



CONSTITUTION

Adopted October 2011

**CONSTITUTION
OF THE
KEPPEL BAY SAILING CLUB INCORPORATED**

INTERPRETATION AND DEFINITIONS

- “Financial member” means a member whose membership fees are not in arrears for a period of 2 months or more.
- “Act” means the Associations Incorporation Act 1981 and the Associations Incorporation Regulations 1999 as amended from time to time.
- “Family” includes the husband or wife or de facto partner of a member and any child or children of the member (including any child or children for which a member has responsibility as guardian).

NAME

1. The name of the incorporated association shall be the Keppel Bay Sailing Club Incorporated (in these Rules called “the Association”).

OBJECTS

2. The objects for which the Association is established are to:-
 - (1) Promote and encourage sport in the community
 - (2) Conduct sporting events and competitions
 - (3) Promote and encourage the sport of amateur sailing on Keppel Bay and elsewhere;
 - (4) Conduct and race sailing craft at Keppel Bay and at such Other places as may from time to time be decided by the Association;
 - (5) Make and maintain provision to enable its members, guests And other approved persons to participate in sailing;
 - (6) improve the sailing abilities of its members and other Approved persons by the provision of coaching and training;
 - (7) encourage increased and wider participation in the sport of sailing by promoting the club and the sport of amateur sailing;

- (8) Provide food, refreshments, accommodation, entertainment and all things incidental to the preceding objects for the members, guests and other approved persons.

POWERS

3. (1) The Association has, in the exercise of its affairs, all the powers of an individual.
- (2) The Association may, for example -
- (a) Enter into contracts; and
 - (b) Acquire, hold, deal with and dispose of property; and
 - (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.
- (3) Without limiting the generality of the foregoing, the Association has power to:
- (a) Issue secured and unsecured notes, debentures and debenture stock for the Association;
 - (b) To grant a floating charge on property of the Association;
 - (c) To procure the Association to be registered or recognized as a body corporate in any place outside Queensland;
 - (d) To do any other act that it is authorized to do by any other law.

CLASSES OF MEMBERS

4. (1) the membership of the Association shall be divided into the following classes:-
- (a) Ordinary sailing members hereafter called 'ordinary members' or ordinary sailing members' as the case may be.
 - (b) Life members;
 - (c) Junior sailing members;
 - (d) Associate members.
 - (e) Corporate Members
- (2) ORDINARY SAILING MEMBERS
- (a) Any person:
 - (1) Over the age of 18;

- (ii) Of good character and repute; and
- (iii) who owns a sailing craft or is experienced in the sport of sailing;

May apply for ordinary sailing membership of the Association.

- (b) Ordinary Sailing Members shall be:
 - (i) entitled to vote at general meetings
 - (ii) entitled to hold any positions on the Management committee; and
 - (iii) eligible for election as Flag Officers on the sailing committee;

(3) LIFE MEMBERS

- (a) Any member of the Association who has Demonstrated outstanding commitment or service to the Association may be conferred the honour of life membership by the Association.
- (b) A nomination for life membership shall be made in writing, signed by the nominee and the nominee's proposer and seconder and lodged with the secretary.
- (c) Nominations for life membership shall be proposed and seconded by 2 ordinary sailing members of the Association.
- (d) At the next annual general meeting of the Association after the receipt by the secretary of the nomination, the members shall consider and determine upon the approval or rejection of the nomination.
- (e) Life members shall be:
 - (1) Entitled to vote at general meetings;
 - (ii) Entitled to hold any positions on the management committee; and
 - (iii) Eligible for election as Flag Officers on the sailing committee.
- (f) Life members shall not be required to pay membership fees.

(4) JUNIOR SAILING MEMBERS

- (a) Any person under the age of 18 who is experienced in the sport of sailing may apply for junior sailing membership of the Association.
- (b) Junior sailing members are not entitled to vote at

general meetings and are not eligible to hold positions on the management committee.

- (c) Junior sailing members shall be permitted to use the Association's facilities and participate in Association competitions upon such terms and conditions as the management committee may from time to time determine.
- (d) When a junior sailing member attains 18 years of age, his or her junior sailing membership shall automatically terminate. However on or after such termination he or she may apply for ordinary sailing membership as provided in these rules.
- (e) If the junior sailing member has been a member of the Association for at least 1 year immediately preceding such termination, he or she will not be required to pay the entrance fee.
- (f) Junior sailing members will only be permitted onto licensed premises when not in the company of an adult if they are participating in junior sailing activities or attending meetings, functions or events hosted by the Association.

(5) ASSOCIATE MEMBERS

- (a) Any person over the age of 18 may apply for associate membership of the Association.
- (b) Associate members shall be entitled to such limited use of the Association's grounds, clubhouse, premises and any other facilities of the Association and shall be subject to such other restrictions as the management committee may from time to time determine.
- (c) Associate members shall not be required to pay the entrance fee.
- (d) Associate members are not eligible to vote at general meetings and are not eligible to hold positions on the management committee.

(5A) CORPORATE MEMBERS

- (a) Any proprietary company of which at least 1 director is an ordinary associate or life member may apply for corporate membership of the Association.
- (b) Corporate members shall be entitled to:

- (i) the use of all members services; and
- (ii) Attend general meetings of the Associations.

However, corporate members shall not have any voting rights at general meetings of the Association nor be able, by their nominated representative, to hold positions on the management committee.

- (6) The number of members in any class of membership is unlimited.

MEMBERSHIP

- 5. (1) every application for any class of membership (subject to rule 4(3) of the Association shall be:
 - (a) made in writing, signed by the applicant and the applicant's proposer and seconder (subject to sub-rules (3) and (4));
 - (b) In such form as the management committee may from time to time prescribe; and
 - (c) Accompanied by the prescribed membership fee.
- (1A) if the applicant is a company it must nominate 1 person ("nominated representative") to represent it in the Association.

The application form must include:

 - (a) the name and address of the nominated representative; and
 - (b) be signed by the nominated representative
- (1B) the nominated representative will have the power to exercise all or any of the powers the corporate member may exercise at any meeting. The appointment of the nominated representative shall be a standing one.
- (2) Every application for any class of membership (subject to rule 4(3)) of the Association shall be lodged with the secretary.
- (3) Applications for ordinary sailing membership and corporate membership shall be proposed and seconded by ordinary sailing members of the Association.
- (4) Applications for associate membership shall be proposed and seconded by any members of the Association.

MEMBERSHIP FEES

- 6. (1) The membership fees for each class of membership and the structure of fees such as for families, unless otherwise provided

in the rules, shall be such sum as the members shall from time to time at any general meeting so determine.

- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the management committee shall from time to time determine.

ADMISSION AND REJECTION

7. (1) At the next meeting of the management committee 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 management committee, who shall thereupon determine upon the admission or rejection of the applicant.
 - (2) Any applicant who receives a majority of the votes at the meeting at which such application is being considered shall be admitted as a member to the class of membership applied for.
 - (3) Upon acceptance or rejection of an application for membership the secretary shall forthwith give the applicant notice in writing of such admission or rejection.

REJOINING MEMBERS

8. Any former member wishing to rejoin the Association must apply for membership in accordance with rule 5.

TERMINATION OF MEMBERSHIP

9. (1) A member may resign from the Association at any time by giving notice in writing to the secretary but shall pay all arrears of membership fees and other monies outstanding at the date of giving notice to the secretary or such later date as specified in the notice. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
 - (2) If a member:-
 - (a) Is convicted of an indictable offence; or
 - (b) Fails to comply with any of the provisions of these rules;

- or
- (c) Being a corporate member, is wound up or is otherwise dissolved or deregistered; or
- (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association.

Then the management committee shall consider whether the member's membership shall be terminated.

- (3) If a member has membership fees in arrears for a period of 3 months or more and written notice has been given in advance to the member of fees due and payable, the member's membership shall automatically terminate.
- (4) The management committee shall have the power to reinstate any membership terminated in accordance with sub-rule (2) (c) and (3) above on such terms as to payment of arrears as it thinks fit to impose.
- (5) In all other circumstances provided for in sub-rule (2) the member concerned shall be given a full and fair opportunity of presenting the member's case and if the management committee resolves to terminate the member's membership it shall instruct the secretary to advise the member in writing accordingly.
- (6) The management committee shall have the power to sue for and recover from any defaulting member all arrears of membership fees and other monies which may be due by any defaulting member of the Association, including all such membership fees and other monies as may be due up to the date upon which the members membership terminates as provided in clause "9(1)" management committee shall declare such member to be no longer a member of the Association.

SUSPENSION OF MEMBERSHIP

- 10.** (1) if a member fails to observe or comply with any of the provisions of these rules or the Association's by-laws:
 - (a) any two management committee office bearers acting together may suspend the member from any or all of the member's membership benefits for a period not exceeding 2 weeks; or
 - (b) the management committee may:

(i) Suspend the member from any or all of the member's membership benefits or

(ii) Censure the member,

for a period not exceeding 2 months

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

11. (1) A person whose application for membership has been rejected or whose membership has been terminated may within 1 month of receiving written notification thereof, lodge with the secretary written notice of their intention to appeal against the decision of the management committee.
- (2) Upon receipt of a notification of intention to appeal against the rejection or termination of membership the secretary shall convene, within three (3) months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- (3) At any such meeting the person or member shall be given the opportunity to fully present his or her case and the management committee or those members thereof who rejected the application for membership or terminated the membership shall likewise have the opportunity of presenting their case.
- (4) The appeal shall be determined by the vote of the members present at such meeting.
- (5) Where a person, whose application is rejected, does not appeal against the decision of the management committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any entrance or membership fees paid.

REGISTER OF MEMBERS

12. (1) the management committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- (2) Particulars shall also be entered into the register of 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.

- (3) The register shall be open for inspection at all reasonable Times by any member who previously applies to the secretary for such inspection.

MEMBERSHIP OF MANAGEMENT COMMITTEE

13. (1) the members of the management committee shall be elected at the Annual General Meeting and shall consist of a sailing committee member (who must be an ordinary sailing member) and no less than four and no more than eight other members.
- (2) Election of Members to Management Committee
 - (1) At the first annual general meeting of the Association after the adoption of the amendments to these rules all members of the management committee retire from office and at the annual general meeting in every subsequent year 1/3 of the members of the management committee for the time being provided that the sailing committee member shall retire at each annual general meeting or, if their number is not 3 or a multiple of 3 then the number nearest to but not exceeding 1/3, retire from office but no members of the management committee may retain office for more than 3 years without submitting himself or herself for re-election even though the submission results in more than 1/3 of the members of the management committee retiring from office.
 - (2) The member or members of the management committee to retire at an annual general meeting other than the first annual general meeting after the adoption of the amendments to these rules are those who have been longest in office since their election.
 - (3) As between or among 2 or more members who became members of the management committee on the same day, the member or members to retire are determined by lot unless they otherwise agree between or among themselves.
 - (4) A retiring member of the management committee is eligible for re-election without the necessity of giving any previous notice of his or her intention to

- submit himself or herself for re-election.
- (5) Unless the members of the Association decide to reduce the number of members on the management committee the Association, at any general meeting at which any member of the management committee retires, may fill the vacated office by re-electing the retiring member or electing some other qualified person.
 - (6) If at any general meeting the vacated office is not filled, the retiring member of the management committee, if willing and not disqualified, must be treated as re-elected unless the members of the Association decide to reduce the number of members in office on the management committee or a resolution for the re-election of that member is put and lost.
- (3) Nomination for Election
- (1) Each candidate for election as a member of the management committee must;
 - (a) be a current ordinary or life member whose membership fees (if applicable) are paid up at the time;
 - (b) be proposed by an ordinary sailing member or life member, or the nominated representative of a corporate member whose membership fees (if applicable) are paid up at that time: and
 - (c) Be seconded by another ordinary sailing member, life member or the nominated representative of another corporate member.
 - (2) No member or nominated representative of a corporate member may propose more than 1 person as a candidate but may second more than 1 nomination.
 - (3) A nomination of a candidate for election must;
 - (a) be in writing;
 - (b) be signed by the candidate; and
 - (c) be signed by the proposer and seconder.
 - (4) A nomination of a candidate for election must be received at the registered office of the Association not later than 5p.m. on the day which is 14 days prior to the annual general meeting at which the candidate seeks election.
 - (5) A lists of the candidates' names in alphabetical

order together with the proposers' and seconders' names must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least 7 days immediately preceding the annual general meeting.

(4) Election Procedure

- (1) If a number of candidates for election as members of the management committee is equal to or less than the number of vacancies on the management committee the chair of the annual general meeting must declare those candidates to be duly elected as members of the management committee.
- (2) If the number of candidates for election as members of the management committee is greater than the number of vacancies on the management committee a ballot must be held for the election of the candidates.
- (3) If a ballot is required balloting lists must be prepared listing the names of the candidates only in alphabetical order.
- (4) At the annual general meeting each person entitled to vote and voting on the ballot may vote for a number of candidates equal to the number of vacancies.
- (5) The candidates receiving the greatest number of votes cast in their favour must be declared by the chair of the meeting to be elected as members of the management committee.
- (6) If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the names of the candidates who received the same number of votes must be put to a further ballot immediately.

(5) Office Bearers and Subsequent Election at Management Committee

- (1) Office bearers are elected by the members of the management committee at the first meeting of the management committee held after the immediately preceding annual general meeting and hold office until the end of the next annual general meeting.
- (2) The members present must appoint one of their number to act as chair of the meeting for the

- purpose of the election.
- (3) The office bearers shall be a president, vice president, secretary and honorary treasurer.

(6) Eligibility and Nomination

- (1) Except for the secretary, only members of the management committee elected under rule 13(3) may be office bearers. Any member of the management committee is eligible for election to any office bearer position.
- (2) Each member of the management committee standing for election as an office bearer must be proposed by another member of the management committee.
- (3) If a member of the management committee stands for election for more than 1 position as an office bearer separate nominations must be received in respect of each position.
- (4) A nomination may be;
 - (1) in writing, received by the secretary not less than 24 hours prior to the management committee meeting at which the election is to take place and signed by the candidate and the proposer; or
 - (2) made orally at the meeting, provided that the candidate is present and consents to the nomination.

(7) Election Procedure – Office Bearers

- (1) The election of the office bearers is held in the order in which the positions are listed in rule 13(2)
- (2) If there is only 1 candidate for election to any office bearer position that person is declared elected to that position.
- (3) If there is more than 1 candidate for election to any office bearer position a ballot must be held amongst the candidates. The candidates receiving the greatest number of votes cast in his or her favour is declared elected to that position.
- (4) In the case of an equality of votes in respect of any position a further ballot must be held immediately but if there is still an equality of votes the successful candidate must be determined by lot.
- (5) If a member of the management committee is

elected to a position as office bearer then his or her nomination, if any, for any other position must be treated as withdrawn before the election is held in respect of the other position or positions.

- (6) Subject to this rule 13(8) a ballot is conducted in the manner the members of the management committee determine.
- (8) Remuneration of Members of the Management Committee
Any member or members of the management committee may receive remuneration in return for services actually rendered to the Association in such amount and on such terms and conditions as the members shall from time to time at any general meeting so determine.

RESIGNATION OR REMOVAL OF MANAGEMENT COMMITTEE MEMBERS

- 14. (1) Any member of the management committee may resign from membership of the management committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice then it shall take effect on that later date.
- (2) A member of the management committee may be removed from office at a general meeting of the Association where the member shall be given the opportunity to fully present the member's case.
- (3) The question of removal shall be determined by the vote of members present at such a general meeting.
- (4) There is no right of appeal against a member's removal from office under this rule.

VACANCIES ON MANAGEMENT COMMITTEE

- 15. (1) The management committee shall have power at any time to appoint any Financial ordinary sailing member or life member of the Association to fill any casual vacancy in any office bearer's positions and any financial ordinary sailing or life member of the association to fill any casual vacancy in any other positions on the management committee until the next annual general meeting.
- (2) The continuing members of the management committee may act notwithstanding any casual vacancy in the

management committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the management committee, the continuing member or members may act for the purpose of increasing the number of members of the management committee to that number or of summoning a general meeting of the Association, but for no other purpose.

- (3) If any member of the management committee is absent from 3 consecutive meetings without leave of absence being granted by the management committee then the member's position may be declared vacant by the management committee.

DUTIES OF HONORARY TREASURER

16. (1) the honorary treasurer shall (subject to directions or reservations imposed by the management committee from time to time) exercise a general supervision over the Association's accounts and finances.
- (2) as soon as practicable after the end of each financial year the honorary treasurer shall cause to be prepared a statement containing particulars of:-
 - (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (3) The auditor must examine the statement prepared under sub-rule (2) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (4) The honorary treasurer shall present the audited statement to the annual general meeting for adoption.

SECRETARY

17. (1) the secretary shall be appointed by the management committee in the capacity of either an employed or honorary secretary.
- (2) If the secretary is appointed as an honorary secretary, the secretary shall: have the full rights and obligations of a member of the management committee but shall not have

- any voting rights at management committee meetings; and be exempted from payment of the entrance fee and membership fees during the period of appointment.
- (3) If the secretary is appointed as an employed secretary, the secretary shall attend management committee meetings at the invitation of the management committee only and shall not have any voting rights.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

18. The management, business, administration and general affairs of the Association shall be under the control of the management committee who may exercise all the powers of the Association and who shall have full control of the property and funds of the Association and absolute authority regarding its position and in the conduct of all the affairs and business of the Association except in so far as is otherwise expressly provided in these rules.

MEETINGS OF MANAGEMENT COMMITTEE

19. (1) The management committee shall meet as often as may be necessary for properly conducting the business and operations of the Association but at least once every 2 calendar months.
- (2) The management committee must decide how a meeting is to be called.
- (3) Notice of a meeting is to be given in a way decided by the management committee.
- (4) At every meeting of the management committee a simple majority of the number of members elected and/or appointed to the management committee as at the close of the last general meeting of the members, shall constitute a quorum.
- (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 the president or honorary treasurer, shall lapse.
- (6) 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.
- (7) Questions arising at any meeting of the management committee shall be decided by a majority of votes, and in the case of equality of votes, the chairperson shall have a casting vote in addition to a deliberative vote.
 - (8) Subject as previously provided in this rule, the management committee may meet together and regulate its proceedings as it thinks fit.
 - (9) A member of the management committee shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising thereout and if the member does so vote the member's vote shall not be counted.
 - (10) The president shall preside as chairperson at every meeting of the management committee or if there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for holding the meeting, the vice-president shall be chairperson or if the vice president is not present at the meeting then the members may choose 1 of their number to be chairperson of the meeting.
 - (11) A special meeting of the management committee shall be convened by the secretary on the requisition in writing of either the president or honorary treasurer which requisition shall clearly state the reason why such special meeting is being convened and the nature of the business to be transacted thereat.
 - (12) Not less than 7 days notice in writing shall be given by the secretary to members of the management committee of any special meeting of the management committee.
 - (13) Such notice shall clearly state the nature of the business to be discussed thereat.
 - (14) The management committee may from time to time invite representatives of sports promoted, encouraged or conducted by the association to attend management committee meetings.

DELEGATION OF POWERS OF MANAGEMENT COMMITTEE

20. (1) the management committee may delegate any of its powers to a subcommittee consisting of such members of the association as the management committee thinks fit.

- (2) Any subcommittee 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.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it thinks proper.
- (6) Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

SAILING COMMITTEE

- 20A
- (1) the day to day management of the sport of sailing shall be managed by a sailing committee which must consist of three flag officers, namely a commodore, vice-commodore and rear commodore together with a treasurer and up to five committee members.
 - (2) The members of the sailing committee shall be elected by the members at each annual general meeting.
 - (3) The procedure for nomination and election of members of the sailing committee shall be the same as set out in clause 13(4) and (5) of these rules as if those clauses referred to the sailing committee instead of the management committee.
 - (4) 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 sub-committee.

RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- 21.
- (1) A resolution in writing signed by all the members of the management committee for the time being entitled to receive notice of a meeting of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held.
 - (2) Any such resolution may consist of several documents in

like form, each signed by 1 or more members of the management committee.

ANNUAL GENERAL MEETINGS

22. (1) the annual general meeting must be held:-
 - (a) At least once each year; and
 - (b) Within 6 months after the end of the Association's previous financial year.
- (2) The business to be conducted at every annual general meeting shall be:-
 - (a) The receiving of the management committee's report of the Association's operations for the last financial year;
 - (b) The receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year;
 - (c) The receiving of the auditor's report on the financial affairs of the Association for the last financial year;
 - (d) The presenting of the audited statement to the meeting for adoption;
 - (e) The election of members of the management committee;
and
 - (f) The appointment of an auditor.

SPECIAL GENERAL MEETING

23. (1) the secretary shall convene a special general meeting;
 - (a) at any time directed to do so by the management Committee or president; or
 - (b) within 30 days of receiving a requisition in writing signed by not less than 5 financial ordinary or life members; or
- © Within 3 months of receipt of a notification of intention to appeal against the decision of the management committee to reject an application for membership or to terminate the membership of any person.
- (2) A requisition mentioned in sub-rule (1) (b) shall clearly state the reasons why such special general meeting is

being convened and the nature of the business to be transacted thereat and discussion at the special general meeting will be confined to such business.

QUORUM AT GENERAL MEETING

24. (1) at any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the management committee plus 1.
- (2) No business shall be transacted at any general meeting unless a quorum of members are present at the time of when the meeting proceeds to business.
- (3) 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 in accordance with rule 23(1) (b), shall lapse.
- (4) 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 Chairperson may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (5) 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.
- (6) 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.
- (7) Save as aforesaid, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

NOTICE OF GENERAL MEETING

25. (1) The secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
- (2) The manner by which such notice shall be given shall be

determined by the management committee provided that such notice shall be given in writing.

- (3) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
- (4) Notice of a proposed Special Resolution shall be given to the secretary no later than 21 days before a general meeting. The notice must be in writing and clearly state the terms of the proposed Special Resolution.
- (5) The non receipt of notice by a member shall not invalidate the proceedings at any general meeting.

PROCEDURE AT GENERAL MEETING

26. (1) unless otherwise provided by these rules, at every general meeting:-
 - (a) The most senior office bearer present shall preside as Chairperson, or if there is no office bearer present within fifteen minutes after the time appointed for the holding of the meeting who is willing to act, the members present shall elect 1 of their number to be Chairperson of the meeting;
 - (b) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
 - (c) Every question, matter or resolution shall be decided by a majority of votes of the members present;
 - (d) Every ordinary and life member present shall be entitled to 1 vote and in the case of an equality of votes the Chairperson shall have a second or casting vote;
 - (e) However, only financial members, as at the date of the meeting, shall be entitled to vote;
 - (f) voting shall be by show of hands or a division of members, unless not less than one-third of the members present demand a ballot, in which event there shall be a secret ballot;
 - (g) the Chairperson shall appoint at least three members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
 - (h) A member may vote in person and not otherwise

and on a show of hands and in a secret ballot every person present who is an ordinary or life member shall have 1 vote.

MINUTES OF MEETINGS

27. (1) The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any Financial member who previously applies to the secretary for that inspection.
- (2) For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every management committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding management committee meeting verifying their accuracy.
- (3) Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting.

BY-LAWS

28. The management committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

ALTERATION OF RULES

29. (1) Subject to the provisions of the Act, these rules may be amended, rescinded or added to from time to time by a Special Resolution carried at any general meeting.
- (2) However, an amendment, rescission or addition is valid only if it is registered by the chief executive.

COMMON SEAL

30. (1) the management committee shall provide for a common seal and for its safe custody.
- (2) The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the

management committee and shall be countersigned by the secretary or by a second member of the management committee or by some other person appointed by the management committee for that purpose.

FUNDS AND ACCOUNTS

31. (1) The funds of the Association must be kept in the name of the Association in a financial institution decided by the management committee from time to time.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) The management committee from time to time shall determine:
 - (a) members or employees of the Association who may be delegated authority to commit expenditure or make payments; and
 - (b) Limits on the level and categories of expenditure delegated; and
 - (c) Limits on payments in cash or kind
- (5) All payments shall be authorised by any two (2) members or employees of the Association who hold appropriate delegated authority under sub-rule (4) and, other than for cash or kind, all payments shall be paid by crossed cheque, electronic funds transfer or any other means which may be traced by the Association and which has been approved by the management committee.
- (6) The management committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a management committee meeting.
- (8) The income and property of the Association shall be used and applied solely in promotion of its objects and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association.

- (9) The payment to an officer or employee of the Association of an amount by way of a commission or allowance calculated by reference to the quantity of liquor sold or supplied by the Association or the receipts of the Association for such liquor is prohibited.

DOCUMENTS

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

NOTICE

33. (1) A notice may be given to any member by serving it on the member personally or by sending it by post to the member at the member's address shown in the membership register.
- (2) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the day after the date of its posting.

FINANCIAL YEAR

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

DISTRIBUTION OF SURPLUS ASSETS

35. (1) this rule applies if the Association is wound up under Part 10 of the Act and there are surplus assets.
- (2) The surplus assets must not be distributed among the members but must be given to another organization:-
- (a) That has objects similar to the Association's objects; and
 - (b) The rules of which prohibit the distribution of the organization's income and assets to its members; and
 - (c) Which is also not carried on for profit or gain to its members; and
 - (d) Which is similarly exempt from income tax under

section 23 of the Income Tax Assessment Act
1936.

- (3) In this rule “surplus assets” has the meaning given by
section 92(3) of the Act.

MATTERS NOT PROVIDED FOR IN RULES

36. Section 47(1) of the Act does not apply to the Association.



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