

## RULES OF THE TOWNSVILLE SAILING CLUB INC

### INTERPRETATION

Words implying the masculine gender only shall include the feminine gender.

### NAME

1. The name of the incorporated association shall be Townsville Sailing Club Inc (in these Rules called "the Association")

### OBJECTS

- 2 The objects for which the Association is established are:-
  - (1) To take part and assist in the running, promotion and control of off the beach sailing, or any similar off the beach aquatic sport or pastime to arrange for representation of the Association in any other club or association or other body concerned with the above activities;
  - (2) To ensure racing on equal terms by making rules for the regulation of racing among boats belonging to the Association;
  - (3) To ensure that all such racing takes place under the rules of the International Sailing Federation and the prescriptions of Yachting Australia, the special regulations of the yachting authorities of the States of the Commonwealth of Australia, and these Rules;
  - (4) To maintain and foster family participation in all aspects of the Association's activities and to encourage social intercourse between all persons interested in the above pursuits;
  - (5) To ensure that the income and property of the Association, however derived, shall be used and applied solely in promotion of its objects and in the exercise of its powers;
  - (6) To maintain and conduct the club house and other conveniences for the benefit and use of all members of the Association and their friends on such terms as shall be determined by the Committee from time to time and to supply such members with conveniences and commodities, food, drinks, refreshments and such things that the Committee may think fit;
  - (7) To make known the objects and advantages of the club, as may seem expedient, in particular by advertising in the press, by circulars, works of art, films or by the publication of books or periodicals, and by the granting of prizes, rewards and donations, and also to create and maintain a library devoted to sailing literature in the club house.

## POWERS

### 3 The powers of the Association are:-

- (1) To take over the funds and other assets and the liabilities of the present company known as the "Townsville Sailing Club Limited (A.C.N. 009 802 546)";
- (2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 28 (10);
- (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;

- (8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (11) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (12) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (13) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Associations but subject always to the proviso in sub-rule (4);
- (14) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (15) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (16) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 28(10);
- (17) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;

- (18) In furtherance of the objects of the Association to transfer all or any part of the property assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (19) To make donations for patriotic, charitable or community purposes;
- (20) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- (21) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

#### CLASSES OF MEMBERS

- 4. (1) The membership of the Association shall consist of ordinary members, and any of the following classes of members:-
  - (a) Associate members (associate members shall be persons who profess the interests of the Association, other than a regular sailing crew. Associate members will pay the same annual membership as an ordinary member and may enjoy all the facilities of the Association and shall be eligible to vote at meetings and hold any office in the Association.) \*\*
  - \*\* However an associate member may, at the discretion of the management committee from time to time not be required to be registered as a member with any State or National association.
  - (b) Life members (life members shall be persons who have been ordinary members for not less than ten (10) years. Life members may be elected to such membership as they merit the highest honour in recognition of outstanding and meritorious service at a general meeting of the Association either on a motion or upon a recommendation of the Management Committee and shall only be elected by a 75% majority of those present and voting at such a meeting. Membership of and service rendered to either of the unincorporated clubs known as the "Townsville Sailing Club" and the "Townsville Yacht Club" and the company "Townsville Sailing Club Limited" shall be taken into account when assessing the qualifications of any member for promotion as a life member. Life members shall be entitled to all the privileges and subject to all the obligations conferred upon ordinary members except that a life member shall not be called upon to pay any annual subscription. Notwithstanding anything herein contained to the contrary, all present life members of the said two unincorporated

clubs and the said company shall be deemed life members of this Association.)

- (c) Honorary members (honorary members shall be persons over the age of eighteen (18) years. Honorary members shall be elected to such membership by the Management Committee for such limited period and upon such terms and subject to such regulations as the Management Committee may from time to time deem advisable, without payment of any subscription, provided that such person has one or more of the following qualifications:-
- (i) that he or she is the manager or member of any visiting overseas, interstate or intrastate sporting body for the duration of the visit of such body;
  - (ii) that he or she is a person visiting the Association's premises for the purpose of participating in a sport or competition being conducted by the Association, which sport or competition is part of a recognised competition in which the Association is participating;
  - (iii) that he or she is a prominent citizen or sportsperson visiting the Association's premises for some special occasion;
  - (iv) that he or she is a visiting sailor. \*\*
- \*\*or person participating temporarily in a Club sailing activity.
- (v) is participating as a volunteer in a project run by the Club that benefits the Club and that volunteer's participation is expected to continue for more than six months.

An honorary member shall be entitled to all the privileges and subject to all the obligations conferred upon ordinary members PROVIDED HOWEVER that no honorary member shall be entitled to hold any office in the Club or to receive notice of and attend or vote at any meeting of the members nor have the right to introduce visitors to the Association. Honorary members shall only be entitled to take part in such sporting activity or competition conducted by the Association as shall be determined by the Management Committee from time to time. The membership of an honorary member in the Association may be terminated at any time by resolution of the Management Committee.)

- (d) Cadet members (cadet members who shall be persons under the age of eighteen (18) years interested in off the beach

sailing or any other sporting activities of the Association may, subject to the approval of the Management Committee, be enrolled as cadets.\* Such members shall not be eligible to vote at meetings, nominate candidates for membership or office or hold any office in the Club. A cadet member on attaining the age of 18 years shall be accorded ordinary membership, and must notify the secretary in writing on reaching that age, and shall not be liable for an additional joining fee.)

\*or Junior member

- (2) The number of ordinary members shall be unlimited.

## MEMBERSHIP

5. (1) Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the 30th day of July 2000, agrees in writing to become a member of the Association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the company known as the Townsville Sailing Club Limited.
- (2) Every member of the Association who previously to his agreeing to become a member of the Association has paid his subscription due on the day of, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the Association for the period before the date fixed by the Management Committee as the date the next annual subscription becomes due.
- (3) Every applicant for any class of membership of the Association (other than the members of the unincorporated association referred to in sub-rule (1)) shall be proposed by one member of the Association and seconded by another member.
- (4) The application for membership shall be made in writing, signed by the applicant and its proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

## MEMBERSHIP FEES

6. (1) The membership fees for each class of membership shall be such sum as the Management Committee shall from time to time 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 OF MEMBERS

7. (1) Every application for membership shall be lodged with the registrar, together with the membership fee and joining fee. All applications must

be made on a current “application for membership” form as determined by the committee from time to time and which shall be available from the club house.

- (2) Applications may be made by any electronic or online means approved by the committee.
- (3) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- (4) Any applicant who receives a majority of two thirds of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- (5) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- (6) The registrar shall enter the new member details in the Association records.
- (7) In the event of a nominee failing to be elected by the Management Committee, notice shall be given to the proposer and seconder as soon as practical. The proposer or seconder may then apply to the Management Committee for a ballot of members to be held. If, at such a ballot, the affirmative votes constitutes two thirds of the votes cast, the nominee shall be duly elected.

#### TERMINATION OF MEMBERSHIP

8. (1) A member may resign from the Association at any time by giving notice in writing to the secretary.
- (2) 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.
- (3) If a member:-
  - (i) is convicted of an indictable offence; or
  - (ii) fails to comply with any of the provisions of these Rules; or
  - (iii) has membership fees in arrears for a period of two (2) months or more; or

- (iv) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Management Committee shall consider whether his membership shall be terminated.
- (4) The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership it shall instruct the secretary to advise the member in writing accordingly.

#### APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9. (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal.
- (3) At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- (4) The appeal shall be determined by the vote 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 fee paid.

#### REGISTER OF MEMBERS

- 10. (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

11. (1) The Management Committee of the Association shall consist of a Commodore (President as defined in the *Associations Incorporation Act, 1981*), Vice-Commodore and Rear-Commodore (who shall all be known as Flag Officers), Secretary, Treasurer, Registrar, all of whom shall be members of the Association, and one other member of the Association.
- (2) Flag Officers shall be elected from members who are registered boat owners or active sailors within the Club or parents or guardians of an active junior sailor.
- (3) At the Annual General Meeting of the Association, all of the members of the Management Committee for the time being shall retire from office, but shall be eligible for nomination for re-election.
- (4) The election of officers and other members of the Management Committee shall take place in the following manner:-
- (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
  - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place;
  - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconds' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting.
  - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
  - (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

## RESIGNATION OR REMOVAL FROM OFFICE OF MEMBER OF MANAGEMENT COMMITTEE

12. (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 when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present the member's case.

- (2) The question of removal shall be determined by the vote of the members present at such a general meeting.
- (3) There is no right of appeal against a member's removal from office under this section.

#### VACANCIES ON MANAGEMENT COMMITTEE

- 13. (1) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy 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.

#### FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 14. (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee:-
  - (a) shall have the general control and management of the administration of the affairs, property, servants and funds of the Association; and
  - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (2) The Management Committee may exercise all the powers of the Association:-
  - (a) to invest in such manner as the members of the Association may from time to time determine.

#### MEETINGS OF MANAGEMENT COMMITTEE

- 15. (1) The Management Committee shall meet at least once every calendar month to exercise its functions.

- (2) The Management Committee must decide how a meeting is to be called.
- (3) Notice of a meeting is to be given in the way decided by the Management Committee.
- (4) A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (5) At every meeting of the Management Committee a simple majority of a number equal to 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.
- (6) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit.
- (7) However, 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 question shall be deemed to be decided in the negative.
- (8) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- (9) Not less than fourteen days' notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee.
- (10) Such notice shall clearly state the nature of the business to be discussed thereat.
- (11) The Commodore shall preside as Chairperson at every meeting of the Management Committee, or if there is no Commodore, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-Commodore shall be Chairperson or if the Vice-Commodore is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting. The Commodore may appoint an independent Chairman for any meeting provided that the appointment is approved by the majority of the committee members present at the meeting.
- (12) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse.

- (13) 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.

#### DELEGATION OF POWERS OF MANAGEMENT COMMITTEE

16. (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit.
- (2) Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (3) A sub-committee 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 ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.
- (5) A sub-committee 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.

#### ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATION

17. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Management Committee.

#### RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

18. (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 one or more members of the Management Committee.

- (3) Any such resolution may consist of any form of electronic transmission agreed to by the Management Committee provided that proper record of the resolution shall be maintained by the Secretary.

#### FIRST GENERAL MEETING AFTER INCORPORATION

19. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.

#### ANNUAL GENERAL OR GENERAL MEETING

20. (1) The annual general meeting shall be held within six months of the close of the financial year.
- (2) The business to be transacted at every annual general meeting shall be:-
- (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges, and securities affecting the property of the association for the preceding financial year;
  - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year or such other external report as allowed by law;
  - (c) the election of members of the Management Committee; and
  - (d) the appointment of an auditor if required by law.

#### SPECIAL GENERAL MEETING

21. (1) The Secretary shall convene a special general meeting by sending out notice of the meeting within fourteen (14) days of:-
- (a) being directed to do so by the Management Committee; or
  - (b) being given a requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or

- (c) being given a notice in writing of an 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 subsection (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.

#### QUORUM AT GENERAL MEETING

- 22 (1) At any general meeting the numbers of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- (2) 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.
- (3) For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- (4) 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 Management Committee or the Association, shall lapse.
- (5) 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 members present shall be a quorum.
- (6) 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.
- (7) 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.
- (8) Save 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.

#### NOTICE OF GENERAL MEETING

- 23. (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, and may include any form of electronic communication regularly used by the Association to communicate with members. It shall be sufficient that such communication is sent to the last known address or contact for any member.
- (3) Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, shall be given in writing.
- (4) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

#### PROCEDURE AT GENERAL MEETING

24. (1) Unless otherwise provided by these Rules, at every general meeting -
- (a) the Commodore shall preside as Chairperson, or if there is no Commodore, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Commodore shall be the Chairperson or if the Vice-Commodore is not present or is unwilling to act then the members present shall elect one 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 member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote.
  - (e) provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
  - (f) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot;
  - (g) the Chairperson shall appoint two members to conduct the secret ballot in such manner as he 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 or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
- (i) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised (including any common form of electronic transmission);
- (j) a proxy may but need not be a member of the Association;
- (k) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (l) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

PROXY - TOWNSVILLE SAILING CLUB INC.

I, \_\_\_\_\_ of \_\_\_\_\_  
being a member of the above  
named Association, hereby appoint \_\_\_\_\_  
of, or failing him,  
\_\_\_\_\_ of, as my proxy to vote for me  
on my behalf at the (annual) general meeting of the Association,  
to be held on the \_\_\_\_\_ day of 20 , and at any  
adjournment thereof.

Signed this \_\_\_\_\_ day of 20 \_\_\_\_\_ Signature

\*in favour of

This form is to be used \_\_\_\_\_ the resolution.

\*against

\*Strike out whichever is not desired.

(Unless otherwise instructed, the proxy may vote as he thinks fit.); and

- (m) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or



adjourned meeting at which the person named in the instrument proposes to vote; and

- (n) 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 purposes 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.
- (4) Provided that the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

#### BY-LAWS

- 25. 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

- 26. Subject to the provisions of the *Associations Incorporation Act 1981*, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting. Provided that no such amendment, rescission or addition shall take effect until the same shall have been submitted to and approved by the Under Secretary, Department of Justice, Brisbane.

#### COMMON SEAL

- 27. The Management Committee shall provide for a Common Seal and for its safe custody. 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 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 the purpose.

#### FUNDS AND ACCOUNTS

- 28. (1) The funds of the Association shall be banked in the name of the Association

in such bank as the Management Committee may from time to time direct.

- (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 banked as soon as practicable after receipt thereof, or any electronic procedure that requires two authorisations.
- (4) All amounts of twenty dollars or over shall be paid by cheque by any two of the Commodore, secretary, treasurer or other member authorised from time to time by the Management Committee.
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest/system or debit card
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) As soon as practicable after the end of each financial year the 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 of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (9) All such statements shall be examined by any duly qualified class of person approved by the Queensland Office of Fair Trading or its successor, who shall present his report upon such examination to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- (10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent

the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

- (11) Nothing herein shall prevent any records of the Association from being kept in any electronic format usual and commonplace for similar associations provided that any member may, on appropriate written request and notice, examine any such records.

## DOCUMENTS

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

## FINANCIAL YEAR

30. The financial year of the Association shall close on 31 August in each year.

## DISTRIBUTION OF SURPLUS ASSETS

31. If the Association shall be wound up in accordance with the provisions of the *Associations Incorporation Act, 1981*, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 28 (10) such institution or institutions to be determined by the members of the Association.

## MISCELLANEOUS

32. Honorary Officers.

The Management Committee may, from time to time, appoint any professionally qualified person as an honorary officer of that profession.

## COMPLAINTS

33. Complaints.

All complaints shall be stated in a letter addressed to the Secretary and signed by the member complaining which letter shall be laid before the Management Committee at the next meeting, and to such complaints an answer shall be sent from the Secretary. No member shall make a complaint in any other manner or personally reprimand any steward of the Association.

## VISITORS

34. (1) A visitor accompanied by a member or authorised by law may, on being vouched for in such manner as the Management Committee may from time to time determine, have the use of the premises and the property of the Club.
- (2) The visitor shall be signed for by the member in the Visitors Book kept for the purpose in the club house.
- (3) Visitors to the Association as guests of members must remain in the company of the member whilst in the club house and admission shall be subject to the following restrictions:-
- (a) admittance may be refused at the discretion of a Management Committee member or other responsible person to whom such power shall have been delegated by the Management Committee;
  - (b) admittance of visitors shall only be permitted at such times as are specified in the by-laws of the Association for the time being;
  - (c) no person under the age of 18 years may be served with liquor;
  - (d) members shall be responsible for the conduct of any visitors they may introduce;
  - (e) no person shall be introduced as a visitor whose name has been removed from the Association register, who has been refused admission to membership of the Association or who has been expelled from membership of the Association.

## ASSOCIATION FLAGS AND BURGEES

35. (1) The Association's colours shall be a pennant, the body of which shall be determined by the Management Committee.
- (2) Association flags, burgees, badges and dress shall be as determined by the Management Committee provided however:-
- (a) the Commodore's flag shall be the Association's burgee swallow-tailed;
  - (b) the Vice-Commodore's flag shall be the Association's burgee swallow-tailed with a black ball in the upper canton;
  - (c) the Rear-Commodore's flag shall be the Association's burgee swallow-tailed with two black balls.
- (3) No member shall permit any Association burgee, flag or badge to be

worn by his boat unless he is in command of the same and shall not leave on board or permit to be used by any other person any such emblem whilst his boat is in use by a person other than a member.

- (4) No flag officer shall under any circumstances permit his flag to be worn by his boat whilst it is not in his personal command.
- (5) Notwithstanding anything herein before contained to the contrary, a flag officer may, on ceremonial occasions, by and with prior approval of the Management Committee, remove his flag from his own boat to be worn by another boat providing the latter is in the Association's boat register.

#### REGISTRATION OF MEMBERS' BOATS

36. The Registrar shall keep a Register of Boats in which shall be recorded concise particulars of each boat as herein defined, which is the property of any member. Such particulars shall include:-
- (a) full name of the member;
  - (b) the name of the boat;
  - (c) registration number or letters or other insignia as required by any statute, rule or by-law of the Association;
  - (d) class;
  - (e) name of helmsman.

#### SAILING RULES

37. (1) Boats shall race under the class restrictions stipulated for their respective classes as laid down by the rules of the approved national body unless otherwise decided from time to time by the Management Committee.
- (2) The sailing rules wherever applicable, shall be those of any national or international yachting body or association as adopted from time to time by the Association and as amended.

#### CERTIFICATION OF THE CONSTITUTION OF RULES BY SECRETARY

I hereby certify that this is a true and correct copy of the constitution and rules conducted by the members of the incorporated association.

Dated this 27<sup>th</sup> day of February 2015

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John de Rooy Secretary