



Keppel Bay Sailing Club

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CONSTITUTION

ADOPTED NOVEMBER 2016

TABLE OF CONTENTS

1	PRELIMINARY.....	3
2	CONTRIBUTION BY MEMBERS.....	4
3	OBJECTS AND NAME	4
4	MEMBERSHIP AND REPRESENTATION	5
5	MEMBERSHIP FEES.....	9
6	REGISTER OF MEMBERSHIP.....	9
7	TERMINATION OF MEMBERSHIP	9
8	SUSPENSION OF MEMBERSHIP.....	10
9	DIRECTORS	10
10	SAILING COMMITTEE.....	16
11	MEETINGS	16
12	FINANCIAL YEAR.....	19
13	MINUTES AND RECORDS	19
14	ACCOUNTS AND AUDITS.....	19
15	INDEMNITY AND INSURANCE	20
16	BY LAWS	20
17	TRANSITIONAL PROVISIONS.....	21
18	AMENDMENTS TO CONSTITUTION.....	21
19	DISTRIBUTION OF PROFITS	21
20	DIRECTORS RIGHT TO ATTEND SUB-COMMITTEE MEETINGS	21
21	WINDING UP	21

1 PRELIMINARY

1.1 Definitions and interpretation

- (a) In this constitution, where not repugnant to the context:

The Act means the Corporations Act 2001

Annual General Meeting means that meeting convened once in each year before 30th November to transact the business and to elect the Office Bearers and Directors provided herein.

Board, Board of Directors means the Board of Directors for the time being.

By laws means the By laws of the Club for the time being in force.

The Club means Keppel Bay Sailing Club Limited.

Commodore means the Chairman of Directors as appointed by the Board of Directors.

Director means a director of the Club appointed or elected as provided herein.

Flag Officer means Commodore, Vice Commodore and Rear Commodore or any one of them.

General Meetings means any meeting of the Club other than the Annual General Meeting convened as provided herein.

Office means the registered office of the Club for the time being.

Sailing Membership or **Sailing Members** shall be made up of members in the categories of Senior Sailing Members, Life Members, Youth Sailing Members and Junior Sailing Members.

Special Resolution means a Resolution passed by 75% of the votes cast.

State and **Queensland** means the State of Queensland.

Sub-Committee means any committee constituted by the Board of Directors.

- (b) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (c) Unless the contrary intention appears, in this Constitution:
- (i) words importing the singular include the plural and vice versa;
 - (ii) words importing a gender include every other gender;
 - (iii) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, Board, group or other body (whether or not the body is incorporated);

- (iv) a reference to a person includes that person's successors and legal personal representatives;
- (v) a reference to a statute, regulation, proclamation, ordinance or By law includes all statutes, regulations, proclamations, ordinances or By laws amending, consolidating or replacing it, whether passed by the same or another government agency with legal power to do so, and a reference to a statute includes all regulations, proclamations, ordinances and By laws issued under that statute; and
- (vi) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (vii) references to in writing include email communication where appropriate.

1.2 Application of the Act

- (a) This Constitution is to be interpreted subject to the Act. The rules that apply as replaceable rules to companies under the Act do not apply to the Club where inconsistent with this Constitution.
- (b) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision of the Act.
- (c) Unless the contrary intention appears, an expression in a rule that is defined for the purposes of the Act has the same meaning as in the Act.

1.3 Exercise of powers

The Club may, in any manner permitted by the Act:

- (a) exercise any power;
- (b) take any action; or
- (c) engage in any conduct or procedure,
- (d) which under the Act a company limited by guarantee may exercise, take or engage in if authorised by its Constitution.

2 CONTRIBUTION BY MEMBERS

Each Member entitled to vote undertakes to contribute to the Club's property if the Club is wound up while he, she or it is a member or within 1 year after he, she or it ceases to be a member, for payment of the Club's debts and liabilities contracted before he, she or it ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$1.00.

3 OBJECTS AND NAME

3.1 Name

The name of the company is Keppel Bay Sailing Club Limited (the Club).

3.2 Registered office

The registered office of the Club will be situated in Yeppoon in the State of Queensland at such address within Yeppoon region as the Directors may from time to time determine.

3.3 Objects

The objects for the Club are:

- (a) Promote and encourage the sport of sailing on Keppel Bay and elsewhere;
- (b) Conduct and race sailing craft at Keppel Bay and at such other places as may from time to time be decided by the Club;
- (c) Promote and encourage sport in the community;
- (d) Conduct sporting events and competitions;
- (e) Make and maintain provision to enable its members, guests, and other approved persons to participate in sailing;
- (f) Improve the sailing abilities of its members and other approved persons by the provision of coaching and training;
- (g) Encourage increased and wider participation in the sport of sailing by promoting the club and the sport of amateur sailing;
- (h) Provide food, refreshments, accommodation, entertainment and all things incidental to the preceding objects for the members, guests and other approved persons.
- (i) Provide community support through making grants and providing sponsorship for events and activities.

3.4 Income and property

The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects set out herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Club provided however that nothing in this Clause shall prevent the Club or its Directors making any grant to any Member, or person which it deems appropriate in furtherance of these objects.

4 MEMBERSHIP AND REPRESENTATION

4.1 Classes of Members

The membership of the Club shall consist of the following classes of members:

- (a) Senior Sailing Members;
- (b) Life Members;
- (c) Youth Sailing Members;
- (d) Junior Sailing Members;
- (e) Associate Members.

4.2 Membership Procedure

- (a) In addition to the rights herein prescribed for each class of members, the Board of Directors may from time to time interpret and determine the rights of any class of member, provided that such rights are consistent with the rights granted pursuant to the terms of this Constitution.
- (b) Except for Life Members, the number of members in each class of membership shall otherwise be unlimited.
- (c) Applications for Sailing Membership shall be proposed and seconded by Sailing Members entitled to vote;
- (d) Applications for Associate Membership are not required to be proposed and seconded by any members of the Club.
- (e) An application for Sailing Member must first be approved by the Sailing Committee before it is submitted to the Board for consideration;
- (f) At the next meeting of the Board after the receipt of any application for membership by the Secretary, and provided that the membership fee applicable has been paid, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant by a vote of Board majority;
- (g) Upon acceptance or rejection of an application for Sailing Membership the secretary shall forthwith give the applicant notice of such admission or rejection.

4.3 Senior Sailing Members

- (a) Any person:
 - (i) Over the age of 25
 - (ii) Of good character and repute;
 - (iii) Who is involved in the sport of sailing,may apply for Senior Sailing Membership of the Club.
- (b) Senior Sailing Members shall be:
 - (i) Entitled to vote at general meetings;
 - (ii) Entitled to hold any positions on the Board, Sailing Committee or Sub-Committee;
 - (iii) Eligible for election as Flag Officers.

4.4 Life Members

- (a) Eligibility

Each Life Member must be a person over the age of 18 years who is of good character and who has provided significant service to the Club and who has been a member of the Club and otherwise complies with the requirements of this Constitution for Life Members.

(b) Number of Life Members

The number of Life Members shall not exceed Twenty (20) provided however that the number of present Life Members shall not be affected.

(c) Entitlements

Life Members shall be entitled to receive notice of, attend and speak at General Meetings of the Club, receive exemption from all membership fees, subscriptions and fees.

(d) Nomination for Life Membership

(i) Notice of nomination shall be signed by at least two (2) Sailing Members or Life Members of the Club and the nominee and shall be given to the secretary.

(ii) The Board of Directors shall consider at such meeting of the Board of Directors as time shall require preceding the Annual General Meeting of the Club each such nomination. The Board of Directors may select a maximum of two nominees and if the nominee agrees in writing to become a Life Member, his/her name shall be submitted to the next Annual General Meeting provided however that the Directors shall not be required to approve or submit to the Club any nominees in their absolute discretion.

(e) Election of Life Member

Any nominee for Life Membership shall be declared elected if passed by a Special Resolution at an Annual General Meeting of the Club. Upon election the name of the person elected shall be entered into a register of Life Members.

(f) Life members shall be:

(i) Entitled to vote at General Meetings;

(ii) Entitled to hold any positions on the Board or Sailing Committee or Sub-Committee;

(iii) Eligible for election as Flag Officers; and

(iv) Not be required to pay membership fees.

4.5 Youth Sailing Members

(a) Any person:

(i) Aged 18 to 24 years;

(ii) Of good character and repute;

(iii) Who is involved in the sport of sailing,

may apply for Youth Sailing Membership of the Club.

(b) Youth Sailing Members shall be:

- (i) Entitled to vote at general meetings;
 - (ii) Entitled to hold any positions on the Board, Sailing Committee and Sub-Committee;
 - (iii) Eligible for election as a Flag Officer.
- (c) When a Youth Sailing Member attains 25 years of age, his or her Youth Sailing Membership shall, cease and they shall forthwith become a Senior Sailing Member with all the rights and obligations that attach to that class of membership;

4.6 Junior Sailing Members

- (a) Any person:
- (i) Under the age of 18;
 - (ii) Of good character and repute;
 - (iii) Who is involved in the sport of sailing,
- may apply for Junior Sailing Membership of the Club
- (b) Junior Sailing Members shall:
- (i) Not be entitled to vote at the general meetings;
 - (ii) Not be entitled to hold a position on the Board or Sailing Committee;
 - (iii) Be eligible to hold a position on a Sub-Committee.
- (c) When a Junior Sailing Member attains 18 years of age, his or her Junior Sailing Membership shall after 60 days terminate. However on or after such termination, he or she may apply for Youth Sailing Membership as provided in these rules;
- (d) If the Junior Sailing Member has been a member of the Club for at least 1 year immediately preceding such termination, he or she will not be required to pay the entrance fee for the Youth Sailing Member;
- (e) Junior Sailing Members will be permitted onto the Club's licensed premises as permitted by the *Liquor Act*.

4.7 Associate Members

- (a) Any person over the age of 18 may apply for Associate Membership of the Club;
- (b) Associate Members shall be entitled to such limited use of the Club's grounds, clubhouses, premises and any other facilities of the Club and shall be subject to such other restrictions as the Board of Directors may from time to time determine;
- (c) Associate Members are not eligible to vote at general meetings and are not eligible to hold positions on the Board or Sailing Committee, but an Associate Member may be appointed by the Board to a Sub-Committee but not the Sailing Committee.

5 MEMBERSHIP FEES

- (a) The annual membership fee for each class of membership shall be such sum as the Board of Directors shall from time to time determine:-
 - (i) Membership fees shall be levied for and shall relate to a financial year 1 July to the following 30 June.
 - (ii) The Board of Directors may reduce the annual membership fee pro rata for any member joining the Club during a calendar year.
- (b) The membership fees for each class of membership shall be payable at such time and in such manner as the Board of Directors shall from time to time determine.
- (c) The Board of Directors may have regard for a family style membership fee in determining fees in various classes for members of the same family.
- (d) The Board of Directors may create membership fees for multiple years such as three (3) Year Associate Members.

6 REGISTER OF MEMBERSHIP

- (a) The Board of Directors shall cause a register to be kept in which it shall enter the name and particulars of each person admitted to membership of the Club, the date of his/her admission, the class of membership to which the person is admitted .
- (b) Particulars shall also be entered into the Register as the Board of Directors may require from time to time.
- (c) Subject to the provisions of the Privacy Act the Register shall be open for inspection at all reasonable times by any member who previously applies to the Board of Directors for such inspection as required by the Act.
- (d) The register may be kept on a suitable computer system that is adequately maintained at all times or in a written form

7 TERMINATION OF MEMBERSHIP

- (a) A member may resign from the Club at any time by giving notice in writing to the Board of Directors. Such resignation shall take effect at the time such notice is received by the Board of Directors unless a later date is specified in the notice in which case it shall take effect on that later date.
- (b) The Board of Directors shall make disciplinary By laws to deal with termination or suspension of membership of a Member or other action against a Member.
- (c) If a member:
 - (i) Is convicted of an indictable offence;
 - (ii) Fails to comply with any of the provisions of these Rules;
 - (iii) Conducts himself in a manner considered to be injurious or prejudicial to the character of the Club;

(iv) Is in debt to the Club for more than 30 days then they shall forfeit their right to use the facilities of the Club for so long as they remain so indebted;

(v) Is in debt to the Club for more than 90 days;

then their membership may be terminated pursuant to this clause and the By laws.

(d) If a Member resigns or has their Membership terminated there will be no refund of Membership Fees.

(e) The Board of Directors shall have the power to reinstate any membership terminated on such terms as to payment of arrears as it thinks fit to impose.

8 SUSPENSION OF MEMBERSHIP

8.1 If a member fails to observe or comply with any of the provisions of this Constitution or the Club's By laws:

(a) Any two Directors acting together may suspend the member from any or all of the member's membership benefits for a period of not exceeding 2 weeks; or

(b) The Board of Directors may:

(i) Suspend the member from any or all of the member's membership benefits for a period not exceeding 2 months; or

(ii) Censure the member

9 DIRECTORS

9.1 Number of directors

The number of Directors shall be not more than nine (9) and shall comprise of:

(a) Six (6) Directors who shall be elected at the Annual General Meeting (Elected Directors);

(b) One (1) Director who shall be elected as Vice Commodore by the Sailing Committee meeting annually at the first Sailing Committee meeting after the Annual General Meeting.

(c) Up to two (2) Directors may be appointed by the Board (Appointed Directors).

9.2 Qualification and Restriction on Directorship

(a) No Director shall be a paid employee of the Club. Payment of an honorarium does not make a Director a paid employee.

(b) Only persons who are Youth Sailing Members, Senior Sailing Members or Life Members are eligible to be nominated for election as a Director or appointed to fill a Casual Vacancy.

9.3 Nomination and election of Elected Directors

An eligible member shall be nominated by a proposer and seconder for election as a Director. The proposer and seconder shall be Sailing Members entitled to vote.

- (a) If there is only one person nominated for a position, that person shall not be elected by default and must still be elected by a vote of more than 50% of the votes cast.
- (b) The nomination of a person for election must be made in the form prescribed by the Board of Directors and signed by the proposer, seconder and nominee and submitted to the place and by the date and time set out in the notice calling for nominations.

9.4 Term of office

Subject to this Constitution:

- (a) The Elected Directors shall hold office for a term of three (3) years.
- (b) Directors must retire at the end of the Annual General Meeting in the last year of their three (3) year term and subject to the maximum term shall be eligible for re-election.
- (c) The term of the Vice Commodore is a period of one (1) year.

9.5 Appointed Directors

- (a) The term of Appointed Directors shall be up to three (3) years from the date of the Board Meeting at which they are appointed as determined by the Board at the time of appointment.
- (b) An Appointed Director may serve a maximum of not more than five (5) consecutive years.
- (c) The Board shall create a By law to set out the process for being nominated for appointment as an Appointed Director.
- (d) Appointed Directors shall be appointed pursuant to an ordinary resolution of the Board.
- (e) Appointed Directors do not have to be a member of the Club.
- (f) If an Appointed Director ceases to be a Director this term shall come to an end and no Casual Vacancy shall be created.

9.6 Removal of director before term

The Members at a General Meeting may for any reason remove a Director from the Board of Directors before the expiration of his/her period of office by simple majority vote of all members attending the General Meeting in person or by proxy.

9.7 Chairman and Vice Chairman of directors

- (a) A Chairman of Directors (the Commodore) shall be appointed at the first meeting of Directors following the Annual General Meeting and shall act in that capacity until the following Annual General Meeting.
- (b) The Deputy Chairman shall be the Vice Commodore as elected by the Sailing Committee.

- (c) The Commodore must preside as chairman at each meeting of Directors and the Club.
- (d) If at a meeting of Directors:
 - (i) there is no Commodore the Vice Commodore will act as chairman;
 - (ii) the Commodore and Vice Commodore are not present within 30 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Commodore or Vice Commodore are not willing to act as chairman of the Meeting,

the Directors present must elect one of their number to be Chairman of the meeting.
- (e) If the Commodore resigns the Board will elect a new Commodore.
- (f) The Board may change the Commodore as they see fit from time to time.

9.8 Vacation of office

The office of a Director shall be automatically vacated

- (a) If he/she is in breach of the Act;
- (b) If he/she becomes prohibited from being a Director by virtue of any order made under the Act;
- (c) If he/she becomes prohibited from being a Director by virtue of this Constitution;
- (d) If he/she becomes bankrupt or an insolvent under administration or makes arrangements or composition with his creditors;
- (e) If he/she becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under law relating to mental health;
- (f) If he/she tenders to the Board of Directors his resignation in writing or refuses to act as a Director;
- (g) If he/she absents himself from three (3) consecutive meetings of the Board without leave of absence from the Board of Directors;
- (h) If he/she is ineligible to hold office pursuant to Part 2D.3 of the Act;
- (i) If he/she dies;

9.9 Casual Vacancy

The Directors shall have power to appoint a member for the purpose of filling a casual vacancy of an Elected Director. The member filling the casual vacancy shall hold office for the balance of the term of the member who created the casual vacancy. The period of time held by a member filling a casual vacancy shall not be included in calculating the maximum term of an Elected Director.

9.10 Maximum Term

The maximum term of Elected Director shall be nine (9) consecutive years. For the purposes of this clause, the first year to be counted will be from the Annual General Meeting in 2013.

9.11 Powers and duties of directors

- (a) The Directors are responsible for managing the business of the Club and may exercise all the powers of the Club which are not required by the Act or by this Constitution and By-Laws to be exercised by the Club in general meeting.
- (b) The Directors after each Annual General Meeting appoint the Disciplinary Panel.

9.12 Proceedings of directors

- (a) The Directors shall meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a number of the Directors sufficient to constitute a quorum, and so constitutes a meeting of the Directors and all the provisions in this Constitution relating to meetings of the Directors apply, so far as they can and with such changes as are necessary, to meetings of the Directors by telephone or other electronic means.

9.13 Interested directors

- (a) A Director who is in any way interested in any contract or arrangement or proposed contract or arrangement with the Club:
 - (i) will not be counted in determining whether or not there is a quorum present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement,
 - (ii) may not vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement; and
 - (iii) may not sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement the Club may execute.
- (b) A Director of the Club may be or become a director or other officer of or otherwise interested in any related body corporate or any other body corporate but must disclose such interest.
- (c) The Board of Directors may make By laws in relation to the disclosure of interests and Directors must comply with such By laws.

9.14 Notice of meetings of directors

- (a) Subject to this Constitution, notice of a meeting of Directors must be given to each person who at the time of the meeting is a Director, other than a Director on leave of absence approved by the Directors.

- (b) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting;
 - (ii) state the nature of the business to be transacted at the meeting;
 - (iii) may be given immediately before the meeting;
 - (iv) may be given in person or by post, or by telephone, fax, email or other electronic means; and
- (c) A Director may waive notice of any meeting of Directors by notifying the Club to that effect in person or by post, or by telephone, fax or other electronic means.

9.15 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.
- (b) A quorum consists of a majority of Directors eligible to vote on a matter.
- (c) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors or is less than the minimum number of Directors fixed under this Constitution, the remaining Director or Directors must act as soon as possible:
 - (i) to increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this Constitution; or
 - (ii) to convene a general meeting of the Club for that purpose,
 - (iii) and, until that has happened, must only act if and to the extent that there is an emergency requiring them to act.
- (d) The non-receipt of notice of a meeting of Directors by or a failure to give notice of a meeting of Directors to a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the Director:
 - (i) has waived or waives notice of that meeting under clause 9.14(c); or
 - (ii) has notified or notifies the Club of his or her agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
 - (iii) the Director attended the meeting without such notice.

9.16 Decisions of directors

- (a) Questions arising at a meeting of Directors are to be decided by a simple majority of votes cast by the Directors present and any such decision is for all purposes a decision of all the Directors.
- (b) In the case of an equality of votes upon any proposed resolution:
 - (i) the Commodore will not have a second or casting vote; and
 - (ii) the proposed resolution is to be taken as having been lost.

9.17 Sub-Committees

- (a) The Board of Directors may delegate any of their powers to a Sub-Committee consisting of such Directors or other persons as they think fit or as set out in a By law.
- (b) The authority of a Sub-Committee shall be determined by the authority given to it by the Board of Directors pursuant to a By law or specific delegation.
- (c) A Sub-Committee to which any powers have been so delegated must exercise the powers delegated in accordance with the delegation from the Board of Directors.
- (d) The Board of Directors may terminate or vary the size, representation, membership or function of any Sub-Committee not including the Sailing Committee as it sees fit from time to time.
- (e) Any Sub-Committee appointed by the Board of Directors shall be operative until it fulfils the purpose for which it was established or until revoked by the Board of Directors.
- (f) Should an appointed Sub-Committee member be absent without leave from three (3) consecutive meetings of the Committee, the position shall ipso facto be vacant. If any vacancy occurs in any Sub-Committee for any reason it may be filled by the Board of Directors.
- (g) The provisions of this Constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are reasonably necessary, to meetings and resolutions of a Sub-Committee of the Board of Directors.
- (h) The Sailing Committee is a Sub-Committee of the Board.

9.18 Delegation to individual directors

- (a) The Directors may delegate any of their powers to one Director.
- (b) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

9.19 Remuneration of Directors

- (a) Directors may receive honorarium in return for services actually rendered to the Club in such amount and on such terms and conditions as the members shall from time to time at any General Meeting so determine.

- (b) Directors shall be reimbursed for expenses incurred in:
 - (i) In attending directors' meetings or any Board meetings or meetings of Committees; and
 - (ii) In attending any general meetings of the company; and
 - (iii) In connection with the Club's business.

10 SAILING COMMITTEE

- (a) The Sailing Committee shall consist of the Vice Commodore and Rear Commodore together with up to five committee members;
- (b) The Vice Commodore will be the chairman of the Sailing Committee;
- (c) The committee members of the Sailing Committee shall be elected by the members at the Annual General Meeting. Members of the Sailing Committee are elected for a term of two (2) years with one half of the Committee being elected at each Annual General Meeting;
- (d) Casual vacancies on the Sailing Committee may be filled by the Sailing Committee. The person filling the casual vacancy shall hold office for the balance of the term of the person who has created the casual vacancy;
- (e) Associate Members may not be elected or appointed to the Sailing Committee. Only Sailing Members may be elected or appointed to the Sailing Committee;
- (f) The Sailing Committee shall, at its first meeting after the Annual General Meeting, elect the Vice Commodore and Rear Commodore.
- (g) The procedure for nomination and election of committee members of the Sailing Committee shall be the same as set out in clause 9 of these rules as if those clauses referred to the Sailing Committee instead of the Board of Directors;
- (h) The Sailing Committee shall be entitled to establish rules for the regulation of the sport of sailing and By laws for the conduct of the committee;
- (i) The Sailing Committee may appoint Sub-Committees with such authority as the Sailing Committee is entitled to delegate to the Sub-Committee;
- (j) The Sailing Committee is a Sub-Committee of the Board.

11 MEETINGS

11.1 Annual General Meeting

The Annual General Meeting the Club shall be held no later than 30 November in each year.

11.2 General meetings

- (a) All meetings of members other than the Annual General Meeting shall be General Meetings.
- (b) A General Meeting shall be convened by the Commodore upon:

- (i) receiving instructions to do so from the Board of Directors
 - (ii) receiving a written requisition from no less than 25 Members who are entitled to vote or a majority of Directors stating reasons for and business of the proposed meeting. The written requisition shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted thereat. Prior to the calling of the meeting, the Board of Directors shall meet with a representative or representatives of those members requesting the meeting to attempt to resolve the matters in issue prior to the calling of the meeting.
- (c) A General Meeting shall be held in Yeppoon or elsewhere as determined by the Board of Directors at such time and place as the Board of Directors shall determine.
 - (d) The chairman of all General Meetings shall be the Commodore and in the absence of the Commodore, the chairman shall be the Vice Commodore.

11.3 Notice of meeting

- (a) Subject to the provisions of the Act relating to special resolution and agreements for shorter notice, 21 days notice shall be given of any meeting of the Club specifying the place, the day and the hour of the meeting, the general nature of the business to be transacted and be given to such persons as are entitled to receive such notices from the Club.
- (b) The Directors and Sailing Members shall be entitled to receive notice of any meeting of the Club and to attend such meeting. Associate Members are not entitled to notice of any meeting of the Club.
- (c) Notice may be given by the Club either personally or by sending it by post to the recipient at his usual address or by facsimile transmission or email at a number or address supplied by him/her to the Club.
- (d) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, stamping and posting a letter containing the notice and to have been effected in the case of a notice of a meeting two days after the date of its posting.
- (e) The non-receipt of notice of a meeting by any Member or Life Member shall not invalidate the proceedings at any meeting.

11.4 Business of Annual General Meeting

The business of the Annual General Meeting shall include inter alia:

- (a) To receive reports from the Board of Directors;
- (b) To receive and consider the financial statements and the report of the auditor;
- (c) To elect Directors;
- (d) To receive and consider the reports of any Committees as directed by the Board of Directors;
- (e) To vote on any nominee for election as a Life Member;

- (f) To deal with any other business approved by the Club or the Board of Directors; and
- (g) To elect the members of the Sailing Committee.

The agenda for any meeting shall be prepared and approved by the Board of Directors.

11.5 Quorum

- (a) The quorum for the Annual General Meeting shall be a number equal to twice the number of Directors plus one (1)
- (b) At a General Meeting called by the Board of Directors a quorum shall be the number equal to twice the number of members of the Board of Directors plus one (1).
- (c) At a General Meeting requisitioned by the members, the number of members required to constitute a quorum shall be 50 members of the Club entitled to vote at meetings of the Club.
- (d) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this Rule "member" includes a person attending by proxy.
- (e) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board of Directors or the Club, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine.

11.6 Adjournment

The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. As aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

11.7 Proxies

- (a) A Member, entitled to attend and vote at a General Meeting shall be entitled to appoint another Member as a proxy to attend and to vote instead of that Member. A proxy for this purpose must be lodged in writing to the Club 24 hours prior to the commencement of the Annual General Meeting or General Meeting.
- (b) The instrument appointing a proxy shall be in writing and signed by the Member.
- (c) Only one proxy may be held by each member attending the meeting, however the Commodore may hold more than one proxy.

- (d) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (e) Subject to the Corporations Law, the instrument appointing a proxy shall be deposited at such place in the State as is specified for that purpose in the notice convening the meeting (or if no such place is specified, at the Office) prior to the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.
- (f) Every instrument of proxy shall be in or to the effect of the form in Schedule 1 or in such form acceptable to the Club generally or in a particular case.

12 FINANCIAL YEAR

The financial year of the Club shall commence on the 1st day of July in each year and shall end on the next 30th day of June following.

13 MINUTES AND RECORDS

13.1 Books and records

The Directors shall keep and maintain and locate at the Club's registered office all books and records required by the Act.

13.2 Minutes

The Directors shall cause minutes to be made:

- (a) Of all proceedings of meetings of the Club and of all proceedings of meetings of the Directors and of all Sub-Committees minutes shall be duly entered in records maintained for the purpose as required by this Constitution and the Act;
- (b) The Directors shall enter in the minutes of:
 - (i) all appointments of officer bearers,
 - (ii) names of Directors present at all meetings of the Club and the Board,
 - (iii) all proceedings of all meetings of the Club and of the Directors,
 - (iv) and such minutes shall be signed by the chairman of the meeting at which the proceedings were held.
- (c) The record of attendance of Directors at meetings shall be published annually in the report of the Directors to the Club at the Annual General Meeting.
- (d) Minutes of Directors and Sub-Committee meetings are not available for inspection by Members.

14 ACCOUNTS AND AUDITS

14.1 Auditor

An auditor shall be appointed by the Club and shall perform their duties as regulated by the Act or any resolution of the Club.

14.2 Records

- (a) The Board of Directors shall cause to be kept such accounting or other records as will clearly explain the transactions and financial position of the Club and enable true and fair statement of financial performance and statement of financial position and any documents required by law to be attached thereto to be prepared from time to time and shall cause those records to be kept in such manner as to enable them to be properly audited.
- (b) The Board of Directors shall at the Annual General Meeting put before the Club a statement of financial performance and statement of financial position for the period since the preceding accounts made up to date for the financial year.

14.3 Location of Records

The said records shall be kept at the registered office of the Club or at such other place as the Board of Directors think fit and shall at all times be open for inspection by the persons authorised herein.

14.4 Inspection of Records

Subject to the Act, the Board of Directors shall from time to time determine such time and place and under what conditions the accounting and other records of the Club shall be open to the inspection of any Director or Member entitled to vote. The Board of Directors shall have unfettered right to decline access to any book or document of the Club to any other person except as required by the Act or authorised by the Board of Directors or by the Club.

14.5 People entitled to receive accounts

A copy of the statement of financial performance and statement of financial position (including every document required by law to be attached thereto) which is to be put before the Club accompanied by a copy of the auditor's report thereon shall, not less than 14 days before the date of the meeting, be made available to every person entitled to receive notice of meetings of the Club.

15 INDEMNITY AND INSURANCE

- (a) The Club shall indemnify to the full extent permitted by law all Directors and Officers from or against all actions, suits, claims and demands including costs for any acts or omissions (excluding criminal acts) done or performed in good faith in the performance of his/her duties.
- (b) The Directors may, to the fullest extent permitted by law:
 - (i) Purchase and maintain insurance; or
 - (ii) Pay or agree to pay a premium for insurance for any persons to whom this rule applies against all liability incurred by the person as a Director or as an Officer of the Club or of a related body corporate including but not limited to a liability for negligence and/or for reasonable costs and expenses incurred in defending claims or proceedings, whether civil or criminal whatever their outcome.

16 BY LAWS

The Board of Directors may make such rules, regulations and By laws not inconsistent with this Constitution as may be considered necessary for the proper conduct of its business and not inconsistent with the intent of this Constitution and may from time to time repeal, amend or alter the same.

17 TRANSITIONAL PROVISIONS

To be completed

18 AMENDMENTS TO CONSTITUTION

The Members entitled to vote may by Special Resolution and subject to the Corporations Law amend any of the provisions of the Constitution.

19 DISTRIBUTION OF PROFITS

The income and property of the company must be applied solely towards the promotion of the objects of the company set out in this Constitution and no portion of the income or property is to be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the members of the company.

20 DIRECTORS RIGHT TO ATTEND SUB-COMMITTEE MEETINGS

The Directors shall have the right to attend and to speak at any Sub-Committee meeting including any meeting of the Sailing Committee. The Directors do not have a right to vote at such meetings.

21 WINDING UP

If upon the winding up or dissolution of the company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it must not be paid to or distributed amongst the members of the company but must be given or transferred to some other institution or institutions having objects similar to the objects of the company, and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company under clause 19, such institution or institutions to be determined by the Members entitled to vote at or before the time of dissolution and in default thereof by the Chief Justice of the Supreme Court of Queensland or another Judge of that Court who has or acquires jurisdiction in the matter, and if and so far as effect cannot be given to the above provision then to some charitable object.

SCHEDULE 1

Proxy Form

I, _____ of _____ being a Member of Keppel Bay Sailing Club Limited hereby appoint/s _____ of _____ as my proxy to vote for me and on my behalf at the *Annual General Meeting / General Meeting of the Club to be held on the _____ day of _____ 20____, and at any adjournment thereof.

If this proxy is signed under power of attorney, the signatory declares that he has had no notice of revocation thereof.

I declare that my proxy shall vote as follows:

Signature of Appointor: _____ **Membership Number:** _____

Signature of Proxy Holder: _____ **Membership Number:** _____

SIGNED this _____ day of _____ 20____.

* Delete as appropriate.

NOTES:

1. A Member is entitled to appoint a proxy to attend and vote on a poll instead of that Member.
2. If the appointor wishes to direct the proxy how to vote, then the appointer should indicate this on the proxy form. Otherwise, the proxy may vote if and as the proxy chooses.
3. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution or resolutions, and where the instrument if proxy so provides, the proxy is not entitled to vote on the resolution or resolutions, except as specified in the instrument.