Club as set out in Rule 3.
- 4.21. To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the efficient operation of the Club.
- 4.22 To enter into Agreements and Reciprocal Rights arrangements with other similar clubs and associations so as to allow access for Club members to their premises and/or facilities in return for the reciprocal access of their members to Club premises and/or facilities.

5. QUALIFICATIONS FOR MEMBERSHIP.

- 5.1 The following persons shall be eligible for Membership of the Club -
 - 5.1.1 Any person who has attained the age of 18 years and is considered by the Management Committee to be of sound mind, good character and reputation.
 - 5.1.2. Any person who supports the objects of the Club and is interested in boating activities,
 - 5.1.3 Any person under the age of 18 may be accepted as a Cadet in accordance with the provisions of Rule 6.7
- 5.2. Staff employed by the Club are not eligible for any form of Membership of the Club.

6. CLASSES OF MEMBERSHIP.

The Membership shall consist of the following classes:

6.1. Honorary Life Membership.

The Management Committee shall have the power, in consideration of special services rendered to the Club by a Member, to nominate such Member as an Honorary Life Member. Such nominees, not to exceed one in any one year, if confirmed by the unanimous vote of all Management Members entitled to vote, the nominee shall be declared an Honorary Life Member, and be entitled to all privileges of the Club without payment of any further subscriptions.

6.2. Life Members.

6.2.1. The existing Life Members who were admitted to "Life Membership" In 1974, and again in 2000, upon payment of a once only sum of money as determined by the Management Committee of the day and were admitted to Membership of the Club on the condition of never having to pay any further Annual Subscriptions for the duration of their life time.

6.2.2. This Life Membership is closed and no more members may be admitted to this category.

6.2.3. Life Members presently in this category are granted the same privileges and enjoy the same conditions as Regular Members.

6.2.4. This Membership is non-transferable.

6.3. Fully Paid Members.

The Management Committee shall have the power, in consideration of the payment by any member of such lump sum fees as the said Management Committee may from time to time so determine, to declare such member a Fully Paid Member of the Club. The member so declared shall be entitled to the defined privileges of the Club for the duration of the defined period. Management shall define the extent of the privileges together with the duration of the Fully Paid Membership prior to the acceptance of any such lump sum fees from any prospective or existing member.

6.4. Regular Members.

A Regular Member shall be a person who has been accepted in accordance with the Rules and By-Laws of the Club, and has paid his dues in accordance with Rule 8.3. Regular Members shall be entitled to the full privileges of the Club.

6.5. Country Crew.

6.5.1 Country Crew Membership is available to Regular Members whose place of residence is moved outside a 200km radius from Brisbane at the discretion of, and under such conditions as decided by, the Management Committee from time to time.

6.5.2. Such members shall retain their rights to Regular Membership on their return to Brisbane but shall only have the same rights as Shipmate Members as per Rule 6.8. while classified as Country Crew.

6.5.3. No person may join as Country Crew. This classification is only attainable from Regular Membership.

6.5.4. The Annual Subscription for Country Crew shall be a percentage of the Annual Subscription as set for Regular Members.

6.5.5. This percentage shall be set in the appropriate By-Law.

6. 6. Retired Members.

- 6.6.1. Members aged sixty five or over, who have permanently retired from their occupation and who have been members for no less than ten years continuously, may apply to Management Committee to have their membership subscription reduced to the special Retired Members Rate, whilst still retaining the full privileges of Regular Members including the right to vote.
- 6.6.2. The Annual Subscription for Retired Members shall be set as a percentage of the Annual Subscription as set for Regular Members.
- 6.6.3. This percentage shall be set in the appropriate By-Law.

6.7. Cadets.

- 6.7.1. Persons under the age of thirteen (13) years desirous of acquiring knowledge of boating may, subject to approval by Management Committee, be enrolled as Cadets.
- 6.7.2. Cadets may avail themselves of the library, magazines and the dining room facilities. They shall not be eligible to vote at meetings, nominate candidates for membership or office, or hold any office in the Club. They shall not drink or purchase alcoholic refreshments in the Clubhouse, nor bring visitors to the Club.
- 6.7.3. Cadets who have enrolled as such for two years prior to attaining the age of 18, upon election to Regular Membership, shall not be liable for the payment of any joining fee.
- 6.7.4. The Annual Subscription for Cadets shall be a percentage of the Annual Subscription as set for Regular Members.
- 6.7.5. This percentage shall be set in the appropriate By-Law.

6. 8. Shipmate Members.

- 6.8.1. Shipmate Membership shall be available to those who wish to make use of the Clubhouse Social facilities only, and to have access to the Club's gaming machines, dining room and bar and lounge facilities together with the social activities and entertainment provided.
- 6.8.2. Shipmate Members, upon payment of the relevant joining and/or Subscription fees as currently in force and who have been approved by Management, shall be admitted to the Club subject to the conditions that apply to Shipmate Members as set by Management from time to time.
- 6.8.3. The Annual Subscription for Shipmate Members shall be a percentage of the Annual Subscription as set for Regular Members.
- 6.8.4. This percentage shall be set in the appropriate By-Law.

7. MEMBERSHIP APPLICATIONS:

- 7.1. Every applicant for any class of membership of the Club shall make application on the prescribed form. Each application must be signed by a proposer and seconder both of whom shall be either Honorary Life Members, Life Members, Fully Paid Members, Regular Members or Retired Members of the Club of at least twelve (12) months standing and to whom the applicant is personally known.
- 7.2. Applications for Shipmate Membership from transient visitors to the MBTBC Marina Ltd. shall be accepted on the proposal of the Marina Manager. No Secunder shall be required.

8. JOINING FEES & ANNUAL SUBSCRIPTIONS.

- 8.1. The Joining fees for Membership shall be such sum as the members entitled to vote, shall determine from time to time at any General, Annual General or Special General Meeting.
- 8.2. The Joining fees for each class of membership shall be payable at such time and in such a manner as the Management Committee shall from time to time determine.
- 8.3. The Annual Subscription of Regular Members shall be as decided on from year to year by a special resolution passed at a General, Special General or Annual General Meeting.
- 8.4. The motion to increase any Joining Fee or Annual Subscription shall be put and debated prior to or at the February Meeting for any changes that are to apply to the Annual Subscriptions to be sent at/or prior to the completion of the Club Year at the end of April.

9. ADMISSION AND REJECTION OF MEMBERS.

- 9.1. Particulars of all proposals for membership, other than Honorary Life, Life, Country Crew and Retired Members shall forthwith upon the lodgement of same be entered in chronological order of receipt in a "Proposed Members Register" showing the time and date of receipt together with the full name and address of the person proposed. Every proposal shall be dealt with in the order in which it is recorded.
- 9.2. The names and addresses of persons proposed as members other than as Honorary Life Members, Country Crew Members and Retired Members shall be displayed in a conspicuous place in the Club premises for at least a week before their admission and an interval of not less than two weeks shall elapse between the proposal and admission of such members.
- 9.3. Admission of all applicants for membership of the Club shall be determined by the Management Committee. A candidate for membership shall be admitted on a majority vote of Management Committee Members present and entitled to vote at such a meeting. Such vote to be by secret ballot if any Committee Member shall so require.
- 9.4. Upon the acceptance or rejection of an application for membership, the Honorary Secretary shall forthwith notify the applicant in writing of such acceptance or rejection.
- 9.5. The prospective member whose application has been rejected may apply in writing within thirty days of being notified, to appeal against his rejection. The Honorary Secretary shall convene a Special Management Committee meeting as soon as is convenient within three months of receipt of such written notice of appeal against his rejection from admission to Membership.
- 9.6. The decision of this Special Management Committee Meeting called as per Rule 9.5 shall be final.
- 9.7. Any person rejected for Membership for whatsoever reason may not reapply for Membership until a period of at least twelve (12) months has elapsed.

10. REGISTER OF MEMBERS.

- 10.1. The Management Committee shall cause a Register of Members to be kept. The names and residential addresses of all persons admitted to membership of the Club and the dates of their admission shall be entered in the Register.
- 10.2. Particulars shall also be entered into the Register of the deaths, resignations, terminations and reinstatements of membership, and any further particulars as the Management Committee, or the members at any General Meeting, may require from time to time.
- 10.3. The Register shall be open for inspection at all reasonable times by any member who applies to the Honorary Secretary for such inspection.
- 10.4. A Boat Register showing the name and details of boats currently owned and operated by Club members shall be established and maintained in order to be available for publication as required.

11. RESIGNATION OF MEMBERSHIP.

- 11.1. A member may resign from the Club at any time by giving notice in writing to the Honorary Secretary. Such resignation shall take effect at the time such notice is received by the Honorary Secretary, unless a later date is specified in the notice, when it shall take effect on the later date.
- 11.2. A member who has resigned his membership in writing may, at the discretion of the Management Committee and subject to the clauses and provisions of Rule 12. may be re-admitted to membership without payment of the Joining Fee.

12. TERMINATION OF MEMBERSHIP.

- 12.1. Management shall have the power to terminate the Membership of any member -
 - 12.1.1 Who has Membership Fees in arrears for a period of two months or more, or
 - 12.1.2 As the result of the findings of a Conduct Committee convened in accordance with Rule 29.
- 12.2. A member suspended or expelled shall not be entitled to any refund of subscriptions previously paid and shall remain responsible for any subscriptions or other monies remaining unpaid at the time of their suspension or expulsion.

13. MEMBERSHIP RESTRICTION.

- 13.1. The Management Committee at its discretion may limit the number of members in any Class of Membership. This limitation shall be applied for a specified period and the reasons for making this limitation shall be explained to the members at the next General, Special General or Annual General Meeting.
- 13.2. Applications received after any closure shall have their names recorded in date sequence on a waiting list and their applications shall come forward for consideration as and when vacancies occur in the order in which they were recorded.

14. TRANSFER OF MEMBERSHIP AND MEMBERSHIP BENEFITS.

- 14.1. Membership of any category is not transferable.
- 14.2. The benefits of Membership may not be transferred to any family member, friend or other person by allowing use of the Members Membership Card or other access devices supplied by the Club to the Member.
- 14.3. Disregard of Rule 14.2 may result in action by the Management Committee under the provisions of Rule 12.

15. RULES AND REGULATIONS.

Every member shall be bound by and submit to the Constitution, By-Laws and Rules of the Club.

16. VISITORS.

- 16.1. Members, other than Cadets, shall have the right of introducing visitors of good character and reputation to the Club's facilities and Club events subject to entering of such visitor's name and address together with the member's signature and membership number in the Visitors Book in the manner prescribed from time to time.
- 16.2. The Management Committee shall have the power to exclude visitors from the Clubhouse and grounds from time to time.
- 16.3. Members shall not introduce to the Club premises any person who has been rejected as a candidate of the Club, or who has been expelled from the Club, or who has been struck off the Club membership roll as unfinancial.
- 16.4. Members shall be responsible for the conduct and dress of their visitors whilst in the Clubhouse or Grounds.
- 16.5. Visitors shall be allowed the use of all Clubhouse facilities provided they abide by the relevant By-Law that enforces the requirements of the Liquor Act as regards visitors and guests.

17. MARINA VISITORS.

- 17.1. Short term visitors berthed in the MBTBC Marina Ltd. shall be considered as visitors as per Rule 16.
- 17.2. Longer term visitors shall be required to join as Shipmate Members for the duration of their stay.
- 17.3. The terms and conditions, together with the duration of stay of both short and long term visitors, shall be defined in the relevant By-Law.

18. OFFICE BEARERS.

- 18.1. The Officers of the Club shall be -
 - 18.1.1. A *Patron* shall be selected from time to time by the Management Committee and submitted to the Members for approval at the next subsequent Annual General Meeting.
 - 18.1.2. A *Commodore*, a *Vice Commodore* and a *Rear Commodore* who shall be collectively known as "The Flag Officers".
 - 18.1.3. An *Honorary Secretary*;
 - 18.1.4. An *Honorary Treasurer*.
- 18.2. All of those listed in Rules 18.1.2, 18.1.3 & 18.1.4 shall be financial members of the Club in a membership Class that entitles them to vote at any meeting,
- 18.3. The Flag Officers of the Club must be boat owners and involved in boating activities at the time of election or re-election to office.

19. DUTIES OF OFFICE BEARERS.

19.1. The Commodore;

- 19.1.1. The Commodore shall carry the ultimate responsibility for the operation, growth and membership of the Club and in all ways is responsible for the well-being of the Club, its finances and assets.
- 19.1.2. The Commodore shall chair all meetings at which he is present, or shall nominate a chairman to act in his place even though he may remain, and participate in the meeting.
- 19.1.3. The Commodore when he considers it is pertinent and necessary may instruct the Honorary Secretary to call Special Meetings.

19.2. The Vice Commodore;

- 19.2.1. The Vice Commodore shall assist the Commodore in the general duties of the running and managing of the Club.
- 19.2.2. In the absence of the Commodore to act in his stead.
- 19.2.3. To exercise control over the group of Sub-committees allocated to him as his responsibility.

19.3. The Rear Commodore;

- 19.3.1. The Rear Commodore shall assist the Commodore and the Vice commodore in their duties of running and managing of the Club.
- 19.3.2. In the absence of the Vice Commodore to act in his stead.
- 19.3.3. In the absence of both the Commodore and Vice Commodore to be responsible for the running and managing the Club.
- 19.3.4. To exercise control over the group of Sub-committees allocated to him as his responsibility.

19.4. The Honorary Secretary;

- 19.4.1. To give notice of all meetings.
- 19.4.2. The Honorary Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of all Management Committee Meetings, Special Management Meetings, Annual General Meetings, Special General Meetings and General Meetings to be entered in a book, or by suitable electronic means, provided that hard copies are made available for inspection, at all reasonable times, by any financial Member, who has applied to the Honorary Secretary for that inspection.
- 19.4.3. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee or Special Management Meeting shall be signed by the Chairman of that meeting, or the Chairman of the next succeeding Management Committee or Special Management Meeting verifying their accuracy. Similarly, the minutes of every Annual General, Special General or General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Annual General, Special General or General Meeting.
- 19.4.4. To keep or cause to be kept a Membership Register in accordance with Rule 10.
- 19.4.5. To conduct all correspondence to the satisfaction of the Commodore and file all documents connected with the business of the Club.

- 19.4.6. To prepare an Agenda Sheet of the business of each Management, Executive, Special Management, Annual General, Special General or General Meeting and to assist in the preparation of agendas for any other Club Meeting on request.
 - 19.4.7. To acquaint Club Officials and new members of their election.
 - 19.4.8. To attend all meetings of the Club with all the necessary books, papers and electronic media and in case of his inability to do so, to cause such books, papers and electronic media to be conveyed to the place of the meeting.
 - 19.4.9. To discharge such other duties as are usually discharged by Secretaries or as devolved upon him under these Articles.
 - 19.4.10. Should the Honorary Secretary through absence or for any other reason be temporarily unable to attend to his duties the Management Committee shall have the power to appoint another member of the Committee to act in his stead until such time as the Honorary Secretary can resume his duties.
 - 19.4.11. In the exercise of his duties to be subject generally to the direction of and be controlled by the Commodore.
- 19.5. **The Honorary Treasurer;**
- 19.5.1. To exercise general supervision over the accounts of the Club subject to the direction of the Committee, and in accordance with Rule 43.
 - 19.5.2. To report the financial position of the Club to each regular meeting of the Management Committee and General Meeting and to any other Committee meeting, or to the Commodore as may be required by the Management Committee or the Commodore.
 - 19.5.3. To pay or cause to be paid all wages due to any employees of the Club and keep or cause to be kept wage books and other relevant records and/or electronic media, and do or cause to be done all such things required by statute or Arbitration Court Awards governing such matters.
 - 19.5.4. To produce a Budget for the coming year as soon as possible after the end of the Club Financial Year.
 - 19.5.5. To monitor, adjust and maintain as necessary the Budget as the Club Year progresses.
 - 19.5.7. Immediately upon relinquishment of his office to deliver or cause to be delivered to the Management Committee, or the newly appointed Honorary Treasurer, all books, records, vouchers, documents, etc, and all moneys belonging to the Club.
 - 19.5.8. To discharge all such other duties as devolved upon him under this set of Rules.
 - 19.5.9. Should the Honorary Treasurer through absence or for any other reason be temporarily unable to attend to his duties, the Management Committee shall have the power to appoint another member of the Committee to act in his stead until such time as the Honorary Treasurer can resume his duties.
 - 19.5.10. In the exercise of his duties, to be subject generally to the direction of, and controlled by, the Commodore.

20. MANAGEMENT COMMITTEE.

- 20.1. The business and affairs of the Club shall be vested in a Committee elected each year at the AGM which may be comprised of Honorary Life Members, Life Members, Fully Paid Members Retired Members and Regular Members, all of whom are financial members of the Club.
- 20.2. This Committee shall be known as 'The Management Committee' or 'Management'.
- 20.3. The Management Committee shall consist of the Commodore, Vice Commodore, Rear Commodore, Honorary Secretary, Honorary Treasurer, Club Captain, the Immediate Past Commodore as per Rule 20.4 and two (2) elected Committee Members.
- 20.4. The Retiring Commodore to be known as the Immediate Past Commodore shall be a member of the Management Committee for the 12 months following the completion of his full term of office. During this period the Immediate Past Commodore shall enjoy all the rights and privileges of a member of the Management Committee, including the right to vote.
- 20.5. All acts done by any meeting of the Management Committee, or of a Sub-Committee, or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as foresaid, or that the members of the Management Committee, or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
- 20.6. A resolution in writing signed by a majority of the members of the Management Committee, for the time being entitled to receive notice of a meeting of the Management Committee, shall be valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.
- 20.7. Resolutions may be passed at any General, Special General or Annual General Meetings that direct the Management Committee to re-examine any previous Rule, regulation or By-Law that the members find objectionable or unsuitable.

21. POWERS OF MANAGEMENT.

- 21.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Club carried at any General, Annual General or Special General Meeting the Management Committee shall have the power -
- 21.1.1. To exercise the general control and management of the administration of the affairs, property and funds of the Club.
- 21.1.2. To exercise the Powers of the Club as stated in Rule 4.
- 21.1.3 To interpret the meaning of these Rules and any matter relating to the Club on which these Rules are silent.

22. DUTIES OF THE MANAGEMENT COMMITTEE.

- 22.1 The Management Committee shall meet at least once every calendar month to exercise its functions.
- 22.2. The Management Committee may meet together and regulate its proceedings as it thinks fit, providing always that decisions taken by the Management Committee shall not be inconsistent with this Constitution, or any directions passed by the members at any General, Special General or Annual General Meeting.
- 22.3. A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Club in which he, or any member of his intermediate family, has a vested interest, or any matter arising therefrom.
- 22.4. The Commodore shall preside as Chairman at every meeting of the Management Committee. If there is no Commodore, or if at any meetings he is not present within ten minutes after the time appointed for the meeting, the Vice-Commodore shall be Chairman or if both the Commodore and Vice-Commodore are not present at the meeting then the Rear Commodore shall be Chairman.
- 22.5. If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, 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 Management Committee 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 meeting shall lapse.
- 22.6. At any Management Committee Meeting or Special Management Committee Meeting the number of Committee Members required to constitute a quorum shall be half of the number of members of the Management Committee as per Rule 20.3.
- 22.7. An Advisory Committee of six (6) Past Commodores will be established to provide advice and guidance to the Management Committee on contentious issues and other unresolved matters and facilitate their resolution in an amicable manner. The Management Committee must refer to this Advisory Committee but the Advisory Committee will have no power other than to give advice and guidance.
A By-Law will establish the processes and procedures that the Advisory Committee will adopt.
- 22.8. All members of a newly elected Management Committee must attend a workshop for familiarisation with the Constitution, meeting procedures, individual responsibilities and other matters deemed necessary for effective management of the Club.
A By-Law will establish the processes and procedures for the conduct of this Induction Workshop.

23. SPECIAL MANAGEMENT COMMITTEE MEETINGS.

- 23.1. A special meeting of the Management Committee shall be convened by the Honorary Secretary on the instructions of the Commodore or on the requisition in writing signed by not less than three of the members of the Management Committee, or on the receipt of a written notice of appeal from a prospective member as in Rule 9.5. or where a member is to be dealt with in accordance with Rule 29.
- 23.2. Seven (7) days notice shall be given by the Honorary Secretary to members of the Management Committee of any Special Management Committee Meeting. Such notice shall clearly state the nature of the business to be discussed thereat, together with the reasons for calling this Special Management Committee Meeting.
- 23.3. In exceptional circumstances where there is a need to act before the necessary seven (7) days have elapsed a Special Management Committee Meeting may be called by the Commodore and the Honorary Secretary acting together and making a combined call for a Special Management Committee Meeting to be held within the seven (7) days normally required as per Rule 23.2.

24. ELECTION OF THE MANAGEMENT COMMITTEE.

- 24.1 Nominations for the positions referred to in Rule 20.3 shall be in writing, signed by two (2) financial members of the Club of more than twelve (12) months seniority of membership, and by the nominee who shall also have more than twelve (12) months seniority of membership and voting rights as per Rule 6.
- 24.2 Nominations shall be delivered to the Honorary Secretary of the Club fourteen (14) clear days before the Annual General Meeting.
- 24.3 If sufficient nominations for any position are not received by the Honorary Secretary by due date, the Chairman of the Annual General Meeting shall call for nominations from the floor for those members present and qualified to nominate for the remaining vacancies.
- 24.4 In the event of the receipt of more nominations than there are vacancies, then a secret ballot shall be held to fill the positions.
- 24.5 Office bearers thus elected at the Annual General Meeting of the Club shall hold office until the next Annual General Meeting when all shall retire from office but shall be eligible for re-election.
- 24.6 The Commodore may occupy the position for a maximum consecutive period of two (2) years.

25. RESIGNATION FROM MANAGEMENT COMMITTEE.

- 25.1 A member of Management Committee may resign from the Management Committee at any time by giving notice in writing to the Commodore or Honorary Secretary. Such resignation shall take effect at the time such notice is received, unless a later date is specified in the notice, when it shall take effect on that later date.
- 25.2 Such resigned member may not nominate for the same position as he previously held on Management for the remainder of the Club Year nor at the next following Annual General Meeting.
- 25.3 Where a member of Management has requested 'Leave of Absence' due to extenuating circumstances, Rule 25.2 shall not apply should the member's circumstances change so as to allow his nomination for election with the view of returning to Management in the next Club Year.

26. EXPULSION FROM MANAGEMENT COMMITTEE.

- 26.1 Should a member of the Management Committee decline to carry out the task allotted to him, or fail to carry out the requirements of the position for which he was elected to the satisfaction of the Commodore and/or other members of the Management Committee, he may be expelled from the Management Committee on the majority vote of the remainder of the Management Committee taken at a Special Management Committee Meeting.
- 26.2 Such vote shall not be taken unless notice informing of the intention to move that the member be expelled from the Management Committee has been given to all members of the Management Committee as per Rule 23.2.
- 26.3 The Management Committee member who has been expelled from the Management Committee may apply in writing within thirty (30) days of being so notified to appeal against his expulsion.
- 26.4 The Honorary Secretary shall convene a Special Management Committee meeting as soon as is convenient within three months of receipt of such written notice of appeal against his expulsion from the Management Committee. The member expelled shall be given the opportunity to state his case and to argue against his expulsion.
- 26.5 The decision of this Special Management Committee Meeting called as per Rule 26.4. shall be final.

27. VACANCIES ON MANAGEMENT COMMITTEE.

In the event of any position on the Management Committee becoming vacant from any cause whatsoever during the elected term of office, such vacancy shall be advertised in the next following Club Magazine and filled by election at the next General, Special General or Annual General Meeting whichever comes first.

28. ATTENDANCE AT MANAGEMENT COMMITTEE MEETINGS.

If any member of the Management Committee is absent from three (3) consecutive meetings of the Committee without seeking leave of absence his position may be declared vacant.

29. CONDUCT COMMITTEE.

- 29.1 Management Committee shall have the power to convene a Conduct Committee consisting of at least three members to examine the conduct of any member who,
- infringes any article, regulation, rule or by-law of the Club. or
 - is an undischarged bankrupt, or
 - is convicted of an indictable offence, or
 - fails to comply with any of the provisions of these Rules, or
 - conducts himself in a manner considered to be injurious or prejudicial to the character or interest of the Club.
- 29.2. A Conduct Committee convened in accordance with Rule 29.1. shall be comprised of Past Commodores and/or members of the Club, each having more than five years continuous membership in a category that gives voting rights.
- 29.3 A Conduct Committee shall act in accordance with the relevant By-Law and report its findings to the Management Committee.
- 29.4. No member of the current Management Committee shall sit on the Conduct Committee.
- 29.5 The decision of the Management Committee which considers the report and the recommendations of the Conduct Committee shall be final.

30. SUB-COMMITTEES.

- 30.1. Management Committee may, at its discretion appoint or dissolve Sub-Committees as may be considered necessary from time to time.
- 30.2. The Commodore shall appoint such Members as he thinks fit to Chair these Sub-Committees.
- 30.3. All Sub-Committees will meet as directed by the Management Committee, but in no circumstances at any greater intervals than three (3) months.
- 30.4. The Management Committee may delegate any of its powers to a properly constituted Sub-Committee. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee and have regard to this Constitution and all Club By-Laws.
- 30.5. Sub-Committees may meet and adjourn as they think proper, having due regard to Rule 30.3.
- 30.6. Any, and all Sub-Committees so formed shall conform to any relevant By-Law relating to the conduct and powers of Sub-Committees.

31. BY-LAWS.

- 31.1. The Management Committee may from time to time make, amend or repeal By-Laws for the internal management of the Club, provided always that the By-Laws are not inconsistent with these Rules.
- 31.2 Any By-Law may be added to, amended or rescinded by a resolution carried by a simple majority vote of the members at an Annual General Meeting, Special General Meeting or General Meeting.
- 31.3. Advice of any action taken under the provisions of the foregoing Rules 31.1 and 31.2 shall be published in the next issue of the Club Magazine and reported to the succeeding General Meeting.
- 31.4. Copies of By-Laws shall be made available to members on application.

32. STANDING ORDERS.

A set of Standing Orders, Rules of Debate and Voting Procedures shall be formulated and approved by the Management Committee for use in the general conduct and control of all Club meetings.

33. CONFLICT OF INTEREST.

- 33.1. To prevent any conflict of interest occurring, no nomination for Management Committee or any properly constituted Sub Committee shall be accepted for any member whose spouse, partner or member of his immediate family is employed by the Club in any permanent or casual position.
- 33.2. Should such a liaison or marriage occur during his Term of Office on the Management Committee or Sub-Committee, either the Committee Member or the employee shall resign forthwith.

34. SPECIAL INTEREST GROUPS.

- 34.1. Management Committee may, at its discretion, approve the formation of Special Interest Groups.
- 34.2. Participation in those Special Interest Groups is open to all categories of Club membership.
- 34.3. The prime requisite for the recognition of such a group shall be;
 - The activity that is to be the main focus of the Group shall be clearly identifiable as a legitimate and logical activity in a boating club.
 - There shall be sufficient members of the Group to constitute a viable operating unit.
- 34.4. Special Interest Groups may elect their own officers provided those officers are approved by the Management Committee.
- 34.5. The Management Committee may delegate any of its powers as it sees fit to a Special Interest Group. Such delegation may be either as a standing arrangement or for a specific purpose and may be rescinded at the Management Committee's discretion.
- 34.6. Procedures for the operation of the Special Interest Groups shall be set out in an appropriate By-Law.

35. ANNUAL GENERAL MEETING.

- 35.1. The Annual General Meeting will be held each year on the first Monday in August.
- 35.2. The Business to be transacted at every Annual General Meeting shall be:
 - 35.2.1. The receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year,
 - 35.2.2. The receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - 35.2.3. The receiving of the Special Interest Groups reports.
 - 35.2.4. The election of members of the Management Committee.
 - 35.2.4. Motions of which at least fourteen (14) days notice has been given.

36. SPECIAL GENERAL MEETINGS.

- 36.1. The Honorary Secretary shall convene a Special General Meeting by posting Notice of the meeting -
- 36.1.1. When directed to do so by the Commodore or Management Committee or
- 36.1.2. On the requisition in writing signed by not less than one half of the members presently on the Management Committee or not less than the number of members of the Club which constitute a Quorum at meetings as per Rule 42. Such requisition shall clearly state the reasons why such a Special General Meeting is being convened and the nature of the business to be transacted thereat.
- 36.2. Notice of the calling of a Special General Meeting shall be placed in a prominent position on the Club Notice Board, and be published in the Club Magazine prior to the holding of the Special General Meeting.
- 36.3. Such notice as per Rule 36.2 shall contain the reasons for the calling of the Special General Meeting and the nature of the business to be transacted thereat and give members not less than fourteen (14) prior notice of the meeting.

37. GENERAL MEETINGS.

The General Meetings shall be held on the first Monday of every third month commencing with February, one of which shall be the Annual General Meeting in August. Should this first Monday of the month fall on a Public Holiday, Management may at its discretion hold the meeting on another day considered suitable. Notice of this change of date shall be given in the Club Magazine and shall also be posted on the Club notice board. The agenda for each meeting will be as prepared by the Honorary Secretary in accordance with Rule 19.4.6.

38. NOTICE OF MEETINGS.

Notice of all General Meetings, Special General Meetings and Annual General Meetings shall be advertised in the Club Magazine prior to the meeting taking place.

39. ADJOURNMENT OF MEETINGS.

The Chairman 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 fifty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

40. CHAIRMAN OF MEETINGS.

- 40.1. Unless otherwise provided by these Rules at every Annual General, Special General or General Meeting, the Commodore shall preside as Chairman or if there is no Commodore, or he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Vice-Commodore shall be the Chairman, or if the Vice-Commodore is not present or is unwilling to act, the Rear-Commodore shall be the Chairman, or if the Rear-Commodore is not present or is unwilling to act, the members present shall elect one of their number to be Chairman of the meeting;
- 40.2. The Chairman shall maintain order and ensure the meeting is conducted in a proper and orderly manner in accordance with Rule 32.

41. PROXY VOTES.

No proxy votes will be accepted at any meeting held by the Club.

42. QUORUM AT MEETINGS.

- 42.1. At any Annual General, Special General or General Meeting the number of members eligible to vote required to constitute a quorum shall be three times the number of members presently on the Management Committee as detailed in Rule 20.3.
- 42.2. No business shall be transacted at any Annual General, Special General or General Meeting unless a quorum of members entitled to vote is present at the time when the meeting proceeds to business.
- 42.3. If within half an hour from the time appointed for the commencement of an Annual General, Special General or General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, 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 Management Committee may determine. 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 considered a quorum.

43. FUNDS AND ACCOUNTS.

- 43.1. The funds of the Club shall be banked in the name of the Club in accredited Financial Institutions as the Management Committee may from time to time direct.
- 43.2. Proper records shall be kept and maintained either in written, printed or electronic form in the English language showing correctly the financial affairs of the Club and the particulars usually shown in records of a like nature
- 43.3. All moneys shall be banked as soon as practicable after receipt thereof.
- 43.4. All amounts of One Hundred Dollars or over shall be paid by cheque, credit card, electronic funds transfer or other accepted financial method, other than by payment in cash, and signed by any two of the Commodore, Honorary Secretary, Honorary Treasurer or other persons authorized to sign from time to time by the Management Committee.
- 43.5. Cheques shall be crossed "not negotiable" except those in payment of petty cash documents which may be open.
- 43.6. The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 43.7. The normal signatories to the Club's Banking and Cheque Accounts, Bills, Notes, Contracts and Documents shall be any two (2) of three (3), consisting of the Commodore, Honorary Secretary and Honorary Treasurer.
- 43.8. The Management Committee may, at its discretion, decide to add an extra name to those authorised to sign on behalf of the Club. Such extra signatory may only sign in front of one of the other signatories named in Rule 43.7.
- 43.9. Any Cheques, Bills, Notes, Contracts and other Documents signed by such extra signatory provided for in Rule 43.8. must be counter-signed by one of the signatories in Rule 43.7 after the extra signature has been affixed.
- 43.10. As soon as practicable after the end of each financial year the Honorary Treasurer shall cause to be prepared a statement containing particulars of:
 - 43.10.1. The income and expenditure for the financial year just ended; and
 - 43.10.2. The property assets and liabilities and of all mortgages, charges and securities affecting of the Club at the close of that year.
- 43.11. All such statements shall be examined by the auditor who shall present a report upon such audit to the Honorary Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

- 43.12. The income and property of the Club whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein. 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 Club.

Provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of money advanced by them to the Club or otherwise owing by the Club to them or of remuneration to any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club. Provided further that nothing herein contained shall be constructed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, or reasonable and proper rent for premises demised or let to the Club.

- 43.13. Any financial member with voting rights may inspect the books at any reasonable and convenient time, upon fourteen (14) days previous notice given to the Honorary Secretary.

44. FINANCIAL YEAR.

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

45. AUDITOR.

- 45.1. An Auditor, who must be a qualified accountant registered by the Queensland Public Accountants Registration Board and also registered as a Company Auditor by the Queensland Corporate Affairs Commission, shall be appointed annually by the Management Committee.
- 45.2. The Auditor so appointed may not be a member of the Club.
- 45.3. Such Auditor shall audit the accounts and have power to call for the production of all records, electronic media, books, papers, accounts, receipts and documents relating to the affairs of the Club at any time.
- 45.4. The Management Committee shall have power to fill any temporary vacancy in the office of the Auditor, for the balance of period remaining.
- 45.5. The Auditor shall be paid such fee as may be agreed to by Management Committee from time to time.

46. DISTRIBUTION OF SURPLUS ASSETS.

If the Club is wound up in accordance with the ASSOCIATIONS INCORPORATION ACT 1981, and subsequent revisions and amendments, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club which shall prohibit the distribution of its or their income and properly among its or their members to an extent at least as great as is imposed on the Club or by virtue of Rule 43.12. such institution or institutions to be determined by the members of the Club.

47. DOCUMENTS

47. 1. The Management Committee shall provide for the safe custody of books, documents, instruments of title, electronic media containing Club records and securities of the Club.
- 47.2. Electronic 'backups' of the Clubs Financial, Wages and Membership records contained in electronic media form shall be kept in safe custody that is sufficiently remote from the storage place of the originals so as to provide adequate protection in case of fire or similar mishap that could destroy or damage the originals.

48. ALTERATION OF THE CONSTITUTION

- 48.1. Subject to the provisions of the ASSOCIATIONS INCORPORATION ACT 1981, and subsequent revisions and amendments, these Rules may be amended, rescinded or added to from time to time by a special resolution passed by a majority of not less than three quarters of the members present and entitled to vote at any Annual General, Special General or General Meeting.
- 48.2. When it is proposed to make alterations to this Constitution, prior notice of the meeting at which changes to the Constitution are to be put to the members, shall be placed on the Club Notice Board and published in the Club Magazine.
- 48.3. Where possible details of the proposed change(s) shall be included on such notice and in the Club Magazine.
- 48.4. When the changes are substantial and are unable to be included on the Club Notice Board or published in the Club Magazine full details of the proposed changes shall be made available, on request, from the Club Office.
- 48.5. When the proposed changes are substantial and/or far reaching in their effects, at least fourteen (14) days notice should be given.
- 48.6. Within three (3) months of the date of the passing of the special resolution the appropriate form and the prescribed fee must be lodged with the Office of Fair Trading, Brisbane. An amendment, repeal or addition is valid only if it is registered by the chief executive administering the Act.

49. DRESS RULES.

Members shall not present themselves in the Club House unless suitably attired in accordance with the 'Rig of the Day' as defined by its Management Committee in the relevant By-Law from time to time.

50. GENERAL.

- 50.1. The Club shall be non-political and non-sectarian and such matters shall not be discussed at any meeting of the Club.
- 50.2. No member shall give the address of the Club in any advertisement or use the Club for business purposes.
- 50.3. No pamphlet or advertisement shall be laid on any table or exhibited in any part of the Club except with the permission of the Management Committee.
- 50.4. No member shall give any money or gratuity to any of the servants of the Club.
- 50.5. No member shall send any servant of the Club out of the Club premises upon errands or for any other purpose other than in pursuit of Club business.
- 50.6. No member shall be entitled to any benefit or advantage not shared equally by every other member of the same Membership Category.
- 50.7. No list or partial list of members shall be made available by the Club or its servants to any person, institution or organisation for commercial activities.

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APPENDIX A SCHEDULE OF AMENDMENTS

- Version 1.0** The Constitution on Incorporation of the Club on
- Version 2.0** First revision of the Constitution since Incorporation.
- Version 3.0** Revision 2000
Presented Special General Meeting on 19th June 2000
Approved Annual General Meeting 3rd July 2000
- Version 4.0** Revision 2004 to alter Rule 21.3 & Rule 25.1, to insert Rule 22.7 & Rule 22.8 and
delete Rules 25.2 – 25.5
Approved Special General Meeting 6th September 2004
Registered with Office of Fair Trading
- Version 5.0** Revision 2005
Deletion of redundant Rules 18, 30 & 33
Alteration to Rule 40 – frequency of General Meetings
Approved at General Meeting 9th May 2005
Registered with the Office of Fair Trading and approved 30/6/2005