

**Constitution
of
Queensland Cruising
Yacht Club Inc.**

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CONSTITUTION
of
QUEENSLAND CRUISING YACHT CLUB INC.

1. Name

The name of the incorporated association remains Queensland Cruising Yacht Club Inc. (hereafter ("QCYC").

2. Objects

The objects of QCYC are:

- a. to promote, foster and conduct the sport of yachting generally;
- b. to encourage and promote the development of sail training;
- c. to encourage and promote the development of youth/junior sailing;
- d. to promote and conduct yacht races and any type of yachting event;
- e. to award prizes and/or trophies for yachting/sailing events;
- f. to encourage the study of design, navigation of sailing vessels, in which speed and sea worthiness are combined;
- g. to affiliate with Yachting Queensland and Australian Sailing;
- h. to conduct activities that raise income and provide services to members, such as food and beverage services;
- i. to engage in any aquatic activity as considered appropriate by the management committee;
- j. to become a member of QCYC Holdings Limited (hereafter "Holdings")

3. Interpretation

In these rules:

- a. "the Act" means the Associations Incorporation Act;
- b. "the seal" means the common seal of QCYC;
- c. "Secretary" means any person appointed to perform the duties of a secretary of QCYC;
- d. "state" means the State of Queensland;
- e. "Commodore" means the chairman of the management committee;
- f. "Disciplinary sub-committee" means a sub-committee formed by the Management Committee comprising of 3 persons.
- g. "Management committee member" includes the commodore, vice-commodore, rear-commodore, immediate past-commodore, treasurer, secretary, honorary

rating officer and such other persons who are elected to that office at any general meeting of QCYC;

- h. "Management committee" means the management committee referred to in the Associations Incorporation Act 1981. or the Associations Incorporation Rules 1999;
- i. "Member" means an ordinary member of QCYC;

4. Powers

QCYC has the powers of an individual, and may, for example:

- a. enter into contracts;
- b. acquire, hold, deal with and dispose of property;
- c. make charges for services and facilities it supplies; and
- d. do other things necessary or convenient to be done in carrying out its affairs.

5. Words and expressions to have meaning in Act

A word or expression that is not defined in these rules, but is defined in the *Associations Incorporations Act 1981* has, if the context permits, the meaning given by the Act.

6. Members of QCYC

- a. The members of QCYC consist of Ordinary Members, Family Members, Crew Members, Junior Members, School Members, Social Members, Honorary Members, Life Members;
- b. "Ordinary Members" are entitled to:- Vote at meetings, Sign in Guests, List Vessels on Club Register, an Australian Sailing Number, entitled to one set of access keys, entitled to parking for one car, can participate in Sailing Club and can apply for one Share in Holdings. May stand for office.";
- c. "Family Members" consist of two (2) adult members and children under 18 years. Each adult Member is entitled to:- Vote at meetings, Sign in Guests, List Vessels on Club Register, an Australian Sailing Number, entitled to one set of access keys, entitled to parking for two cars, can participate in Sailing Club and can apply for one Share in Holdings. Can stand for office. "Children" under 18 years have the entitlements as Junior Members;
- d. "Crew Members" May participate in Sailing Club and are entitled to hold an Australian Sailing Number. They have no voting rights. They may not stand for office. May not sign in guests.
- e. "Junior Members" are members under 18 years. May participate in Sailing Club and entitled to hold an Australian Sailing Number. They have no voting rights. They may not sign in guests;
- f. "Sailing School Members" have temporary membership while participating in Sailing School activities at the Club. May not sign in guests;
- g. "Social Members" and bona fide guests have no voting rights, they may not stand for office. May not sign in guests;
- h. "Life Members" Have entitlements as Ordinary Members;
- i. "Honorary Members" Have entitlements as Social Members;

- j. All categories of member may enter the Club premises without signing in but must carry their membership card.

7. Ordinary membership

- a. An applicant for full or family membership of QCYC must be proposed by one Full, Family or Life Member (the proposer) and seconded by another member (the seconder).
- b. An application for such membership must be:-
 - (i) In writing;
 - (ii) Signed by the applicant;
 - (iii) Signed by the applicant's proposer and seconder
 - (iv) In the prescribed form.
- c. Applications for Crew, Junior, Sailing School and Social membership must be in writing and on the prescribed form.

8. Membership fees

The membership fee is the amount decided by the management; and

- a. is payable when, and in the way, the management committee decides.

9. Admission and rejection of members

- a. The management committee must consider an application for membership at the next meeting of the committee held after it receives:
 - i. the application; and
 - ii. the appropriate membership fee for the application; and
 - iii. after confirmation of satisfactory referee checks.
- b. The management committee must decide at that meeting whether to accept or reject the application or adjourn the meeting until all relevant information is received. However the management committee may reject an application for membership in the case where an applicant has been convicted of an indictable offence or has conducted himself or herself in a way considered to be injurious or prejudicial to the character or interests of QCYC.
- c. If a majority of the management committee members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member.
- d. The Secretary of QCYC must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

10. When membership ends by resignation or forfeiture and other disciplinary action

- a. Any member may resign from QCYC by giving a written notice of resignation to the Secretary.
- b. Any member who fails to pay their membership dues within 2 months of the due date for payment shall have their membership rights and entitlements suspended forthwith;
- c. Any member whose membership becomes suspended because of clause 10 b above, and either refuses or fails to pay their membership dues including any arrears owing in respect thereof, shall be liable to have their membership forfeited and cancelled without further notice.
- d. The resignation or forfeiture of membership takes effect on:
 - i. the day and at the time the resignation notice is received by the secretary; or
 - ii. if a later day is stated in the notice—the later day; or
 - iii. in the case of forfeiture of membership, when the management committee resolves that the member’s membership shall be deemed forfeited and cancelled pursuant to Cl. 10 c above.
- e. The management committee or a disciplinary sub-committee consisting of 3 persons may terminate a member’s membership or impose a sanction as set out below in paragraph g, if the member:
 - i. becomes convicted of an indictable offence; or
 - ii. does not comply with any of the provisions of these rules; or
 - iii. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of QCYC.
- f. Before the management committee or a disciplinary sub-committee terminates a member’s membership, or imposes any other sanction as set out in paragraph g, the committee or disciplinary sub-committee must give the member a full and fair opportunity to show why the membership should not be terminated or whether any such other sanction as may be available ought not be considered to be imposed.
- g. Following a disciplinary hearing, the management committee or a disciplinary sub-committee may impose any one or more of the following sanctions in lieu of termination of membership; (i) Suspension of the member’s membership for a period not exceeding 12 months; (ii) imposition of a fine of any monetary amount not exceeding the equivalent of \$2,000.00; (iii) issuance of a caution or reprimand.
- h. If, after considering all representations made by the member, the management committee or a disciplinary committee decides to terminate the membership, or impose an alternative sanction, the secretary must give the member a written notice of the decision.

11. Appeal against rejection or termination of membership or other disciplinary sanction imposed

- a. A person whose application for membership has been rejected, or whose membership has been terminated, or who otherwise has had a sanction imposed upon them, may give the secretary written notice of the person’s intention to appeal against the decision.

- b. A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- c. If the secretary receives a notice of intention to appeal, the secretary must, within three months after the day of receipt, call either a management committee meeting or a disciplinary sub-committee meeting authorised by the management committee comprised of different persons to the ones who heard the original matter under appeal to decide the appeal.
- d. At the appeal hearing the applicant must be given a full and fair opportunity to show why the appeal should not be rejected or the membership should not be terminated or the sanction should not be imposed.
- e. The management committee or the disciplinary sub-committee members who rejected the application or terminated the membership or otherwise imposed a sanction must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- f. An appeal must be decided by a majority vote of the members present at the meeting of the management committee or disciplinary sub-committee.
- g. If a person whose application has been rejected does not appeal against the decision within 14 days after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Club must, as soon as practicable, refund the application fee paid by the person on a pro-rata basis.

12. Register of members

- a. The management committee must keep a register of members.
- b. The register of members must include the following particulars for each member:
 - i. the full name and residential address of the member;
 - ii. the date of admission as a member;
 - iii. the date of death or resignation of the member;
 - iv. details about the termination or reinstatement of membership;
 - v. any other particulars the management committee or the members at a general meeting decide.
- c. The register must be open for inspection at all reasonable times, to members with voting rights but before a member may inspect the register, the member must apply to the secretary to inspect it.
- d. The register of members shall include, if any member of Holdings so wishes, the name and relevant details from the register of Holdings concerning that member.

13. Secretary

- a. The management committee must ensure a secretary is appointed or elected for QCYC within one month after a vacancy happens.

- b. The secretary must be an individual residing in Queensland who is:
 - i. a member of QCYC elected by QCYC as secretary; or
 - ii. any of the following persons appointed by the management committee:
 - a. a member of QCYC's management committee;
 - b. a member of QCYC.
- c. The Secretary shall ensure that the following matters are to be included in the minutes, and shall:
 - i. record details of the day, date and place of the meeting and the time of commencement notice of all meetings;
 - ii. record that the chairperson announced a quorum was present;
 - iii. record that the previous board meeting was duly constituted and the minutes were a true record of the proceedings thereat including the names of those present and details of any apologies a reference to minutes of the previous general meeting and the signing of them as a correct record;
 - iv. record details of every resolution put to members and whether they were passed with the required majority;
 - v. record details of members voting against a motion or abstaining from voting, if those members request that this be recorded;
 - vi. record details of any appointments made, members elected to office and any leave of absence granted to a member;
 - vii. record details of election of committee members (if applicable);
 - viii. take and keep minutes for the association's meetings;
 - ix. keep the register of members;
 - x. take nominations for election to the management committee;
 - xi. provide appropriate notice to members for meetings;
 - xii. call and convene special general meetings;
 - xiii. arrange the meeting venue;
 - xiv. prepare the agenda for all meetings;
 - xv. coordinate any correspondence or reports to be presented at meetings;
 - xvi. circulate the minutes of meetings to members;
 - xvii. complete any actions arising from meetings that require correspondence;
 - xviii. receive all of QCYC's correspondence and bring urgent matters to the attention of the commodore, secretary or treasurer, if necessary;
 - xix. give the date and time for the next meeting; and
 - xx. say the time that the meeting closed
 - xxi. keep proper books of account;
 - xxii. keep a yacht register;
 - xxiii. keep and maintain a register of powered vessels;
 - xxiv. keep a record of races and aquatic events held by QCYC;

- xxv. keep a trophy register;
- xxvi. assist the commodore in the preparation of the annual report for presentation to the annual general meeting.

14. Membership of management committee

- a. The management committee of QCYC consists of the commodore, the vice-commodore, the rear-commodore, the immediate past-commodore the treasurer, the secretary, an honorary rating officer, and any other members QCYC members elect or appoint at a general meeting.
- b. Until otherwise determined the number of management committee members shall not be less than five nor more than nine.
- c. The term of a member of the management committee shall be 2 years;
- d. In conjunction with 15 (e) below the 1st management committee meeting held after any annual general meeting shall decide which members are to retire at the next annual general meeting.
- e. At each annual general meeting of QCYC, one half of the members of the management committee must retire from office, but are eligible on nomination, for re-election.

15. Current serving flag officers

The persons who currently hold office in QCYC shall continue in such office until the next annual general meeting of QCYC unless sooner determined by an extraordinary general meeting of members.

16. Duties of flag officers

It shall be the duty of:

- a. the commodore to take command of the fleet and preside at all committee meetings and general meetings and to discharge all other duties as devolve upon the role under this constitution or by resolution of members in general meeting;
- b. the vice-commodore:
 - i. to assist the commodore in the discharge of the role, and
 - ii. in the absence of the commodore, to officiate in this capacity and to discharge all other duties as devolve upon the role under this constitution or by resolution of members in general meeting;
- c. the rear-commodore:
 - i. to assist the commodore and vice-commodore in the discharge of their duties; and
 - ii. in their absence, to officiate in their stead and to discharge all other duties as devolve upon the role under this constitution or by resolution of members in general meeting; and

- d. the Honorary Treasurer:
 - i. to exercise general supervision over the accounts and accounting records of QCYC and the receipt and disbursement of club funds;
 - ii. to present to the annual general meeting the audited income and expenditure account and balance sheet of QCYC's affairs made up to the end of the QCYC's financial year;
 - iii. to present each month to the management committee a financial statement;
 - iv. to discharge all other duties as devolve upon the treasurer under this constitution;
- e. the honorary rating officer to compute ratings for yachts. Computations shall be based on measurements supplied on the measurement certificate and such computations shall be made in accordance with the current Q.C.Y.C. Rating Formula. A rating certificate may be compiled, or certificates, for each such yacht and forwarded to the general manager/administrator.

17. Electing the Management Committee

- a. A member of the management committee may only be elected as follows:
 - i. any two members of QCYC may nominate another member (the *candidate*) to serve as a member of the management committee;
 - ii. the nomination must be:
 - a. in writing; and
 - b. signed by the candidate and the members who nominated him or her; and
 - c. lodged with the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - iii. each member present at the annual general meeting may vote for any number of candidates, but not more than the number of vacancies;
 - iv. if, at the start of the meeting, there are not enough member candidates nominated, nominations may be taken from the floor of the meeting if the nominee is a member.
 - v. all nominees shall have complied with Rule 14, including any nomination made under Rule 17 iv.
- b. Nominations for commodore, vice-commodore, rear-commodore, honorary treasurer, secretary, honorary rating officer or management committee member must be lodged with the Secretary at least 21 days before the annual general meeting at which the election is to be held;
- c. When all nominations for any year have been received by the management committee they shall be sent to Holdings seeking the consent of the board of Holdings to allow the nominations to go forward to QCYC's next annual general meeting.

- d. Upon receipt by QCYC of such consent the nominations shall go to the next annual general meeting of QCYC for election.
- e. A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate must be posted on www.qcyc.com.au and in a conspicuous place in the office or usual place of meeting of QCYC, for at least 7 days immediately preceding the annual general meeting.
- f. If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- g. The only nomination which can be accepted for the position of immediate past-commodore shall be a nomination received in respect of the person who occupied the position of commodore in the 2 years immediately preceding the annual general meeting in question.

18. Resignation or removal from office of management committee member

- a. A management committee member may resign from the committee by giving written notice of resignation to the secretary.
- b. The resignation takes effect on:
 - i. the day and at the time the notice is received by the secretary; or
 - ii. if a later day is stated in the notice—the later day.
- c. A member may be removed from office at a general meeting of QCYC if a majority of the members present at the meeting vote in favour of removing the member.
- d. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- e. A member has no right of appeal against the member's removal from office under this section.

19. Vacancies on management committee

- a. If a casual vacancy happens on the management committee, the continuing members of the committee may, subject to compliance with Rule 14 b.,c, and **d.**, appoint another member of QCYC to fill the vacancy until the next annual general meeting.
- b. If a casual vacancy arises in respect of any position as a Flag Officer, or other officer, the person filling a casual vacancy may be appointed to retain the same Flag office or other office role, in respect of the vacant position arising, until the next annual general meeting.
- c. The continuing members of the management committee may act despite a casual vacancy on the management committee.
- d. However, if the number of committee members is less than the number fixed under these rules as a quorum of the management committee, the continuing members may act only to:

- i. increase the number of management committee members to the number required for a quorum; or
- ii. call a general meeting of QCYC.

20. Functions of management committee

- a. Subject to these rules or a resolution of QCYC members carried at a general meeting, the management committee has:
 - i. the general control and management of the administration of the affairs, property and funds of QCYC; and
 - ii. authority to interpret the meaning of these rules and any matter relating to QCYC on which the rules are silent.
- b. QCYC's management committee must:
 - i. approve or ratify QCYC's expenditure; and
 - ii. ensure the approval or ratification is recorded in the management committee's minute book;
- c. The management committee may exercise the powers of QCYC:
 - i. to borrow, raise or secure the payment of monies;
 - ii. to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by QCYC in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of QCYC's property, both present and future; and
 - iii. to provide and pay off any securities issued; and
 - iv. to invest in a way the members of QCYC may from time to time decide.
- d. QCYC's expenditure must be supported by adequate documentation filed in chronological order and kept at a place decided by QCYC's management committee.
- e. A negotiable instrument issued by QCYC must be signed by any two of the following club members:
 - i. the commodore;
 - ii. the secretary;
 - iii. the treasurer;
 - iv. another member approved by QCYC's management committee
- f. QCYC must keep its financial records:
 - i. in the State; and
 - ii. for at least 7 years

21. Functions of the treasurer

- a. QCYC's treasurer, or other authorised officer, must:
 - i. receive all amounts paid to QCYC and, if asked, immediately give a receipt for the amounts; and
 - ii. as soon as practicable:
 - a. deposit each amount received into QCYC's account with a financial institution; and
 - b. enter the particulars of each amount received, and payments made by QCYC, into QCYC's cash book;
- b. Payments of less than \$100 may be made from a petty cash account kept on the imprest system.
- c. Payments of \$100 or more must be made by cheque or electronic funds transfer;
- d. Particulars of all payments from, and reimbursements to, the petty cash account must be recorded in the petty cash book;
- e. QCYC's treasurer, or other authorised officer, must regularly not less than monthly:
 - i. balance the cash book; and
 - ii. make a reconciliation between the cash book and the balance of QCYC's account with a financial institution; and
 - iii. manage the petty cash balance; and
 - iv. ensure the petty cash book is kept up-to-date;
 - v. keep all documentation for payments made including receipts, invoices and statements;
 - vi. keep and maintain the incorporated association's deposits and cheque books;
 - vii. shall make a 1 page summary each month for the management committee's attention;
 - viii. provide the general manager with such report and ensure that it is uploaded onto www.qcyc.com.au by no later than 30 days after the end of the month to which the accounts relate;
 - ix. ensure all payments are approved by the management committee, alternatively are ratified by the next succeeding management committee and such approval or ratification is recorded in the said minutes.

22. Meetings of management committee

- a. Subject to subsections (b) and (p) the management committee may meet and conduct its proceedings as it considers appropriate.
- b. The management committee must meet at least once every four months to exercise its functions.
- c. If at any meeting the commodore is not present within five minutes after the time

appointed for holding the same, the vice-commodore shall act as chairperson of the meeting, and in his absence, the rear-commodore shall so act.

- d. The committee must decide how a meeting is to be called.
- e. Notice of a meeting is to be given in the way decided by the committee.
- f. If the secretary receives a written request signed by at least 33% of the management committee members, the secretary must call a special meeting of the committee.
- g. A request for a special meeting must state:
 - i. why the special meeting is called; and
 - ii. the business to be conducted at the meeting.
- h. At a management committee meeting, more than 50% of the members elected or appointed to the committee as at the close of the last general meeting of the members form a quorum.
- i. A question arising at a committee meeting is to be decided by a majority vote of committee members present at the meeting and, if the votes are equal, the question is decided by the exercise by the chairman of his or her 2nd or casting vote.
- j. A management committee member must not vote on a question about a contract or proposed contract with QCYC if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- k. The secretary must give each management committee member at least 14 days' notice of a special meeting of the committee.
- l. A notice of a special meeting must state:
 - i. the day, time and place of the meeting; and
 - ii. the business to be conducted at the meeting.
- m. The commodore or, if there is no commodore or if the commodore is not present within 10 minutes after the time fixed for a management committee meeting, the vice-commodore is to preside as chairperson at the meeting.
- n. If the commodore and the vice-commodore are absent from a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.
- o. If a quorum is not present within 30 minutes after the time fixed for a management committee meeting called on the request of committee members, the meeting lapses.
- p. If a quorum is not present within 30 minutes after the time fixed for a management committee meeting called other than on the request of committee members, the meeting is to be adjourned to:
 - i. the same day, time and place in the next week; or
 - ii. a day, time and place decided by the committee.

- q. If, at an adjourned meeting mentioned a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

23. Delegation of management committee powers

- a. The management committee may delegate the whole or part of its powers to a subcommittee including a disciplinary sub-committee which in the case of a disciplinary sub-committee shall have 3 persons, consisting of QCYC members considered appropriate by the committee.
- b. The management committee may seek the services of a non-member of QCYC upon any sub-committee if it is satisfied that the result of that persons involvement in the decision making process is likely to be helpful to QCYC;
- c. A subcommittee may only exercise delegated powers in the way the management committee decides or as otherwise provided in this constitution.
- d. A subcommittee may elect a chairperson of its meetings.
- e. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- f. A subcommittee may meet and adjourn as it considers appropriate.
- g. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and if the votes are equal, the question is decided by the exercise by the chairman of his or her 2nd or casting vote.

24. Acts not affected by defects or disqualifications

- a. An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- b. Subsection (a) applies even if the act was performed when:
 - i. there was a defect in the appointment of a member of the management committee, sub-committee or person acting as a member of the management committee; or
 - ii. a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

25. Currently serving office bearers in QCYC

Notwithstanding any amendments to this constitution, all existing office bearers in QCYC retain the office presently held by them for the term as provided in this constitution before the next annual general meeting of QCYC that first occurs after this Constitution shall have been duly amended and registered with the relevant government office in Queensland unless they have been removed by an extraordinary meeting of members only.

26. Sailing committee

- a. The sailing committee shall consist of the flag officers, the honorary rating officer and any other members of QCYC Inc. who are either elected to that office at a general meeting or who are appointed to that office by the management committee;
- b. The sailing and activities of QCYC shall be under the control of the sailing committee who shall frame a programme of events for each season and allocate such prizes and trophies as are approved by the management committee;
- c. The sailing committee shall, subject at all times to the direction of the management committee, be responsible for the formulation and adoption of racing rules, measurement and rating rules and safety and special regulations relating to yachting, and such regulations shall be consistent with these rules as may be prescribed by QCYC in general meeting.
- d. No regulation made by QCYC in general meeting shall invalidate any prior act of the sailing committee if at the time such act was valid.
- e. The sailing committee shall also be responsible for the handicapping of entrants in competition and may appoint a handicapper for this purpose;
- f. It shall be the duty of the sailing committee to notify owners of yachts registered with QCYC of all matters of import affecting sailing and yachting activities of the club and for this purpose they may appoint a sailing secretary, the vice-commodore or the rear-commodore, as the management committee decides, shall present to the management committee a monthly report on the activities of and decisions of the sailing committee

27. Resolutions of management committee without meeting

- a. A written resolution signed by each member of the management committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- b. A resolution mentioned in subsection (a) may consist of several documents in like form, each signed by one or more members of the committee
- c. The committee may meet by using Skype, Telstra conference calling service of Facetime or such other electronic means that the committee decide to utilise.

28. Annual general meetings

Each annual general meeting must be held:

- a. at least once each year; and
- b. within 6 months after the end of QCYC's previous financial year.

29. Business to be conducted at annual general meeting

The following business must be conducted at each annual general meeting:

- a. receiving the statement of income and expenditure, assets, liabilities and mortgages,

- charges and securities affecting the property of QCYC for the last financial year;
- b. receiving the auditor's report on the financial affairs of QCYC for the last financial year;
- c. presenting the audited statement to the meeting for adoption;
- d. electing members of the management committee so as to fill any vacancy thereon;
- e. appointing of an auditor;
- f. the receipt and consideration of the directors' annual report on all activities and operations of the club for the last financial year including plans already in place for the ensuing year;
- g. the receipt and consideration of annual reports of the chairman of each board sub-committee;
- h. the receipt and consideration of the Management Committee's annual report.

30. Special general meeting

- a. The secretary may only call a special general meeting by giving each member notice of the meeting within 14 days after—
 - i. being directed to call the meeting by the management committee; or
 - ii. being given a written request signed by at least 33% of the members of QCYC presently on the management committee; or at least the number of members of QCYC equal to double the number of members of QCYC presently on the management committee plus one;
- b. A request mentioned in subsection (a) (ii) must state:
 - i. why the special general meeting is being called; and
 - ii. the business to be conducted at the Meeting.

31. Notice of general meeting

- a. The secretary may call a general meeting of QCYC.
- b. The secretary must give at least 14 days' notice of the meeting to each QCYC member.
- c. The management committee may decide the way in which the notice must be given but where it knows that a member has an email address it may give any such notice electronically using such email address;
- d. However, notice of a meeting to hear and decide a proposed special resolution of QCYC must be given in writing.
- e. A notice of a general meeting must state the business to be conducted at the meeting.

32. Quorum for, and adjournment of, a general meeting

- a. Subject to subsection (e), at a general meeting the number of members equal to double the number of members of QCYC presently on the management committee

plus one, form a quorum.

- b. No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.
- c. If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or QCYC, the meeting lapses.
- d. If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or QCYC, the meeting is to be adjourned to:
 - i. the same day, time and place in the next week; or
 - ii. a day, time and place decided by the management committee.
- e. If, at an adjourned meeting, a quorum under subsection (a) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- f. The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- g. If a meeting is adjourned under subsection (f), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- h. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- i. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- j. In this rule, member includes a person attending as a proxy or representing a corporation that is a member.

33. Procedure at general meeting

- a. Subject to these rules, at each general meeting:
 - i. the commodore or, if there is no commodore or if the commodore is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-commodore is to preside as chairperson; and
 - ii. if the vice-commodore is absent or unwilling to act as chairperson, the members present must elect one of their number to be chairperson of the meeting; and
 - iii. the chairperson must conduct the meeting in a proper and orderly way; and
 - iv. each question, matter or resolution must be decided by a majority of votes of the members present; and
 - v. each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary

vote; and

- vi. a member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting; and
- vii. voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot; and
- viii. if a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides; and
- ix. the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held; and
- x. members may vote in person only and—
 - a. on a show of hands, each person present who is a member or a representative of a member has 1 vote; and
 - b. in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has 1 vote; and
- xi. an instrument appointing a proxy must be in writing, and:
 - a. if the appointor is an individual—signed by the appointor or the appointor's attorney properly authorised in writing; or
 - b. if the appointor is a corporation signed by a properly authorised officer or attorney of the corporation; and
- xii. a proxy must be a member of QCYC; and
- xiii. the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot;
- xiv. if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form—

QCYC INC.

I, _____ of _____
being a member of QCYC Inc., appoint _____
of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of
QCYC, to be held on the _____
day of _____ 20____.
and at any adjournment of the meeting.

Signed this _____ day of _____ 20____.

Signature.

*in favour of

This form is to be used _____ the resolution.

*against

*Strike out whichever is not wanted. (Unless otherwise instructed, the proxy

may vote as the proxy considers appropriate.); and

- xv. each instrument appointing a proxy must be given to the secretary 5 days before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
 - xvi. the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.
- b. To ensure the accuracy of the minutes recorded under subsection (a) (xvi):
- i. the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy; and
 - ii. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - iii. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of QCYC that is a general meeting or annual general meeting, verifying their accuracy.
- c. Publication of minutes of management committee and all other committees that meet regularly or special meetings or formally constituted quarterly general meetings of members only, must be published at the earliest practical opportunity on the members only access portal at www.qcyc.com.au
- d. The results of the meeting may be published to members in writing if the management committee so directs.

34. By-laws

- a. The management committee may make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of QCYC and the conduct of members and bona fide guests in connection with use of club premises, including Bar, Restaurant, Marina and Hardstand operations.
- b. Such by-laws may establish opportunities for persons interested in sailing or to become power boat members, associate members, honorary members, social members, junior member or family members.
- c. Any person who seeks and obtains membership in any category established by any by-law made under this constitution shall have only such rights and obligations as shall be clearly spelled out in the by-laws.
- d. Any by-law made under this provision may be changed at any time by the management committee.
- e. QCYC shall keep a register of all of such persons who have been granted limited liberties under this By-Law.
- f. Any person who enters on any land controlled by QCYC must if challenged in good faith establish a right of entry. Entry on the QCYC entry register shall be the decisive issue in any dispute between QCYC and such person.

- g. Such persons upon whom a liberty to enter the premises of QCYC in contract or by license, shall not be members of QCYC itself, unless and until they have made an application the kind contemplated by these rules and have had such application approved by the management committee.
- h. A By-law may be set aside by a vote of members at a general meeting of QCYC but any such vote can only have an effect in future and cannot affect the validity of an act done in good faith under any By-law.

35. Alteration of rules

- a. Subject to the *Associations Incorporation Act 1981*, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- b. An amendment, repeal or addition is valid only if it is registered by the chief executive of the Department of Fair Trading in Brisbane.

36. Common seal

- a. The management committee must ensure QCYC has a common seal.
- b. The common seal must be:
 - i. kept securely by the management committee; and
 - ii. used only under the authority of the management committee.
- c. Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
 - i. the secretary; or
 - ii. another member of the management committee; or
 - iii. someone appointed by the management committee.

37. Funds and accounts

- a. The funds of QCYC must be kept in an account in the name of QCYC in a financial institution decided by the management committee.
- b. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of QCYC.
- c. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- d. A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- e. All expenditure must be approved or ratified at a management committee meeting.
- f. The treasurer must, as soon as practicable after the end of each financial year; ensure a statement containing the following particulars is prepared:
 - i. the income and expenditure for the financial year just ended;
 - ii. QCYC's assets and liabilities at the close of the year;

- iii. the mortgages, charges and securities affecting the property of QCYC at the close of the year;
- g. The auditor or other certifying officer must examine the statement prepared under subsection (h) and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made. That report must cover matters such as:
 - i. cash receipts
 - ii. a register of receipt books
 - iii. receipt books containing duplicates of issued receipts;
 - iv. unused receipt books
 - v. duplicate bank deposit slips
 - vi. a cash receipts journal;
 - vii. cash payments;
 - viii. vouchers for payments made in chronological order;
 - ix. cheque butts (used, unused and cancelled)
 - x. a cash payments journal;
 - xi. cash at bank;
 - xii. QCYC's ledger account (if applicable)
 - xiii. QCYC's bank statements for the year, plus one month before and one month after;
 - xiv. bank reconciliations for the financial year, and from the previous financial year;
 - xv. petty cash;
 - xvi. petty cash vouchers;
 - xvii. petty cash summary;
 - xviii. depreciable assets;
 - xix. a register of all non-current assets including any additions or disposals that occurred during the financial year;
 - xx. documentation supporting any disposals;
 - xxi. accounts receivable;
 - xxii. a list of all amounts due at end of financial year;
 - xxiii. ensure that the accounts of QCYC are either audited or verified by a certified accountant;
 - xxiv. ensure that the accounts and records comply fully with Division 6, ss.68, 58A and 59 of the Act;
 - xxv. the income and property of QCYC must be used solely in promoting QCYC's objects and exercising QCYC's powers.

38. Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of QCYC.

39. Financial year

The financial year of QCYC closes on 30 June in each year.

40. Distribution of surplus assets to another entity

- a. This section applied if QCYC:
 - i. is wound-up under part 10 of the Act; and
 - ii. it has surplus assets.
- b. The surplus assets must not be distributed among QCYC members.
- c. The surplus assets must be given to another entity:
 - i. having objects similar to QCYC's objects; and
 - ii. the rules of which prohibit the distribution of the entity's income and assets to its members.