



TOWNSVILLE YACHT CLUB

p. (07) 4772 1192 f. (07) 4772 7363
admin@townsveyachtclub.com.au
1 Plume Street South Townsville QLD 4810
PO Box 484 Townsville QLD 4810

Constitution of

Townsville Motor Boat & Yacht Club
Limited
ACN 009 782 567

(Adopted and approved by Special Resolution of a meeting of members of the company held at Townsville Yacht Club on 28th June 2016).

TABLE OF CONTENTS

1.	NAME OF COMPANY	5
2.	DICTIONARY AND RULES.....	5
3.	REPLACEABLE RULES.....	5
4.	OBJECTS OF THE CLUB	5
5.	POWERS	5
6.	APPLICATION OF INCOME AND PROPERTY	6
7.	LIMITED LIABILITY AND MEMBERS GUARANTEE	6
8.	MEMBERSHIP	6
9.	MEMBERSHIP OF THE CLUB AND RELATED ISSUES.....	9
10.	BOARD AND DIRECTORS	12
11.	NOMINATION AND APPOINTMENT OF BOARD.....	13
12.	RETURNING OFFICER	14
13.	RIGHTS AND POWERS OF RETURNING OFFICER	14
14.	PROCEDURE FOR ELECTION OF FLAG OFFICERS AND DIRECTORS.....	15
15.	VALIDATION OF ACTS OF DIRECTORS AND SECRETARIES	16
16.	GENERAL BUSINESS MANAGEMENT	16
17.	BORROWING POWERS.....	16
18.	APPOINTMENT OF ATTORNEY	16
19.	NEGOTIABLE INSTRUMENTS	17
20.	CLUB PATRON.....	17
21.	BOARD COMMITTEES	17
22.	CLUB COMMITTEES.....	17
23.	REMOVAL OF DIRECTORS	18
24.	RESIGNATION OF DIRECTOR	18
25.	VACATION OF OFFICE OF DIRECTOR	18
26.	DIRECTORS INTERESTS.....	19
27.	DIRECTOR TO DISCLOSE INTERESTS	19
28.	EFFECT OF INTEREST IN CONTRACT.....	19
29.	OTHER INTERESTS.....	20
30.	OTHER DIRECTORSHIPS AND SHAREHOLDINGS	20
31.	NO DIRECTORS' REMUNERATION	20
32.	DIRECTORS' EXPENSES.....	20
33.	FINANCIAL BENEFIT	21
34.	INDEMNITY.....	21
35.	INSURANCE.....	22
36.	DIRECTOR VOTING ON CONTRACT OF INSURANCE	22
37.	LIABILITY.....	23
38.	MEANING OF "OFFICER"	23

39.	RIGHTS OF INSPECTION OF RECORDS	23
40.	CONFIDENTIAL INFORMATION	23
41.	DIRECTORS MEETINGS - CIRCULATING RESOLUTIONS.....	23
42.	MEETINGS OF DIRECTORS.....	23
43.	CALLING DIRECTORS' MEETINGS.....	23
44.	NOTICE OF MEETING	24
45.	USE OF TECHNOLOGY FOR MEETINGS OF DIRECTORS.....	24
46.	CHAIRING DIRECTORS' MEETINGS	24
47.	QUORUM.....	25
48.	PASSING OF DIRECTORS' RESOLUTIONS.....	25
49.	MEETINGS OF MEMBERS - CIRCULATING RESOLUTIONS	25
50.	CALLING OF GENERAL MEETING	25
51.	AMOUNT OF NOTICE OF MEETING	26
52.	PERSONS ENTITLED TO NOTICE OF GENERAL MEETING	26
53.	HOW NOTICE IS GIVEN.....	26
54.	WHEN NOTICE IS GIVEN.....	26
55.	PERIOD OF NOTICE	27
56.	CONTENTS OF NOTICE	27
57.	NOTICE OF ADJOURNED MEETING.....	27
58.	ACCIDENTAL OMISSION TO GIVE NOTICE.....	27
59.	POSTPONEMENT OF GENERAL MEETING	27
60.	TECHNOLOGY	28
61.	QUORUM.....	28
62.	CHAIR AT GENERAL MEETINGS	28
63.	BUSINESS AT ADJOURNED MEETINGS.....	28
64.	CONDUCT OF MEETINGS.....	29
65.	WHO CAN APPOINT A PROXY	30
66.	RIGHTS OF PROXIES	30
67.	WHEN PROXY FORM MUST BE SENT TO ALL MEMBERS.....	30
68.	APPOINTING A PROXY	30
69.	FORM OF PROXY SENT OUT BY CLUB	31
70.	RECEIPT OF PROXY DOCUMENTS.....	32
71.	VALIDITY OF PROXY VOTE.....	32
72.	ATTORNEY OF MEMBER	33
73.	HOW MEMBERS VOTE MAY BE EXERCISED	33
74.	VOTING DISQUALIFICATION	33
75.	OBJECTIONS TO RIGHT TO VOTE.....	33
76.	HOW VOTING IS CARRIED OUT	33
77.	MATTERS ON WHICH A POLL MAY BE DEMANDED	33
78.	WHEN A POLL IS EFFECTIVELY DEMANDED	33

79.	WHEN AND HOW POLLS MUST BE TAKEN.....	34
80.	CHAIR’S CASTING VOTE	34
81.	BUSINESS OF AN ANNUAL GENERAL MEETING	34
82.	RESOLUTIONS PROPOSED BY MEMBERS.....	34
83.	MINUTES TO BE KEPT	35
84.	ACCOUNTS.....	35
85.	AUDIT	35
86.	COMMON SEAL	35
87.	USE OF COMMON SEAL	36
88.	EXECUTION OF DOCUMENTS WITHOUT COMMON SEAL	36
89.	EXECUTION OF DOCUMENT AS A DEED	36
90.	EXECUTION – GENERAL.....	36
91.	FORMALITIES OMITTED	36
92.	ALTERATIONS	36
93.	WINDING UP	36
94.	LIQUOR LICENSING REQUIREMENTS OF THE CLUB.....	37
95.	ADDITIONAL MEMBERS AND OFFICE HOLDERS RIGHTS AND RESPONSIBILITIES	37
96.	CLUB’S FLAGS, BURGEE AND BADGES	38
97.	MODIFICATION OR REPEAL OF CONSTITUTION.....	38
98.	PROPERTY DEALINGS IN CLUB REALTY	38
99.	DEFINED TERMS AND DICTIONARY	38

CORPORATIONS ACT 2001
CONSTITUTION
OF
TOWNSVILLE MOTOR BOAT AND YACHT CLUB LIMITED
ACN 009 782 567
A CLUB LIMITED BY GUARANTEE

1. NAME OF COMPANY

1.1 The name of the company is 'Townsville Motor Boat and Yacht Club Limited'.

1.2 The company is referred to as ' the Club' in this Constitution.

2. DICTIONARY AND RULES

2.1 Words and terms used in this Constitution may be defined in Rule 99.

2.2 Numbered paragraphs in this Constitution are referred to as Rules.

3. REPLACEABLE RULES

3.1 The replaceable rules contained in the Act do not apply to the Club.

4. OBJECTS OF THE CLUB

4.1 The objects of the Club are:

- (a) To encourage, promote and further the recreational pursuit and/or sport of boating, fishing, diving and other on-water recreational aquatic sports or pastimes by any means which may from time to time be determined by the Board or the Club at a General Meeting;
- (b) To provide and maintain premises and facilities including marina's and berthing facilities for the use of the Club's members and visitors to the Club;
- (c) To provide training and education in the use and operation of vessels of any nature or kind including but not limited to navigation, maritime safety, boat and machinery maintenance, yacht racing, operation of motor vessels, fishing and activities of a similar and related nature;
- (d) In furtherance of the objects of the Club to acquire, hold, sell or deal with real or personal property of any description;
- (e) To do all such lawful acts and things that are incidental or conducive to that attainment of these objects.

5. POWERS

5.1 The Club has all the powers of an individual and a body corporate necessary to achieve its objects, but does not have the power to issue shares.

5.2 Despite rule 5.1 the powers of the Club are ancillary to and exercisable only to pursue the objects of the Club set out in Rule 4.1.

6. APPLICATION OF INCOME AND PROPERTY

6.1 The income and property of the Club, from wherever it is derived, must be applied solely towards the promotion of the objects of the Club and no part of the income and property of the Club shall be used, paid or transferred directly or indirectly, by way of dividend, bonus or otherwise to or amongst members of the Club.

6.2 Rule 6.1 does not prevent:

- (a) Payment in good faith of remuneration to any officer, servant or member of the Club in return for services actually rendered to the Club for goods or services supplied to the Club in the ordinary and usual way of business;
- (b) Payment of interest at a commercial rate on any monies borrowed from any member of the Club;
- (c) Payment of reasonable and proper rent by the Club to a member for premises leased by a member to the Club;
- (d) The reimbursement of expenses incurred by any member on behalf of the Club;
- (e) Money and or property paid or given to a member as a prize for a legitimate raffle, lucky draw or competition.

7. LIMITED LIABILITY AND MEMBERS GUARANTEE

7.1 The liability of the members is limited.

7.2 Every Life Member, Ordinary Member including those that are Berth Owner Members of the Club undertakes to contribute an amount not exceeding \$25.00 to the property of the Club in the event of its being wound up while the member is a member or within one (1) year after the member ceases to be a member, if required for payment:-

- (a) of the debts and liabilities of the Club (contracted before the member ceased to be a member);
- (b) of the costs, charges and expenses of winding up; and,
- (c) for the adjustment of the rights of the contributories amongst themselves.

7.3 Members of classes not specified in Rule 7.2 are not required to contribute any further sums in the event that the Club is wound up.

8. MEMBERSHIP

8.1 The Board shall have the power to limit the number of members in any class of membership from time to time.

8.2 There shall be the following classes of membership of the Club:

- (a) Ordinary Members
- (b) Berth Owner Members;
- (c) Life Members;
- (d) Honorary Members;
- (e) Social Members;
- (f) Junior Members;

- (g) Temporary Members.
- 8.3 The annual subscription and joining fee (if any) payable by a member of the Club shall be determined by the Board.
- 8.4 The Board may admit a proposed new member or an existing member as an **Ordinary Member** of the Club upon payment of the sum determined by the Board as the entrance and membership fee for that class of member and:
- (a) A Ordinary member must be over 18 years of age, be of good repute and must profess an interest in the pursuit of any one or more of the objects of the Club;
 - (b) A Ordinary Member shall have the right to attend and have one (1) vote at all meetings of members of the Club;
 - (c) A Ordinary Member shall have the right to be and become a member of the Board and a Flag Officer;
 - (d) A Ordinary Member shall have the right to be and become a Berth Owner Member;
 - (e) Ordinary Members over the age of 65 years shall be entitled to apply for a discounted annual subscription fee if they have been a Ordinary member (or as Ordinary members were previously called ordinary members) of the Club for not less than 25 years);
 - (f) Ordinary Members of the Club include those members of the Club who were prior to the adoption of this Constitution ordinary members of the Club.
- 8.5 The Board must admit a Life Member or Ordinary Member as a **Berth Owner Member** of the Club when that member or his or her Related Entity becomes a Berth Holder and:
- (a) A Berth Owner Member shall remain a Berth Owner Member at all times that the Berth Owner Member or his or her Related Entity remains a Berth Holder;
 - (b) A Berth Owner Member shall be deemed to have resigned his or her membership as a Berth Owner Member (but not as a Ordinary Member) upon that member or his or her Related Entity ceasing to be a Berth Holder;
 - (c) A Berth Owner Member shall be deemed to have resigned his or her membership as a Berth Owner Member upon that member ceasing to be either a Life Member or Ordinary Member as may be applicable;
 - (d) A Berth Owner Member has no additional rights or privileges to that of an Ordinary Member and for clarity does not have any additional voting rights save as expressly provided in Rule 97 of this Constitution;
 - (e) Berth Owner Members of the Club include those members of the Club who were prior to the adoption of this Constitution berth owner members of the Club.
- 8.6 The Board must admit an existing member as a **Life Member** of the Club in the event that:
- (a) The Board resolves that the member has, over a number of years made a significant contribution to the Club and nominates that member for appointment as a Life Member to the members for appointment as a Life Member of the Club; and,
 - (b) The Ordinary Members of the Club resolve by Special Resolution to appoint that member as a Life Member; and,
 - (c) A Life Member shall have the same rights and privileges as a Ordinary Member;

- (d) A Life Member shall not be required to pay any membership fees to remain a Life Member of the Club;
- (e) Life Members of the Club include those members of the Club who were prior to the adoption of this Constitution Life Members of the Club.

8.7 The Board may admit a person over the age of 18 years as a **Honorary Member** of the Club for a limited period with or without payment of a fee and subject to such terms as the Board may determine provided that the Honorary Member meets any one or more of the following criteria:

- (a) The Honorary Member is the temporary occupier of a Marina Berth by arrangement with the Club for a period no greater than three (3) months;
- (b) The Honorary Member is a member, officer or flag officer of a visiting overseas, interstate, or country sporting body;
- (c) The Honorary Member is to attend at the Club premises as a participant at a conference or competitor in an event hosted, organised or managed by the Club;
- (d) The Honorary Member is a prominent citizen or sportsperson visiting the Club premises at the invitation of the Board or members.
- (e) A Honorary Member shall have no right to a vote at meetings of members of the Club.

8.8 The Board may admit a proposed new member as a **Social Member** of the Club upon payment of the sum determined by the Board as the entrance and membership fee for that class of member and:

- (a) A Social Member must be over 18 years of age, be of good repute and must profess an interest in the pursuit of any one or more of the objects of the Club;
- (b) A Social Member shall have no right to a vote at meetings of members of the Club;
- (c) A Social Member shall not be entitled to be a member of the Board or a Flag Officer of the Club.

8.9 The Board may admit a proposed new member as a **Junior Member** of the Club upon payment of the sum determined by the Board as the entrance and membership fee for that class of member and:

- (a) A Junior Member must be under the age of 18 years, be of good repute and must profess an interest in the pursuit of any one or more of the objects of the Club;
- (b) A Junior Member shall have no right to a vote at meetings of members of the Club;
- (c) A Junior Member shall not be entitled to be a member of the Board or a Flag Officer of the Club;
- (d) A Junior Members use of the Club's facilities is restricted as provided by the Liquor Act 1992.

8.10 The Board may admit a proposed new member as a **Temporary Member** of the Club upon payment of the sum determined by the Board as the entrance and membership fee for that class of member and:

- (a) A Temporary Member must be over 18 years of age, be of good repute and must profess an interest in the pursuit of any one or more of the objects of the Club;
- (b) A Temporary Member shall have no right to a vote at meetings of members of the Club;

- (c) A Temporary Member shall not be entitled to be a member of the Board or a Flag Officer of the Club;
- (d) Temporary Members may be either persons who attend Club activities as crew members of boats operated by Members, persons who are permitted to occupy marina berths at the Club Marina on a temporary basis or persons undertaking such other Club activities as the Board may determine; and,
- (e) The period of the membership of a Temporary Member may be limited to a fixed period of time as the Board may determine.

9. MEMBERSHIP OF THE CLUB AND RELATED ISSUES

9.1 An application for membership as a Social Member must:

- (a) be in writing in a form approved by the Board; and,
- (b) contain such particulars of the applicant as the Board requires;
- (c) be signed by the applicant; and,
- (d) be accompanied by any applicable application fee and annual subscription.

9.2 An application for membership as a Ordinary Member must:

- (a) be in writing in a form approved by the Board; and,
- (b) be signed by the applicant; and,
- (c) be signed by the proposer and seconder, each of whom must be Ordinary Members; and,
- (d) be accompanied by such documents or evidence as to qualification for the class of membership as the Board may direct; and,
- (e) be accompanied by any applicable application fee and annual subscription.

9.3 Social Members of the Club shall (unless otherwise determined by the Board) be and become Social Members of the Club when they have complied with Rule 9.1.

9.4 The Board must consider an application for admission of a Ordinary Member as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the application.

9.5 The Board need give no reason for the rejection of an application.

9.6 If an application for a Ordinary Members membership is rejected the application fee, if any, and the annual subscription must be refunded to the applicant.

9.7 If an applicant is accepted for membership:

- (a) the secretary must notify the applicant of admission in the form of a receipt for the application fee, if any, and annual subscription or in any other form the Board may determine; and
- (b) the name and details of the member must be entered in the register of members.

9.8 Each member must promptly notify the secretary in writing of any change in their qualification to be a member of the Club.

9.9 A register of members of the Club must be kept by the secretary in accordance with the Act.

- 9.10 The following must be entered in the register of members in respect of each member:
- (a) the full name of the member;
 - (b) the member's occupation if provided;
 - (c) the residential address, facsimile number and electronic mail address, if any, of the member;
 - (d) the category of membership;
 - (e) the date of admission to and cessation of membership;
 - (f) the date of last payment of the member's annual subscription;
 - (g) particulars of the member's craft; and
 - (h) such other information as the Directors require.
- 9.11 Each member must notify the secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within 1 month after the change.
- 9.12 Except for Life Members, Honorary Members and Berth Owner Members (who are not obliged to pay any membership fees or subscriptions) the application fee and annual subscription payable by successful applicants for membership for each category of membership shall be as determined by the Board.
- 9.13 Annual subscriptions:
- (a) for Ordinary Members shall be due and payable in advance on 31 March in each year or as may be otherwise determined by the Board prior to the commencement of each Club year; and,
 - (b) for Social Members shall be payable annually in advance and shall confer membership rights for a period of 12 months from the date the Social Member pays the applicable annual subscription fee;
 - (c) for Temporary Members shall be paid in full for the period of membership at the time the Temporary Member is admitted to membership of the Club.
- 9.14 If a Ordinary Member is admitted to membership of the Club during the months of October to March inclusive the Board may permit the applicant to pay a reduced annual subscription for that Club year as the Board may determine.
- 9.15 If:
- (a) A members annual subscription remains unpaid for 2 months after it is due for payment; and
 - (b) a notice of reminder calling for prompt payment within 14 days from the date of that notice is given to the member; and,
 - (c) the member fails to pay the annual subscription:
- the member shall be deemed to have resigned his or her membership of the Club on the last day of the 14 day period and the secretary shall remove the members name from the Register of Members.
- 9.16 A member may resign from membership of the Club by giving written notice to the Secretary.

- 9.17 The resignation of a member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.
- 9.18 A member ceases to be a member:
- (a) on the death or resignation of the member; or,
 - (b) if the member is expelled under Rule 9.22: or,
 - (c) if the member ceases to be a member under Rule 9.15.
- 9.19 The Board shall have power, subject to these Rules, to reprimand, suspend or expel any member who:
- (a) wilfully refuses or neglects to comply with the Rules in this Constitution;
 - (b) is guilty of any conduct which, in the opinion of the Board is unbecoming of a member or prejudicial to the interest of the Club;
 - (c) has been convicted of a criminal offence;
 - (d) has not disclosed information of material nature required to be disclosed in the members application for membership.
- 9.20 Not less than seven (7) days before a meeting of the Board at which a resolution of the nature referred to in Rule 9.19 is tabled for determination the Board must give to the member notice of:
- (a) the date and place of the intended meeting;
 - (b) particulars of the allegation made about the conduct or event ;and
 - (c) the potential consequences of the Board resolving that Rule 9.19 applies to the conduct or allegation made against the member; and,
 - (d) an invitation to attend the meeting of the Board should the member wish to do so to provide (either orally or in writing) an explanation or particulars excusing the allegations or matters of concern to the Board.
- 9.21 At any meeting to which Rule 9.20 applies and before the passing of the resolution, the member must be given the opportunity to make submissions orally or in writing responding to or providing an explanation excusing the allegations or matters of concern to the Board should the member wish to do so.
- 9.22 At a meeting of the Board convened to determine issues about a member in terms of Rule 9.19 the Board may resolve:
- (a) That there has been no misconduct disclosed by the investigation;
 - (b) That misconduct has been disclosed but is of such a nature as not to warrant any disciplinary action; or
 - (c) That there has been misconduct for which the member concerned shall be reprimanded and/or suspended for a period of time specified in the resolution or expelled from membership of the Club.
- 9.23 No resolution of the Board made pursuant to Rule 9.22 shall be effective unless it is passed by a majority of not less than two thirds of the Board present and voting.

10. BOARD AND DIRECTORS

- 10.1 The number of the Directors on the Board (inclusive of those that are also Flag Officers) shall be not less than 6 and no more than 13 and;
- (a) If at any time that there are not more than 6 Directors then not less than 4 of those Directors must be Berth Owner Members; and,
 - (b) if at any duly convened meeting of the Board there is not a majority of Directors in attendance who are Berth Owner Members the unanimous vote of all Directors in attendance who are Berth Owner Members at the meeting must be made in favour of a resolution to pass any resolution at that meeting;
 - (c) In the event that the provisions of (a) or (b) cannot be satisfied the unanimous vote of all Directors who are Berth Owner Members in attendance at the meeting must be made in favour of a resolution to pass any resolution of the Board at a duly convened meeting of the Board.
- 10.2 The Club may, by resolution, increase or reduce the number of Directors provided that the number must not be reduced below six (6).
- 10.3 The Flag Officers of the Club shall be Directors and shall consist of:-
- (a) Commodore;
 - (b) Vice Commodore;
 - (c) Treasurer.
 - (d) Secretary.
- 10.4 The **Commodore** is the Ordinary Flag Officer of the Club and shall, when in attendance, chair meetings of the Board and members and:
- (a) may instruct the Secretary or general manager of the Club to call special meetings of the Board whenever that is considered appropriate;
 - (b) shall manage Board meetings and set agenda;
 - (c) represent the Club at local, regional, state and national levels.
- 10.5 The **Vice Commodore** shall assist the Commodore in the discharge of his or her duties and in the Commodore's absence shall officiate in the Commodore's place.
- 10.6 The Commodore on his or her retirement will become **Rear Commodore** and will be entitled to attend all Board meetings in an advisory capacity for the year immediately following his or her retirement.
- 10.7 The **Treasurer** shall:
- (a) Exercise general supervision over the accounts of the Club including the receipt and dispersal of funds;
 - (b) Present to the annual meeting of members an audited balance sheet and financial accounts of the Club for the preceding Club year
 - (c) Cause to be presented to each meeting of the Board statements of receipts and expenditures and such other reports about the monthly trading results of the Club as the Board may require;

- (d) Facilitate and manage the annual audit of the Club's accounts in consultation with the Club's auditors;
- (e) To ensure that the Club complies with its obligations at law to prepare and file tax and other revenue returns when due.

10.8 The **Secretary** is the chief administrative officer of the Club with responsibility to advise the Board in respect of best practice corporate governance, board reporting and record keeping, meeting procedures disclosure and compliance obligations.

11. NOMINATION AND APPOINTMENT OF BOARD

11.1 Directors will be elected at each annual general meeting of the Club.

11.2 No person may be a Director unless that person is a Ordinary Member, Berth Owner Member or Life Member of the Club.

11.3 The Flag Officers and at least one (1) other Director must be elected annually at the annual general meeting of the Club and will hold office until they resign or cease to be a member of the Club or until the appointment of their respective successors.

11.4 Flag Officers shall be elected for a period of one (1) year when they must retire.

11.5 Directors who are not Flag Officers shall be elected for a period of two (2) years when they must retire.

11.6 Upon their retirement both Flag Officers and Directors who are not Flag Officers are eligible for re-election

11.7 Each candidate for election as a Director must:

- (a) be proposed by a Ordinary Member, Life Member or Berth Owner Member; and
- (b) be seconded by another Ordinary Member, Life Member or Berth Owner Member.

both of whom must be current financial members of the Club at the time they nominate the candidate for appointment.

11.8 No Ordinary Member, Life Member or Berth Owner Member may propose more than 1 person as a candidate but may second more than 1 nomination.

11.9 Nominations of candidates for election as a Director and Flag Officer must:

- (a) be in writing;
- (b) be signed by the candidate; and
- (c) be signed by the proposer and seconder; and,
- (d) be received at the registered office of the Club not later than 5 pm on the day which is 7 days prior to the annual general meeting of the Club at which the candidate seeks election.

11.10 A list of the candidates' names in alphabetical order together with the type of member the candidate is and the proposers' and seconders' names in terms of Rule 11.9 shall be posted up on the Club Notice Board not less than 3 days prior to the annual general meeting.

11.11 If the number of candidates for election as Directors or Flag Officers is equal to or less than the number of vacancies on the Board, the chair of the annual general meeting must declare those candidates to be duly elected to the nominated positions, subject to Rule 14.

- 11.12 If the number of candidates for election as Directors or Flag Officers is greater than the number of vacancies on the Board, a ballot must be held for the election of the candidates.
- 11.13 If a ballot is required, balloting lists must be prepared listing the names of the candidates only in alphabetical order.
- 11.14 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.
- 11.15 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 Directors or Flag Officers.
- 11.16 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the chair, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, except that if the chair:
- (a) does not exercise a casting vote; or
 - (b) is one of the candidates who received the same number of votes;
 - (c) then the election of the candidates who received the same number of votes must be put to a further ballot immediately.
- 11.17 In the election of Directors in accordance with Rule 14 and where there are a greater number of candidates than there are positions vacant the candidates with the greater number of votes cast in their favour in descending order shall each be declared by the chair of the meeting to be elected as Directors to the vacant positions and If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the chair, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, except that if the chair:
- (a) does not exercise a casting vote; or
 - (b) is one of the candidates who received the same number of votes;
 - (c) then the election of the candidates who received the same number of votes must be put to a further ballot immediately.
- 11.18 Directors and Flag Officers who are appointed at a meeting of members take office immediately after the end of the meeting.
- 11.19 Directors and Flag Officers who retire at a meeting of members continue to hold office until the end of the meeting.
- 11.20 The Board may appoint a person as a Director in order to make up a quorum for a Directors meeting if the total number of Directors is not enough to make up that quorum. The Club must confirm the appointment by resolution at the next annual general meeting of the Club for the appointment to continue thereafter.

12. RETURNING OFFICER

- 12.1 The Directors must appoint a Returning Officer at the Board meeting in April of each year.
- 12.2 The Returning Officer must not be a member of the Club.

13. RIGHTS AND POWERS OF RETURNING OFFICER

- 13.1 The Returning Officer is responsible to the Board for the preparation and scrutiny of the election of office bearers.

- 13.2 The Returning Officer must:
- (a) at 10pm on the evening of the 8th day prior to the AGM:
 - (i) record nominations held by the Secretary;
 - (ii) declare the nominations closed; and
 - (iii) ensure that any withdrawal of nominations is bona fide;
 - (b) on the night of the AGM:
 - (i) have a current membership list of financial members available;
 - (ii) restrict entry to the AGM to individuals able to show proof of membership and holders of proxies on behalf of financial members;
 - (c) where necessary, issue ballot papers to each member and proxy holder present so that:
 - (i) separate ballot papers for each agenda item and nomination will be used;
 - (ii) ballot papers are marked with the member's number so that the member may be consulted if an irregularity is found;
 - (iii) the numbered ballot paper is only to be made available to the Returning Officer and is destroyed on declaration of the result;
 - (d) have ballot papers collected and counted under the scrutiny of the chief accounting officer or other impartial person accepted by the members present; and
 - (e) declare the result of the ballot.

14. PROCEDURE FOR ELECTION OF FLAG OFFICERS AND DIRECTORS

14.1 The Returning Officer is to conduct the election of Flag Officers and Directors in accordance with Rule 10.1.

14.2 To ensure compliance with Rule 10.1 the election of Flag Officers and Directors must strictly adhere to the following procedure

- (a) The Returning Officer must declare to the meeting the total number of Directors to be elected and in accordance with Rule 10.1 how many of those Directors to be elected must be Berth Owner Members.
- (b) Conduct the election of Flag Officers in accordance with Rule 11 (Flag Officer Elections).
- (c) Once the election of Flag Officers, who are also Directors under Rule 10.3, is declared the Returning Officer must then, based on the member type of the newly elected Flag Officers, recalculate the number of Berth Owner members still required to be elected in accordance with Rule 10.1.
- (d) If there is still a requirement for Berth Owner Members to be elected as Directors an election for only the number of Directors still required to be Berth Owner Members shall be held (Berth Owner Elections).

- (i) Only Berth Owner Members validly nominated in accordance with Rule 11 are eligible for this ballot.
 - (ii) If there are more nominations than positions available unsuccessful candidates are still eligible to fill the remaining Director positions without having to renominate.
- (e) The Returning Officer shall calculate and inform the meeting the maximum number of Directors remaining to be elected based on the results of Flag Officer Elections and the Berth Owner Elections.
- (f) If required, conduct a ballot to elect the remaining Directors as determined by the Returning Officer.
- (i) All remaining candidates eligible for election under Rule 11 are eligible to stand in this ballot.
 - (ii) There is no constraint on member type apart from those set out in Rule 11.2.

15. VALIDATION OF ACTS OF DIRECTORS AND SECRETARIES

- 15.1 The acts of a Director (including Flag Officers) or Secretary of the Club are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.
- 15.2 Where a person whose office as Director of the Club is vacated under a provision of the Act purports to do an act as a Director of the Club, that act is as valid, in relation to a person dealing with the Club in good faith and for value and without actual knowledge of the matter because of which the office was vacated, as if the office had not been vacated.

16. GENERAL BUSINESS MANAGEMENT

- 16.1 The business of the Club is to be managed by or under the direction of the Board.
- 16.2 The Directors may exercise all the powers of the Club except any powers that the Act or this constitution requires the Club to exercise in general meeting.
- 16.3 A rule made or resolution passed by the Club in general meeting does not invalidate any prior act of the Directors which would have been valid if that rule or resolution had not been made or passed.

17. BORROWING POWERS

- 17.1 Subject to Rule 17.2 the Directors may exercise all the powers of the Club to borrow money, to charge any property or business of the Club and to issue debentures or give any other security for a debt, liability or obligation of the Club or of any other person.
- 17.2 The Directors must not borrow amounts totalling in all at any time more than \$250,000.00 in any one (1) Club year without sanction of a general meeting.

18. APPOINTMENT OF ATTORNEY

- 18.1 The Directors may appoint any person or persons to be the attorney or attorneys of the Club to sign all such documents and do all such things as the Board may direct, for the period and subject to such conditions as the Board sees fit.

18.2 A power of attorney may contain the provisions for the protection and convenience of persons dealing with the attorney that the Board see fit.

19. NEGOTIABLE INSTRUMENTS

19.1 Any two (2) Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

19.2 The Board may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

20. CLUB PATRON

20.1 The Board have the power to invite any distinguished citizen of the State of Queensland to be a patron of the Club.

20.2 The patron may, but does not need to be, a member of the Club.

20.3 If the patron is not a member, the patron is deemed to be an Honorary Member for the period during which they are a patron.

21. BOARD COMMITTEES

21.1 The Directors may delegate any of their powers to a Committee of Directors (Board Committee).

21.2 A Board Committee must exercise the powers delegated to it in accordance with any directions of the Board. The effect of the committee exercising a power in this way is the same as if the Directors exercised it.

21.3 The meetings and proceedings of any Board Committee are governed by the provisions in this constitution regulating the meetings and proceedings of the Board.

22. CLUB COMMITTEES

22.1 The Board may establish committees of members that may include a member or members of the Board to represent, promote and manage the sporting and social interests of a group of members of the Club (Club Committees).

22.2 Club Committees are subject to control of the Board and must report to the Board as the Board may require and must not do or permit to be done any act or thing beyond their delegated powers recorded in this Constitution.

22.3 In or about the early 1980's following the wind up of Townsville Yacht Club Limited (a company unrelated to the Club) the Board established a Club Committee to manage and promote yacht racing, cruising and general sailing activities of its members particularly in affiliation with Australian Yachting Federation (now Yachting Australia) and this Club Committee has long been known, due to its separate affiliation with Yachting Australia and to differentiate it from the Club, as Townsville Cruising Yacht Club (a division of the Club). From the date of the adoption of this Constitution and to avoid any suggestion that Townsville Cruising Yacht Club is an unincorporated association independent of the Club this Club Committee shall be designated and known as the **TYC Sailing Committee** or TYCSC.

22.4 TYCSC is a Club Committee that co-ordinates the cruising and sailing activities of members of the Club as directed by the Board and in particular those requiring affiliated membership of Yachting Australia for yacht racing, training and other activities of a like nature.

- 22.5 TYCSC shall, subject to overall control and direction from the Board, represent members of the Club who apply to become members of TYCSC and are members or affiliates of Yachting Australia (TYCSC Members).
- 22.6 The activities of TYCSC shall be co-ordinated by members of the Club who are TYCSC Members (Sailing Committee).
- 22.7 The functions and duties of the Sailing Committee include:
- (a) Preparation and submission to the Board for approval of a budget of projected income and expenditure for the activities of TYCSC for each Club year
 - (b) Meetings of the committee to manage the activities of TYCSC;
 - (c) Election of committee office bearers for each Club year as they may see fit provided that they do not represent themselves as Flag Officers or Directors of the Club (except when those persons may occupy those offices on the Board);
 - (d) Recommend to the Board an annual fee for each member of the Club who elects to become a member of TYCSC (in addition to membership subscriptions paid by those persons as members of the Club) in such an amount as the Board may approve but not less than the capitation or membership fee payable to Yachting Australia;
 - (e) Keep and maintain minutes and records of its activities as required and as directed by the Board;
 - (f) Keep and maintain accounting records of its activities as directed by the Board and the Club auditors;
 - (g) Report to the Board on its activities as directed by the Board;
 - (h) Co-ordinate and manage the sailing and training activities as required by the Board and subject always to direction from the Board.

23. REMOVAL OF DIRECTORS

- 23.1 Subject to the Act, the Club may by resolution, passed at a duly convened meeting of members of the Club, remove a Director from office.

24. RESIGNATION OF DIRECTOR

- 24.1 A Director may resign as a Director of the Club by giving a written notice of resignation to the Club at its registered office.

25. VACATION OF OFFICE OF DIRECTOR

- 25.1 In addition to any other circumstances in which the office of a Director becomes vacant under the Act, the office of a Director becomes vacant if the Director:
- (a) becomes bankrupt or suspends payment or compounds with his or her creditors;
 - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (c) is not present (either personally or by an alternate Director) at 3 consecutive meetings of Directors without special leave of absence from the Directors and the Directors declare his or her seat to be vacant;

- (d) becomes disqualified from being a Director under the Act or any order made under the Act;
- (e) is removed from office in accordance with rule 23; or
- (f) resigns from office in accordance with rule 24.

26. DIRECTORS INTERESTS

26.1 Except where permitted by the Act a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:

- (a) must not be counted in a quorum;
- (b) must not vote on the matter; and
- (c) must not be present while the matter is being considered at the meeting.

26.2 If a Director who has a material personal interest in a matter that is being considered at a meeting of the Directors is not prohibited by the Act from being present at the meeting and voting, the Director may be present, be counted in the quorum and may be heard but may not vote on the matter.

27. DIRECTOR TO DISCLOSE INTERESTS

27.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Club must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Directors or by written notice to the secretary of the Club.

27.2 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director must declare at a meeting of the Directors of the Club or by written notice to the secretary of the Club the fact and the nature, character and extent of the conflict.

27.3 For the purposes of rules 27.1 and 27.2, a Director's interest or any conflict must be disregarded if it arises from or relates solely to:

- (a) a guarantee to be given by the Director (or by persons including the Director or by a body corporate of which the Director is a member or officer) in respect of a loan to the Club; or
- (b) the position of the Director as a Director of a related body corporate.

28. EFFECT OF INTEREST IN CONTRACT

28.1 If a Director has an interest in a contract or proposed contract with the Club (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the Directors, and the Director discloses the nature and extent of the interest or duty at a meeting of the Directors or by written notice to the secretary of the Club:

- (a) the contract may be entered into; and
- (b) if the disclosure is made before the contract is entered into:
 - (i) the Director may retain benefits under the contract even though the Director has an interest in the contract;

(ii) the Club cannot avoid the contract merely because of the existence of the interest; and

(iii) the Director is not disqualified from the office of Director.

28.2 For the purposes of rule 28.1 **contract** includes an arrangement, dealing or other transaction.

29. OTHER INTERESTS

29.1 A Director may to the extent permitted by the Act:

(a) hold any other office or place of profit under the Club (other than the office of auditor) in conjunction with the office of Director;

(b) be interested in any operation, undertaking or business undertaken or assisted by the Club or in which the Club is or may be interested.

30. OTHER DIRECTORSHIPS AND SHAREHOLDINGS

30.1 A Director of the Club may be or become a Director, officer, employee or member of any Club promoted by the Club or in which the Club may be interested as a vendor, shareholder or otherwise and is not accountable for any reasonable benefits received as a Director, officer, employee or member of the other Club.

30.2 Subject to the Act:

(a) the Directors of the Club may exercise the voting power conferred by the shares or other interest held by the Club in another Club in favour of a resolution appointing themselves or any of them as Directors or other officers of the other Club;

(b) any Director of the Club may vote at a meeting of Directors of the Club in favour of a resolution that the Club exercises its voting power conferred by the shares or other interest held by the Club in the other Club to appoint that Director as a Director or other officer of the other Club;

(c) any Director of the Club may be appointed as representative of the Club and may vote at a general meeting of the other Club in favour of a resolution appointing that Director as a Director or other officer of the other Club; and

(d) a Director of the Club who is also a Director of the other Club may vote as a Director of the other Club in whatever manner he or she sees fit, including voting in favour of a resolution appointing the Director to any other office in the other Club and a resolution appointing any other Directors of the Club as Directors or other officers of the other Club.

31. NO DIRECTORS' REMUNERATION

31.1 No Director may receive any remuneration for his or her services in his or her capacity as a Director of the Club.

32. DIRECTORS' EXPENSES

32.1 The Club may pay the Directors' travelling and other expenses that they properly incur:

(a) in attending Directors' meetings or any meetings of committees of Directors;

(b) in attending any general meetings of the Club; and

(c) in connection with the Club's business.

32.2 The Directors must approve all payments the Club makes to its Directors.

33. FINANCIAL BENEFIT

33.1 To the extent, if any, required by the Act, a Director must ensure that the requirements of the Act are complied with in relation to any financial benefit given by the Club to the Director or to any other related party of the Director.

34. INDEMNITY

34.1 To the extent permitted by the Act, the Club indemnifies:

- (a) every person who is or has been an officer of the Club; and
- (b) where the board of Directors considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Club;

against any liability incurred by that person in his or her capacity as an officer of the Club or of the related body corporate (as the case may be).

34.2 In accordance with section 199A of the Act, the Club must not indemnify a person against:

- (a) any of the following liabilities incurred as an officer of the Club:
 - (i) a liability owed to the Club or a related body corporate;
 - (ii) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - (iii) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith; or
- (b) legal costs incurred in defending an action for a liability incurred as an officer of the Club if the costs are incurred:
 - (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under these Rules;
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty;
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- (c) For the purposes of these Rules the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

34.3 An officer must:

- (a) give notice to the Club promptly on becoming aware of any Claim against the officer that may give rise to a right to be indemnified under these Rules;

- (b) take such action as the Club reasonably requests to avoid, dispute, resist, appeal against, compromise or defend any Claim or any adjudication of a Claim;
- (c) not make any admission of liability in respect of or settle any Claim without the prior written consent of the Club;
- (d) allow the Club or its insurers to assume the conduct, negotiation or defence of any Claim and, on request by the Club, render all reasonable assistance and co-operation to the Club or its insurers in the conduct of any Claim, including giving the Club or its insurers any document, authority or direction that the Club or its insurers may reasonably require for the prosecution or advancement of any counterclaim or cross-claim;
- (e) on request by the Club or its insurers, do everything necessary or desirable which the Club reasonably requests to enable the Club or its insurers (so far as it is possible) to be subrogated to and enjoy the benefits of the officer's rights in relation to any counterclaim or cross-claim or any claims against any third party and render such assistance as may be reasonably requested by the Club or its insurers for that purpose; and
- (f) notify any Claim to an insurer or any other person who may be liable to indemnify the officer in respect of that Claim and promptly take all reasonable steps to enforce all the officer's rights against the insurer or other person.

34.4 In these Rules **Claim** means:

- (a) any writ, summons, cross-claim, counterclaim, application or other originating legal or arbitral process against an officer as an officer of the Club;
- (b) any hearing, complaint, inquiry, investigation, proceeding or application commenced or originating against an officer as an officer of the Club; or
- (c) any written or oral demand or threat that might result in the officer reasonably believing that any such process, hearing, complaint, inquiry, investigation, proceeding or application referred to in rule 34.4(a) or 34.4(b) may be initiated.

35. INSURANCE

35.1 The Club may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Club or a related body corporate of the Club against any liability incurred by the person as an officer of the Club or a related body corporate except a liability (other than one for legal costs) arising out of:

- (a) conduct involving a wilful breach of duty in relation to the Club; or
- (b) a contravention of section 182 or 183 of the Act.

35.2 In the case of a Director, any premium paid under this rule is not remuneration for the purpose of these Rules.

36. DIRECTOR VOTING ON CONTRACT OF INSURANCE

36.1 Despite anything in this constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Club or of a related body corporate.

37. LIABILITY

37.1 An officer of the Club is not liable for the act, neglect or default of any other officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of his or her office unless it arises through his or her own dishonesty or other unlawful conduct.

38. MEANING OF “OFFICER”

~~38.1~~ For the purposes of these Rules, **Officer** means a Director or secretary or a member of a committee of the Club.

39. RIGHTS OF INSPECTION OF RECORDS

39.1 The Directors of the Club, or the Club by a resolution passed at a general meeting, may authorise a member to inspect books of the Club.

39.2 A member other than a Director does not have the right to inspect any document of the Club, other than the minute books for the meetings of its members and for resolution of members passed without meetings, except as provided by law or authorised by the Directors or by the Club in general meeting.

39.3 Directors have the rights of inspection and access provided by section 198F of the Act.

40. CONFIDENTIAL INFORMATION

40.1 Except as provided by the Act, no member (not being a Director) is entitled to require or receive any information concerning the business, trading or customers of the Club or any trade secret, secret process or other confidential information of or used by the Club.

41. DIRECTORS MEETINGS - CIRCULATING RESOLUTIONS

41.1 The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution (except a Director absent from Queensland who has not left a facsimile number *or electronic mail address* at which he or she may be given notice or a Director unable to vote due to illness or accident) sign a document containing a statement that he or she is in favour of the resolution set out in the document.

41.2 Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

41.3 The resolution is passed when the last Director signs.

41.4 A facsimile or electronic communication addressed to or received by the Club and purporting to be signed or sent by a Director for the purpose of this rule 41 must be treated as a document in writing signed by that Director.

42. MEETINGS OF DIRECTORS

42.1 The Directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they see fit, on at least a monthly basis.

43. CALLING DIRECTORS' MEETINGS

43.1 A Director may at any time, and a secretary must on the requisition of a Director, call a meeting of the Directors.

44. NOTICE OF MEETING

44.1 Reasonable notice of every Directors' meeting must be given to each Director and alternate Director except that it is not necessary to give notice of a meeting of Directors to any Director who:

- (a) has been given special leave of absence; or
- (b) is absent from Queensland and has not left a facsimile number or electronic mail address at which he or she may be given notice.

44.2 Any notice of a meeting of Directors may be given in writing or orally, and whether by facsimile, telephone, electronic mail or any other means of communication.

45. USE OF TECHNOLOGY FOR MEETINGS OF DIRECTORS

45.1 A Directors' meeting may be held using telephone or, if consented to by all Directors, other technology. The consent may be a standing one. A Director may only withdraw the consent within a reasonable period before the meeting.

45.2 If a Directors' meeting is held using any technology and all the Directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.

45.3 The following provisions apply to a technology meeting:

- (a) each of the Directors taking part in the meeting must be able to hear and be heard by each of the other Directors taking part in the meeting; and
- (b) at the commencement of the meeting each Director must announce his or her presence to all the other Directors taking part in the meeting.

45.4 If the secretary is not present at a technology meeting 1 of the Directors present must take minutes of the meeting.

45.5 A Director may not leave a technology meeting by disconnecting his or her link to the meeting unless that Director has previously notified the chair of the meeting.

45.6 A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Director has previously obtained the express consent of the chair to leave the meeting.

46. CHAIRING DIRECTORS' MEETINGS

46.1 The Commodore is the chair of all meetings of the Directors.

46.2 At a meeting of Directors if:

- (a) no Commodore has been elected; or
- (b) the Commodore is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Vice Commodore is the chair of the meeting, but if:

- (c) no Vice Commodore has been elected; or

- (d) the Vice Commodore is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Directors present must elect a Director who is a Berth Owner Member present to chair the meeting.

47. QUORUM

47.1 Where the number of Directors is six (6), the quorum for a meeting of the Board is four (4), of which three (3) must be Berth Owner Members.

47.2 Where the number of directors is greater than six (6) the quorum for a meeting of the Board shall be two thirds (2/3) the number of Directors, rounded up to the next whole number.

47.3 An alternate Director is counted in a quorum at a meeting at which the Director who appointed the alternate is not present (so long as the alternate is, under the Act relating to Directors' interests and these Rules, entitled to vote).

48. PASSING OF DIRECTORS' RESOLUTIONS

48.1 A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.

48.2 The chair has a casting vote if necessary in addition to any vote he or she has as a Director. The chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

48.3 A person who is an alternate Director is entitled (in addition to his or her own vote if he or she is a Director) to 1 vote on behalf of each Director whom he or she represents as an alternate Director at the meeting and who is not present at the meeting.

49. MEETINGS OF MEMBERS - CIRCULATING RESOLUTIONS

49.1 This applies to resolutions which the Act, or this constitution, requires or permits to be passed at a general meeting, except a resolution under section 329 of the Act to remove an auditor.

49.2 The Club may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

49.3 Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.

49.4 The resolution is passed when the last member signs.

49.5 If the Club receives by facsimile transmission a copy of a document referred to in this rule 49 it is entitled to assume that the copy is a true copy.

50. CALLING OF GENERAL MEETING

50.1 The Board may resolve to call a general meeting of members whenever they see fit.

50.2 Except as permitted by law, a general meeting, to be called the **annual general meeting**, must be held at least once in every calendar year.

50.3 Except as provided in the Act, no member or members may call a general meeting.

51. AMOUNT OF NOTICE OF MEETING

51.1 Subject to the provisions of the Act as to short notice, at least 21 days' notice of a general meeting must be given in writing to those persons who are entitled to receive notices from the Club.

52. PERSONS ENTITLED TO NOTICE OF GENERAL MEETING

52.1 Written notice of a meeting of the Club's members must be given individually to:

- (a) each member entitled to vote at the meeting;
- (b) each Director; and
- (c) the Club's auditor.

52.2 No other person is entitled to receive notice of general meetings.

53. HOW NOTICE IS GIVEN

53.1 The Club may give the notice of meeting to a member:

- (a) personally;
- (b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member;
- (c) by sending it to the facsimile number or electronic address (if any) nominated by the member;
- (d) by sending it by other electronic means (if any) nominated by the member; or
- (e) by notifying the member in accordance with rule 53.2.

53.2 If the member nominates:

- (a) an electronic means (**nominated notification means**) by which the member may be notified that notices of meeting are available; and
- (b) an electronic means (**nominated access means**) the member may use to access notices of meeting;

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means):

- (c) that the notice of meeting is available; and
- (d) how the member may use the nominated access means to access the notice of meeting.

54. WHEN NOTICE IS GIVEN

54.1 A notice of meeting sent by post is taken to be given 3 days after it is posted.

54.2 Except as otherwise provided in these Rules a notice of meeting given to a member is taken to be given on the business day after it is sent.

54.3 A notice of meeting given to a member under rule 53.1(c) is not effective if:

- (a) in the case of service by facsimile, the Club's facsimile machine issues a transmission report that the transmission was unsuccessful;

- (b) in the case of service by electronic mail, the Club's computer reports that delivery has failed; or
- (c) in either case the addressee notifies the Club immediately that the notice was not fully received in a legible form.

54.4 A certificate signed by a manager, secretary or other officer of the Club that the notice was posted or given in accordance with this Rule is conclusive evidence of the matter.

55. PERIOD OF NOTICE

55.1 Subject to the Act and this constitution where a specified number of days' notice or notice extending over any period is required to be given, the day of service is excluded, and the day upon which the notice expires is included.

56. CONTENTS OF NOTICE

56.1 A notice of a general meeting must:

- (a) set out the place, date and time for the meeting;
- (b) state the general nature of the meeting's business;
- (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution;
- (d) be worded and presented in a clear, concise and effective manner; and
- (e) contain a statement setting out the following information:
 - (i) that the member has a right to appoint a proxy; and
 - (ii) that the proxy need not be a member of the Club.

57. NOTICE OF ADJOURNED MEETING

57.1 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 14 days or more.

58. ACCIDENTAL OMISSION TO GIVE NOTICE

58.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under this constitution does not invalidate the proceedings at or any resolution passed at the meeting.

59. POSTPONEMENT OF GENERAL MEETING

59.1 The Directors may postpone the holding of any general meeting whenever they see fit (other than a meeting requisitioned by members as provided by the Act) for not more than 42 days after the date for which it was originally called.

59.2 Whenever any meeting is postponed (as distinct from being adjourned) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

60. TECHNOLOGY

60.1 The Club may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

61. QUORUM

61.1 The quorum for a meeting of the Club's members is 15 persons entitled to vote and the quorum must be present at all times during the meeting.

61.2 In determining whether a quorum is present, individuals attending as proxies, or attorneys are counted. If an individual is attending both as a member and as a proxy or, attorney, the individual is counted only once.

61.3 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:

(a) where the meeting was called by the members or upon the requisition of members, the meeting is dissolved; or

(b) in any other case, the meeting is adjourned to the date, time and place the Directors specify. If the Directors do not specify 1 or more of those things, the meeting is adjourned to:

(i) if the date is not specified – the same day in the next week;

(ii) if the time is not specified – the same time; and

(iii) if the place is not specified – the same place.

61.4 If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

62. CHAIR AT GENERAL MEETINGS

62.1 The Commodore of the Club, if present, presides as chair at every general meeting.

62.2 Where a general meeting is held and:

(a) there is no Commodore of the Club; or

(b) the Commodore is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Vice Commodore of the Club if present presides as chair of the meeting or, if the Vice Commodore is not present or is unwilling to act, the Directors present may appoint 1 of their number to be chair of the meeting and in default of their doing so the members present may appoint any 1 of their number to be chair of the meeting.

62.3 The chair must adjourn a meeting of the Club's members if the members present with a majority of votes at the meeting agree or direct that the chair must do so.

63. BUSINESS AT ADJOURNED MEETINGS

63.1 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

64. CONDUCT OF MEETINGS

64.1 The following rules of debate must be observed at all meetings held in connection with the Club:

- (a) any members desiring to propose a motion or amendment or to discuss any matter under consideration, must rise and address the chair;
- (b) the right of speaking on any subject will belong to the member who first rises to address the chair;
- (c) save as otherwise provided in these Rules no member will speak more than once upon any motion or amendment without the consent of the meeting;
- (d) any member proposing or seconding a resolution will be held to have spoken;
- (e) when 2 or more members rise together the chair will call upon the members who, in the chair's opinion, rose first in their place;
- (f) the mover of any resolution must have the right to reply;
- (g) no further discussion will be allowed after the mover has replied;
- (h) no member when speaking will be interrupted unless called to order, when the member will sit down, and the member calling to order will be heard in support of their point, and the chair may either hear further discussion or decide at that stage but the point must be decided before the debate is resumed;
- (i) dissent from the chair's ruling must be seconded but only the mover of the motion of dissent will have the right of speaking in support thereof;
- (j) the chair will have the right of stating the reasons for the ruling and the motion of dissent will then be put;
- (k) any motion or amendment not seconded will not be further debated, but will lapse;
- (l) the question having been proposed may be amended by leaving out, substitution, or adding words;
- (m) when amendments have been put and lost, the original motion will be put;
- (n) the chair will put the question to a meeting in a distinct and audible voice;
- (o) the question being put will be resolved in the affirmative or negative by a show of hands, unless a division be demanded;
- (p) a ballot shall be taken if five of those present will demand it;
- (q) no member will speak on any motion after the same has been put by the chair;
- (r) when the chair rises during a debate, the member then speaking or proposing to speak will sit down so that the chair will be heard without interruption;
- (s) in debates, the mover will be allowed 10 minutes for speaking in support of a motion, subsequent speakers 5 minutes each, and the mover, 5 minutes in reply; and
- (t) the meeting will have power by majority vote to extend the time for any speaker.

65. WHO CAN APPOINT A PROXY

65.1 A member who is entitled to attend and cast a vote at a meeting of the Club's members may appoint an individual or a body corporate as the member's proxy to attend and vote for the member at the meeting. The proxy need not be a member.

66. RIGHTS OF PROXIES

66.1 A proxy appointed to attend and vote for a member has the same rights as the member:

- (a) to speak at the meeting;
- (b) to vote (but only to the extent allowed by the appointment); and
- (c) to join in a demand for a poll.

66.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

66.3 A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.

66.4 A proxy may be revoked at any time by notice in writing to the Club.

67. WHEN PROXY FORM MUST BE SENT TO ALL MEMBERS

67.1 If the Club sends a member a proxy appointment form for a meeting or a list of persons willing to act as proxies at a meeting:

- (a) if the member requested the form or list – the Club must send the form or list to all members who ask for it and who are entitled to appoint a proxy to attend and vote at the meeting; or
- (b) otherwise – the Club must send the form or list to all its members entitled to appoint a proxy to attend and vote at the meeting.

68. APPOINTING A PROXY

68.1 An appointment of a proxy is valid if it is signed or otherwise electronically authenticated (as provided in the Act and/or the *Corporations Regulations 2001*) by the member making the appointment and contains the following information:

- (a) the member's name and address;
- (b) the Club's name;
- (c) the proxy's name or the name of the office held by the proxy; and
- (d) the meetings at which the appointment may be used.

An appointment may be a standing one.

68.2 An electronically authenticated appointment of a proxy must in addition to rule 68.1:

- (a) include a method of identifying the member; and
- (b) include an indication of the member's approval of the information communicated.

68.3 If the electronically authenticated appointment of a proxy is done through either email or internet-based voting:

- (a) the member must be identified by personal details such as the member's name, personal address and date of birth; and
- (b) the member's approval must be communicated by a form of security protection (for example, the entering of a confidential identification number such as a shareholder registration number or holder identification number).

68.4 An undated appointment is taken to have been dated on the day it is given to the Club.

68.5 An appointment may specify the way the proxy is to vote on a particular resolution. If it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the chair – the proxy must vote on a poll, and must vote that way; and
- (d) if the proxy is not the chair – the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a member, this Rule does not affect the way that the person can cast any votes the person holds as a member.

68.6 An appointment does not have to be witnessed.

68.7 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

69. FORM OF PROXY SENT OUT BY CLUB

69.1 A form of proxy sent out by the Club may be in a form determined by the Directors but must:

- (a) enable the member to specify the manner in which the proxy must vote in respect of a particular resolution; and
- (b) leave a blank for the member to fill in the name of the person primarily appointed as proxy.

69.2 The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chair of the meeting is appointed proxy.

69.3 Despite rule 69.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

Townsville Motor Boat & Yacht Club Limited ACN 009 782 567

I/We, _____ of _____, being a member,
 appoint _____ of _____ or, in his or her
 absence, _____ of _____ as my/our proxy to vote for me/us on
 my/our behalf at the *annual general/*general meeting of the Club to be held
 on _____ and at any adjournment of that meeting

.† This form is to be used *in favour of/*against the resolution.

Signed on _____ / /

. * Strike out whichever is not desired.

† To be inserted if desired.

70. RECEIPT OF PROXY DOCUMENTS

70.1 For an appointment of a proxy for a meeting of the Club's members to be effective, the following documents must be received by the Club at least 48 hours before the meeting:

- (a) the proxy's appointment; and
- (b) if the appointment is signed or otherwise authenticated by the appointor's attorney – the authority under which the appointment was signed or authenticated or a certified copy of the authority.

70.2 If a meeting of the Club's members has been adjourned, an appointment and any authority received by the Club at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.

70.3 The Club receives an appointment or authority:

- (a) when it is received at any of the following:
 - (i) the Club's registered office;
 - (ii) a facsimile number at the Club's registered office; or
 - (iii) a place, facsimile number or electronic mail address specified for the purpose in the notice of meeting; or
- (b) if the notice of meeting specifies other electronic means by which a member may give the document – when the document given by those means is received by the Club and complies with rules 68.2 and 68.3.

70.4 An appointment of a proxy is ineffective if:

- (a) the Club receives either or both the appointment or authority at a fax number or electronic address; and
- (b) a requirement (if any) in the notice of meeting that:
 - (i) the transmission be verified in a way specified in the notice; or
 - (ii) the proxy produce the appointment and authority (if any) at the meeting;is not complied with.

71. VALIDITY OF PROXY VOTE

71.1 A proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

71.2 A vote cast by a proxy is valid although, before the proxy votes:

- (a) the appointing member dies;
- (b) the member is mentally incapacitated;
- (c) the member revokes the proxy's appointment; or
- (d) the member revokes the authority under which the proxy was appointed by a 3rd party;

unless the Club receives written notice of that event before the start or resumption of the meeting at which the proxy votes.

72. ATTORNEY OF MEMBER

72.1 An attorney for a member may do whatever the member could do personally as a member, but if the attorney is to vote at a meeting of members or a class of members the instrument conferring the power of attorney or a certified copy of it must be produced to the Club at least 48 hours before the meeting, in the same way as the appointment of a proxy.

73. HOW MEMBERS VOTE MAY BE EXERCISED

73.1 Subject to these Rules at any general meeting of members, each Ordinary Member (including those that are Berth Owner Members) and each Life Member present has one (1) vote on a show of hands and on a poll.

73.2 The vote may be exercised in person or by proxy or attorney.

74. VOTING DISQUALIFICATION

74.1 A member is not entitled to vote at a general meeting if the annual subscription of the member is more than 1 month in arrears at the date of the meeting or the postponed or adjourned meeting.

75. OBJECTIONS TO RIGHT TO VOTE

75.1 A challenge to a right to vote at a meeting of members:

- (a) may only be made at the meeting; and
- (b) must be determined by the chair, whose decision is final.

75.2 A vote not disallowed following the challenge is valid for all purposes.

76. HOW VOTING IS CARRIED OUT

76.1 A resolution put to the vote at a meeting of the Club's members must be decided on a show of hands unless a poll is demanded.

76.2 On a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

76.3 Unless otherwise required by this constitution or the Act, all resolutions of the Club are ordinary resolutions which are resolutions passed by more than 50% of the votes cast by members entitled to vote on the resolutions.

77. MATTERS ON WHICH A POLL MAY BE DEMANDED

77.1 A poll may be demanded on any resolution.

77.2 A demand for a poll may be withdrawn.

78. WHEN A POLL IS EFFECTIVELY DEMANDED

78.1 At a meeting of the Club's members, a poll may be demanded by:

- (a) at least 3 members entitled to vote on the resolution; or
- (b) the chair.

- 78.2 The poll may be demanded:
- (a) before a vote is taken;
 - (b) before the voting results on a show of hands are declared; or
 - (c) immediately after the voting results on a show of hands are declared.

79. WHEN AND HOW POLLS MUST BE TAKEN

- 79.1 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.
- 79.2 A poll on the election of a chair or on the question of an adjournment must be taken immediately.
- 79.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 79.4 The result of the poll is the resolution of the meeting at which the poll was demanded.

80. CHAIR'S CASTING VOTE

- 80.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting has a casting vote in addition to any vote he or she may have in his or her capacity as a member or proxy.
- 80.2 The chair has a discretion both as to use of the casting vote and as to the way in which it is used.

81. BUSINESS OF AN ANNUAL GENERAL MEETING

- 81.1 The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:
- (a) the consideration of the annual financial report, Directors' report and auditor's report;
 - (b) the election of Directors;
 - (c) the appointment of the auditor; and
 - (d) the fixing of the auditor's remuneration.

All other business transacted at an annual general meeting and all business transacted at any other general meeting is special business.

- 81.2 The business of the annual general meeting also includes any other business which under this constitution or the Act ought to be transacted at an annual general meeting.
- 81.3 The chair of the annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- 81.4 If the Club's auditor or the auditor's representative is at the meeting, the chair of an annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

82. RESOLUTIONS PROPOSED BY MEMBERS

- 82.1 A member may not at any meeting move any resolution relating to special business unless:
- (a) members with at least 5% of the votes that may be cast on the resolution have given the Club notice of the resolution or the requirements of section 249N of the Act have

otherwise been satisfied, and 2 months notice has elapsed since the notice was given;
or

(b) the resolution has previously been approved by the Directors.

83. MINUTES TO BE KEPT

83.1 The Directors must keep minute books in which they record within 1 month:

- (a) proceedings and resolutions of meetings of the Club's members;
- (b) proceedings and resolutions of Directors' meetings (including meetings of a committee of Directors);
- (c) resolutions passed by members without a meeting; and
- (d) resolutions passed by Directors without a meeting.

83.2 The Directors must ensure that minutes of a meeting are signed within a reasonable time after the meeting by 1 of the following:

- (a) the chair of the meeting; or
- (b) the chair of the next meeting.

83.3 The Directors must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.

83.4 Without limiting rule 83.1 the Directors must record in the minute books:

- (a) all appointments of officers;
- (b) the names of the Directors and alternate Directors present at all meetings of Directors and the Club;
- (c) in the case of a technology meeting, the nature of the technology; and
- (d) all other matters required by the Act to be recorded in the minute books, including each notice and standing notice given by a Director of a material personal interest.

84. ACCOUNTS

84.1 The Directors must cause proper accounting and other records to be kept in accordance with the Act.

84.2 The Directors must distribute copies of every profit and loss account, balance sheet and statement of cash flows (including every document required by law to be attached to them) as required by the Act.

85. AUDIT

85.1 A registered Club auditor must be appointed.

85.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

86. COMMON SEAL

86.1 The Club may, but need not, have a common seal.

87. USE OF COMMON SEAL

- 87.1 If the Club has a common seal the Directors must provide for its safe custody.
- 87.2 The common seal may not be fixed to any document except by the authority of a resolution of the Directors or of a committee of the Directors duly authorised by the Directors.
- 87.3 The Club executes a document with its common seal if the fixing of the seal is witnessed by:
- (a) 2 Directors of the Club; or
 - (b) a Director and a Club secretary of the Club.

88. EXECUTION OF DOCUMENTS WITHOUT COMMON SEAL

- 88.1 The Club may execute a document without using a common seal if the document is signed by:
- (a) 2 Directors of the Club; or
 - (b) a Director and a Club secretary of the Club.

89. EXECUTION OF DOCUMENT AS A DEED

- 89.1 The Club may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rule 87 or rule 88.

90. EXECUTION – GENERAL

- 90.1 The same person may not sign in the dual capacities of Director and secretary.
- 90.2 A Director may sign any document as Director, with or without the common seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature complies with the requirements of this constitution as to execution despite his or her interest.
- 90.3 These Rules do not limit the ways in which the Directors may authorise documents (including deeds) to be executed on behalf of the Club.

91. FORMALITIES OMITTED

- 91.1 If some formality required by this constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Directors that the omission has directly prejudiced any member financially. The decision of the Directors is final and binding on all members.

92. ALTERATIONS

- 92.1 If the Club is approved as a public benevolent institution by the Australian Taxation Office, the Australian Taxation Office must be notified in writing of any alterations to this constitution.

93. WINDING UP

- 93.1 If upon the winding up or dissolution of the Club any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the members of the Club but must be given or transferred to some other institution or institutions determined by the members of the Club at or before the time of dissolution which has similar objects to the Club and which prohibits the distribution of its income and property among its members.

93.2 If the members do not make the necessary determination under rule 93.1, the Club may apply to the Supreme Court to determine the institution or institutions.

94. LIQUOR LICENSING REQUIREMENTS OF THE CLUB

94.1 If these rules or any of the rules, regulations and by-laws made by the authority of the constitution are at any time amended or altered, copies of the amendments or alteration certified as correct under the hands of the secretary will be forwarded to the Licensing Commission and to the District Inspector within 14 days after the amendments or alterations have been made.

94.2 The Constitution comprises the Rules of the Club for the purposes of the Liquor Act 1992.

94.3 A register of members of the Club must be kept on the Club's premises.

94.4 No liquor will be sold or supplied to any person under the age of 18 years.

94.5 The Club will be open for the reception of members and authorised visitors between the hours as the Directors may from time to time determine, subject to the provisions of the *Liquor Act (Qld)* 1992.

94.6 The Club may permit visitors to enter its premises provided that protocols set by the Board are met and that the requirements of the Liquor Act and regulations are complied with in this respect.

95. ADDITIONAL MEMBERS AND OFFICE HOLDERS RIGHTS AND RESPONSIBILITIES

95.1 No member may give any money, fee or gratuity or other gift or any tip to any employee of the Club in any circumstances whatsoever except in the course of a general collection approved by the Directors. Any breach of this rule may in the discretion of the Directors be deemed conduct unbecoming to a member, prejudicial to the interests of the Club and dealt with by the Directors accordingly.

95.2 All members are to pay their bills monthly for every expense they incur in the Club. Any member whose account will remain unpaid for 3 months after the month in which the account was incurred must, if the Directors so determine, be required to pay an additional amount of 10% on the accounts as long as the sum remains unpaid.

95.3 If a member neglects to pay an account with the Club (other than entrance fee and subscriptions fee), the Directors may direct the secretary to apply in writing to the member for payment of the amount and, if the member neglects to pay the amount owing within such time as the Club may fix, the member may be debarred from using the Club's facilities or incurring any further debt therein and the secretary will intimate in writing to the member that the member is so debarred. Upon payment of the account, together with interest, the member may be restored to the member's full privileges as a member of the Club.

95.4 All complaints must be stated in a letter addressed to the secretary and signed by the member complaining. The letter will be laid before the Club at the next meeting, and to such complaints an answer will be sent by letter from the secretary. No member will make a complaint in any other manner or personally reprimand any employee of the Club.

95.5 Payment or part payment of any secretary or other officer or employee of the Club will not be made by way of commission or allowance from or upon the receipt of the Club for liquor sold or supplied or from any other source whatsoever.

96. CLUB'S FLAGS, BURGEE AND BADGES

- 96.1 The Club's flags, burgees and badges will be those adopted by the Townsville Motor Boat Club & Yacht Club Limited immediately prior to the registration of this Club as a Club.
- 96.2 The Club's flags, burgees and badges may be altered, discontinued or others adopted in lieu of or in addition to by the Directors upon a resolution in that behalf of the members in a general meeting provided that any such resolution must be by 75% majority of members present at any such meeting.
- 96.3 No members will permit any Club burgee, flag, or badge to be worn by the member's boat unless the member is in command and will not leave on board or permit it to be used by any other person any such emblem whilst the member's boat is in use by a person other than a member.
- 96.4 No office bearer will under any circumstances permit the member's flag to be worn by the member's boat whilst it is not in his personal command.

97. MODIFICATION OR REPEAL OF CONSTITUTION

- 97.1 Subject to Rule 97.2 the Club may modify or repeal its Constitution or a provision of its Constitution at a duly convened meeting of members of the Club by special resolution of those in attendance (in person or by proxy) entitled to vote **PROVIDED THAT** the special resolution is supported by an ordinary resolution in favour of the special resolution by Berth Owner Members present (by proxy or in person) at the meeting.
- 97.2 The Club must not repeal Rule 97.1 when making any modification to its Constitution.

98. PROPERTY DEALINGS IN CLUB REALTY

- 98.1 The Club is (at the date of adoption of this Constitution) registered proprietor and lessee from the State of Club Realty.
- 98.2 The Club may only commit to and complete a Property Dealing if that Property Dealing is approved of by the members at a duly convened meeting of members of the Club by special resolution of those in attendance (in person or by proxy) entitled to vote **PROVIDED THAT** the special resolution is supported by an ordinary resolution in favour of the special resolution by Berth Owner Members present (by proxy or in person) at the meeting.
- 98.3 The Club must not repeal Rule 98.2 when making any modification to its Constitution.

99. DEFINED TERMS AND DICTIONARY

In this Constitution:-

Act means the Corporations Act as amended from time to time.

AGM means the annual general meeting of members of the Club.

Berth Holder a person or corporation (in its own right or as trustee) that is or becomes registered as Sub Lessee of part of Lot 662 on SP206741 title reference 40026519 under and pursuant to a Sub-Lease from the Club for use of that part of the land as a berth in the Club marina located on that land.

Berth Owner Member means a member of the Club referred to in Rule 8.5.

Board means the Board of Directors of the Club from time to time.

Club means Townsville Motor Boat & Yacht Club Limited ACN 009 782 567.

Club Realty means the freehold and leasehold land interests of the Club from time to time including but not limited to an estate in fee simple in land described as Lot 22 on AP102502 title reference 50255127 and Term Lease 0/214712 of Lot 662 on SP206741 title reference 40026519.

Club year means a period from 1 March to the last day of February in each calendar year.

Constitution means this constitution and any amendment or modification of this Constitution.

Director means a Director of the Club and includes all Flag Officers.

Flag Officers means those Directors of the Club that are elected to and hold the positions described in Rule 10.3.

Honorary Member means a member of the Club referred to in Rule 8.7.

Life Member means a member of the Club referred to in Rule 8.6.

member means a member of the Club.

Property Dealing means a transfer, assignment or reconfiguration of Club Realty including creation of volumetric title above ground on any part of Club Realty.

Related Entity in relation to a member means any of the following who are confirmed as a Related Entity of a member by written notice from a member to the Club;

- (a) The spouse or de facto spouse of a member;
- (b) The adult child of a member;
- (c) A private company (in its own right or as trustee of the members family discretionary trust) where the member is a director and with the persons named in (a) or (b) owns or controls the issued share capital of the private company.

Rule means a provision within this Constitution.

Social Member means a member of the Club referred to in Rule 8.8.

Ordinary Member means a member of the Club referred to in Rule 8.4.

99.2

Interpretation

When interpreting this Constitution:-

- singular includes plural and vice versa;
- any gender includes every gender;
- person includes corporations, trusts, associations, partnerships, government departments or authorities and other legal entities;

- references to statutes include statutes amending, consolidating or replacing the statutes referred to and all Rules, orders in council, rules or subordinate legislation made under those statutes;
- headings in this Constitution are for convenience only and should be disregarded in the interpretation of the Constitution;
- any reference to a Member or person or party means that party's executors, administrators, substitutes, successors and permitted assigns;
- any reference to these Rules means a reference to all of the Rules in this Constitution.

