

**PORT DOUGLAS**

**YACHT CLUB**

**RULES AND ARTICLES OF  
ASSOCIATION**

## **NAME**

1.00

- (1) The name of the incorporated association shall be the Port Douglas Yacht Club Inc. (in these Rules called “the Association”)

## **OBJECTS**

2.00 The objects for which the Association is established are:

- (1) To promote, encourage and foster the sport of yachting in all its forms, raise and provide funds for the provision and maintenance of Association facilities and those things ancillary to and incidental to the sport of yachting in general and to encourage social intercourse between all persons directly or indirectly interested in that sport.
- (2) To foster and maintain the good fellowship that exists between yachtsmen.
- (3) To keep members in close and friendly association with each other by frequent social gatherings on land and sea.
- (4) To purchase for and/or arrange on behalf of members the purchase of boating gear, ships chandlery and fishing gear at discount rates to negotiate insurance, both fire and marine in respect of members’ boats and generally provide service and advice for the benefit of members.
- (5) To develop and foster relations with other kindred bodies or authorities.

## **POWERS**

3.00 The powers of the Association are:

- (1) To take over the funds and other assets and the liabilities of the present unincorporated association known as the “Port Douglas Yacht Club”.
- (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 34 : (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 persons 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 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 lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise assist any person or body corporate.
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be though proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay off any such securities.
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (14) 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 part of the property and rights of the Association.
- (15) 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.
- (16) 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 to sub-rule (4).
- (17) 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.

- (18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of the objects.
- (19) 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 34. (10).
- (20) 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.
- (21) 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.
- (22) To make donations for patriotic, charitable or community purposes.
- (23) 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.
- (24) 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**

4.00

- (1) The membership of the Association shall consist of ordinary members, and any of the following classes of membership:
  - (a) Junior Members
  - (b) Life Members
  - (c) Family Members
  - (d) Honorary Members
  - (e) Associate Members

- (f) Life Building Members
  - (g) Outport Members
  - (h) Temporary Members
- (2) The numbers of members in each class shall be unlimited.
- (3) Any person of good repute who voluntarily professes an interest in yachting and who undertakes to be bound by the terms of these Rules shall be eligible to become a member.
- (4) Junior Members:  
Age 8 to 17 years, has no voting rights but is entitled to all facilities of the Association excepting those regulated by the Licensing Laws.
- (5) Life Members:  
The Committee shall have power in consideration of special services rendered to yachting in the town of Port Douglas and environs, to nominate, at a Committee meeting, such an ordinary member as a Life Member. Such nominations, not exceeding three in any one year, shall be submitted to the following two ordinary General Meetings of members and if confirmed by a simple majority at both meetings the nominee shall be entitled to all the privileges of the Association without payment of any further subscriptions.
- (6) Family Members:  
Persons eligible for ordinary membership who are members of the same immediate family (spouse and/or children under 18 years only) may make application for membership of the Association on a Family Membership basis. If all such persons are accepted by the Committee they will be entitled to pay the Family Membership fee from time to time set by the Committee in lieu of the usual Ordinary Membership fee. Members admitted to membership on the Family Membership basis shall each be entitled to vote and to have the duties and responsibilities and benefits as though they hold Ordinary Membership, provided they are eighteen years of age or over.
- (7) Honorary Members:  
The Committee shall have the power to grant to visitors to Port Douglas (persons living outside a 100 kilometre radius of the town) Honorary Membership. Such a visitor on being introduced, proposed by and vouched for, by a member, may be admitted as an Honorary Member for a period of one month at such membership fee or

subscription as the Committee shall in individual circumstances by resolution determine. Such periods may be extended by the Committee. These members have no voting rights.

(8) Associate Members:

Associate Members have no voting rights, key rights or insurance (race).

(9) Life Building Members:

Persons who have contributed a substantial amount to the Club Building Fund can be granted Life Building Membership by the Committee at their discretion at both Senior and Family Member level at a fee to be determined from time to time.

(10) Outport Members:

Members travelling/Sailing overseas on application to Committee can be granted the status of Outport Members at a fee determined by the Committee to ensure continuity of membership until their return to home shores.

(11) Temporary Members:

Temporary Members to have no key rights and no voting rights, but do have insurance rights.

## **MEMBERSHIP FEES**

5:00

(1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.

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

- (3) The Committee may from time to time prescribe fees to be paid by the persons applying for membership of the Association. Such fees shall be called "Nomination Fees".

### **ADMISSION AND REJECTION OF MEMBERS**

6.00

- (1) The secretary shall cause details of the applicant's name, his proposer and seconder to be posted on the notice board for at least fourteen days prior to submission of the application to the Committee.
- (2) At the next meeting of the Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- (3) Any application who receives a majority of the votes of the members of the 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.
- (4) Upon the acceptance or rejection of any application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- (5) **Persons Not Eligible:**  
  
Members shall not introduce to the Association or its premises any person who has been rejected as a candidate for membership of the Association or has been expelled from the Association or whose admission as an Honorary Member has been refused or cancelled, or who has been struck off the roll as unfinancial.
- (6) **Rights and Privileges:**
  - (a) All financial members and Life Members shall have the right to vote at any general meeting of the Association and at Annual General Meetings shall elect all members of the Committee and all other Association office bearers.
  - (b) All financial members and Life Members shall have the right to introduce guests to the Association in accordance with these Rules and By-laws in force at the time.



## **TERMINATION OF MEMBERSHIP**

7:00

(1) A member may resign from the Association at any such time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

(2) If a member;

(a) is convicted of an indictable offence; or

(b) fails to comply with any of the provisions of these Rules; or

(c) has membership fees in arrears for a period of two months or more; or

(d) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association.

The Committee shall consider whether his membership shall be terminated.

(3) The member concerned shall be given a full and fair opportunity of presenting his case and if the Committee resolves to terminate his membership it shall instruct the secretary to advise the member in writing accordingly.

(4) Suspensions and Expulsions:

A member may be expelled or suspended by a two-thirds majority of the Committee upon a motion of which at least seven days notice shall have been given by the secretary to each member of the Committee. The member concerned shall also be given not less than seven days notice, and shall have the right to appear personally or with a legal representative before the Committee to make any statement or explanation or put forward any argument against his expulsion or suspension before a vote is taken. At the request of any one member of the Committee voting on such a motion shall be by a secret ballot. A member expelled or suspended shall have no right of appeal from the decision of the Committee other than the right of appeal next hereinafter specified.

(5) A member who is expelled or suspended shall for one month afterwards have a right of appeal to a special board of three members, one to be appointed by the member concerned, one by the Committee, and the third, the Chairman, by the two so appointed. All members of the board shall be members of the Association and shall be appointed within seven days after the member expelled or suspended shall lodge

with the secretary a written notice of his appeal. The hearing of the appeal shall take place within a further seven days at a time nominated by the Chairman of the board. Both the member concerned and the Committee shall be entitled to legal representation before the board. Proceedings before the board shall be conducted as an arbitration under “The Arbitration act of 1072” and the decision of the board shall be final and binding on both the member concerned and on the Committee and on all members of the Association and no appeal shall lie therefrom to any Court of Law or any other tribunal and the decision of the board may be made a Rule of the Supreme Court of Queensland on the application of either party.

- (6) All proceedings for expulsion or suspension of a member, or for the hearing of an appeal shall be in camera and no action shall lie at the suit of any person against any other person in respect of any publication of defamatory matter either during proceedings of expulsion or suspension by the Committee or during the hearing of an appeal by the board.

#### **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

8:00

- (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 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. At any such meeting the applicant shall be given the opportunity to fully present his case and the 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. The appeal shall be determined by the vote of the members present at such meeting.
- (3) Where a person whose application is rejected, does not appeal against the decision of the Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount any fee paid.

## **REGISTER OF MEMBERS**

9:00

- (1) The 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 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.

## **RESTRICTION ON MEMBERSHIP – EMPLOYEES**

10:00

- (1) A person whose primary income is provided by the Association shall not be entitled to hold or continue to hold or apply for membership to the Association.

## **SUBSCRIPTION FEES AND CALLS**

11:00

- (1) Annual Subscriptions:  
Annual subscriptions payable by members, and by Applicants for Memberships, shall be determined by the Committee prior to 31<sup>st</sup> May each year and notified by publication on the Association's notice board and shall become due and payable to the Association on 1<sup>st</sup> July each year. Upon payment of the annual subscription, and/or medallion insert stating thereon the date to which he is financial. In addition to the annual subscription payable by all classes of members

each shall be liable for the per capita fee payable to the Q Y A Ltd for the Association's affiliation with the Q Y A Ltd.

(2) Reduction in Subscriptions:

Any member whose permanent place of residence and principal place of business is beyond a radius of 100 kilometres from the Post Office at Port Douglas or any member who intends being absent from his normal less than twelve months shall, upon notification in writing to the Secretary prior to the commencement of the Association year and so long as he remains outside such radius be entitled to such concession rates of subscription as the Committee may determine.

(3) Calls and Levies:

The members may in a general meeting empower the Committee to impose a levy on members, provided such a levy does not exceed \$100 in any one Association year. Any member not paying the levy within sixty days will be, at the discretion of the Committee, struck off the roll as unfinancial.

## **YACHT OWNERS**

12:00

- (1) Where there are two or more persons who are joint owners of any yacht, such persons shall nominate one of their number as their nominee for the purposes of eligibility for election under this Rule. The name of such nominee shall be duly recorded in the Yacht Register of the Association. For the purpose of this Rule only such nominee shall be eligible for election.

## **MEMBERSHIP OF COMMITTEE**

13:00

- (1) The Committee of the Association shall consist of eight members, five of whom shall be yacht owners whose names appear in the Yacht Register of the Association on the date of the Annual General Meeting at which they are elected. The Committee of the Association shall be described as follows:
- (a) Commodore
  - (b) Vice Commodore
  - (c) Rear Commodore
  - (d) Treasurer
  - (e) Secretary
  - (f) Senior Committeeman
  - (g) Second Committeeman

(h) Third Committeeman

(2) Commodore:

It shall be the duty of the Commodore to take command of the fleet and preside at all Committee meetings and general meetings and to discharge all other duties as devolved upon him under these Rules or by resolution of members in general meeting. He shall be the officer to whom the secretary is responsible. The Commodore's name must be included in the Yacht Register.

(3) Vice Commodore:

It shall be his duty to run the business affairs of the Association. He shall be the Chairman of the House Committee. He shall sit on the Social Committee and shall report to the Committee on Association affairs. He is responsible for the administration of By-laws of the Association and the Annual Report of the Association in relation to the Association building and the above matters.

(4) Rear Commodore:

It shall be the duty of the Rear Commodore to act as Chairman of the Sailing Committee and to discharge all other duties as devolved upon him under these Rules or by resolution of members in general meeting. He shall conduct annual reviews of the Yacht Register.

(5) Treasurer:

It shall be the duty of the Treasurer:

- (a) To exercise general supervision over the accounts and accounting records of the Association and the receipt and disbursement of Association funds;
- (b) To present to the Annual General Meeting the Audited Income and Expenditure Account and Balance Sheet of the Association's affairs made up to the end of the Association's year;
- (c) To present each month to the Committee a Financial Statement; and
- (d) To discharge all other duties as devolved upon him under these Rules or by resolution of the Committee or by members in general meeting.

(6) Secretary:

The secretary shall cause full and accurate minute of all questions, matters, resolutions and other proceedings of every 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. For the

purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or Annual General Meeting.

### **ELECTION OF COMMITTEE MEMBERS**

14:00

- (1) At the Annual General meeting of the Association, all the members of the Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (2) The election of officers and other members of the 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 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 proposer's and seconder's 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; and

(e) Should, at the commencement of such meeting, there insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

(3) Any member of the Committee may resign from membership of the 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 members shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

### **VACANCIES ON COMMITTEE**

15:00

(1) The Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Committee until the next Annual General Meeting.

(2) The continuing members of the Committee may act notwithstanding any casual vacancy in the Committee, but if and so long as their number is reduced below the number fixed by Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

(3) Should any officer fail to attend three consecutive monthly meetings, the Committee may by resolution declare his seat vacant.

### **FUNCTIONS OF COMMITTEE**

16:00

(1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting of the Committee:

(a) Shall have the general control and management of the administration of the affairs, property 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 Committee may exercise all the powers of the Association:

- (a) To borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
- (b) To borrow from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities;
- (c) To invest in such manner as the members of the Association may from time to time determine;
- (d) To frame, pass, alter, amend, and enforce such By-laws as it may from time to time deem fit, necessary or expedient for the proper and effective carrying on, upkeep and running of the Association's buildings, yards, slipway and moorings, and for such purpose or purposes or any of them may appoint such officer or officers, provided always that no such By-laws or appointments shall in any way abrogate or alter the existing Rules of the Association;
- (e) To give effect to any resolution which (after appropriate notice has been given) is passed by the members of the Association in general meeting;
- (f) With the authority of a resolution of the members, to require that all members of the Association subscribe for or hold a minimum number or amount of Association debentures;



- (g) To appoint delegates to any association or organisation as may be considered necessary.

### **MEETINGS OF COMMITTEE**

17:00

- (1) The Committee shall meet at least once every calendar month to exercise its functions.
- (2) A special meeting of the Committee shall be convened by the secretary on the requisition in writing signed by not less than one third of the members of the 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.
- (3) At every meeting of the Committee a simple majority of a number equal to the number of members elected and/or appointed to the Committee as at the close of the last general meeting of members, shall constitute a quorum.
- (4) Subject as previously provided in this Rule, the Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the 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.
- (5) A member of the Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereat, and if he does so vote his vote shall not be counted.
- (6) Not less than fourteen days notice shall be given by the secretary to members of the Committee of any special meeting of the Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The Commodore shall preside as Chairman at every meeting of the 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 Chairman or if the Vice Commodore is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.

- (8) If within half an hour from the time appointed for the commencement of a Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the 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.

### **SUB-COMMITTEES**

18:00

- (1) The Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the com thinks fit. 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 Committee.
- (2) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman 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 Chairman of the meeting.
- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of a equality of votes, the question shall be deemed to be decided in the negative.

### **VALIDITY OF ACTS**

19:00

- (1) All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every such person had

been duly appointed and was qualified to be a member of the Committee.

### **RESOLUTIONS**

20:00

- (1) A resolution in writing signed by all members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

### **POWERS OF THE COMMITTEE**

21:00

- (1) To improve, manage and develop, deal with and otherwise turn to account any part of the Association's property.
- (2) To employ and remunerate any person or persons to transact any business or to do any act of whatsoever nature in relation to the Association's property.
- (3) To determine at all times and in all cases whether money is capital or income and apportion blended funds and to apply appropriate or set aside out of the profits of any business or the income from any property in any such year such sum or sums as to it shall seem proper to the writing down of wasting or depreciating assets and such further sums (if any) as it shall deem advisable to meet out of the income the losses of any preceding financial year and/or to provide a fund or funds to meet contingencies and every such determination or appointment or application or appropriation or setting aside shall be final and binding on all members and the income to be paid to any of the objects hereof shall be subject to the provisions of this sub-rule.
- (4) To invest any amount of the funds of the Association on behalf of the Association.
- (5) To give any guarantee for payment of money or the performance of any contract obligation or undertaking by the Association and to give security over the Association's property in support of the guarantee.

- (6) At its absolute discretion, to advance moneys to Association members for the purpose of defraying costs associated with their competition in State Titles or higher Titles held outside of North Queensland.

### **OTHER ASSOCIATION POSITIONS**

22:00

(1) Secretary/Manager:

A secretary/manager may only be appointed by resolution of the Committee. The Committee shall decide his remuneration, termination and terms of engagement. The secretary/manager shall not be a member of the Association during his term of appointment. The secretary/manager is responsible for:

- (a) The proper keeping of the books of account of the Association under the supervision of the Treasurer;
- (b) The giving of notice of all meetings, the keeping of a true record of the proceedings of meetings when required and the implementation of all Committee decisions;
- (c) The keeping of a correct Membership Register;
- (d) The promotion of the sort of yachting and all its forms;
- (e) The preparation for submission to the Vice Commodore one month before the Annual General Meeting of the report of the operation of the Association during the preceding year;
- (f) The employment, control and direction of Association staff;
- (g) Discharging such other duties as are usually discharged by secretary/manager, or as devolved upon him under these Rules or by resolution of the Committee;
- (h) In the exercise of his duties, to be subject generally to the direction of and control of the Commodore; and
- (i) Ensuring that there are no breaches of the Liquor Act by the Association and/or its employees or casual help and (so far as practicable) members and their guests.

(2) Auditor:

An Auditor, appointed by the Committee, shall present to the Annual General Meeting an Auditor's Report of the financial affairs of the Association. The Association Auditor shall be a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants or a person approved the Director-General.

### **INDEMNITY**

23:00

- (1) The Association shall at all times hereafter save harmless and keep indemnified all Office Bearers, Committeemen, Trustees and Secretaries and each of them and their estates from and against all actions, claims and demands, charges and expenses whatsoever in respect of anything done (or anything not done) by any such person or persons acting in good faith for in in connection with the affairs of the Association.

### **ANNUAL GENERAL OR GENERAL MEETINGS**

24:00

- (1) 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 Committee may determine.
- (2) The Annual General Meeting shall be held within three months of the close of the financial year.
- (3) The business to be transacted at every Annual General Meeting shall be:
  - (a) The receiving of the Committee's report and the statement of the 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;
  - (c) The election of members of the Committee; and
  - (d) The appointment of an Auditor.
- (4) The Secretary shall convene a special general meeting:
  - (a) When directed to do so by the Committee; or

- (b) On the requisition in writing signed by not less than one third of the members presently on the Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the 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) On being given a notice in writing of an intention to appeal against the decision of the Committee to reject an application for membership or to terminate the membership of any person.
- (5) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Committee plus one.
- (6) No business shall be transacted at any general meeting unless quorum of members is present at the time when the meeting proceeds to business. For the purposes of this Rule “member” includes a person is attending as a proxy or as representing a corporation which is a member.
- (7) 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 Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the 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.
- (8) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting. Save as aforesaid it shall not be necessary to give

any notice of an adjournment or of the business to be transacted at at an adjournment meeting.

(9)

- (a) The Secretary shall convene all general meetings of the Association by giving not less than fourteen days notice of any such meeting to members of the Association.
- (c) The manner by which such notice shall be given shall be determined by the Committee: 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 Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

(10) Unless otherwise provided by these Rules, at every general meeting:

- (a) The Commodore shall preside as Chairman, 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 Chairman 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 Chairman of the meeting;
- (b) The Chairman 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 Chairman shall have a second or casting vote: Provided that no members 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;
- (e) 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. The Chairman 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 Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.

- (f) 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;
- (g) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or if his attorney duly authorised in writing or, if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (h) 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:-

<p><b>Association: The Port Douglas Yacht Club Incorporated.</b></p> <p>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 _____, 19____, and at any adjournment thereof.</p> <p>Signed this _____ day of _____, 19____</p> <p style="text-align: right;">Signature,</p> <p style="text-align: center;">* in favour of</p> <p>This form is to be used * against _____ the resolution.</p>
--



\* Strike out whichever is not desired. (Unless otherwise instructed,  
The proxy may vote as he thinks fit).

- (i) 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.

### **RESOLUTIONS AT MEETINGS BINDING ON MEMBERS**

25:00

- (1) All resolutions passed at meetings of the Association shall be conclusive and binding on all members, whether they shall have been present at such meetings or not, provided that such meetings be held in conformity with these Rules.

### **MAJORITIES**

26:00

- (1) Except in regards to votes for the admission or expulsion of members and alteration of these Rules and where otherwise specially provided a bare majority shall be sufficient to decide any question. The candidate with the most votes shall be elected even if he or she has not received half the votes cast.

### **PROCEDURE AT MEETINGS**

27:00

- (1) All meetings will be run in accordance with the accepted rules of debate.

### **VISITORS AT MEETINGS**

28:00

- (1) No visitor shall be permitted to attend any general or other meeting without the sanction of the Chairman of such meeting being first obtained.

### **BY-LAWS**

29:00

- (1) By-laws, for the proper and effective carrying on, upkeep and running of the Association's buildings, yards, slipway and moorings, may be amended, and/or repealed by the Committee: Provided always that such By-laws do not in any way abrogate or allow these Rules to be contravened. The Committee shall give due notice of such By-laws and any amendments and/or repeal thereof to the members of the Association by exhibiting a copy of the same on the Association notice board. The By-laws shall be subject to addition, omission, or amendment or other alteration by the members of the Association at a special general meeting called for such purpose by a majority of two thirds of those present and entitled to vote.
- (2) The members shall be deemed to consent to and be bound by the Rules and By-laws of the Association and not be entitled to appeal to any court because of anything done under the provisions of the said Rules and By-laws.

#### **NO SUSPENSION OF RULES**

30:00

- (1) No suspension of any Rules of these Rules will be permitted.

#### **INTERPRETATION OF RULES & BY-LAWS**

31:00

- (1) In the event of any doubt or difficulty arising as to the meaning of any Rule or By-Law, the Committee shall have the power to pronounce a decision upon it, which decision shall be subject to affirmation or reversal by a special general meeting called for that purpose.

#### **ALTERATION OF RULES**

32:00

- (1) Subject to the provisions of the "Associations Incorporation Act 1981/88" 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 be valid unless the same shall have been previously submitted to and approved by the Director-General, Department of Justice, Brisbane.
- (2) All amendments, rescissions and additions submitted to such special general meeting shall be carried only by a majority of not less than three quarters of such members entitled under the Rules to vote, as may be present at any general meeting.

- (3) No proposed amendment, rescission or addition once rejected shall be reconsidered at any subsequent meeting within six months thereafter.

### **COMMON SEAL**

33:00

- (1) The Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the 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 Committee or by some other person appointed by the Committee for the purpose.

### **FUNDS AND ACCOUNTS**

34:00

- (1) The funds of the Association shall be banked in the name of the Association in such bank as the 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.
- (4) All amounts of twenty dollars or over shall be paid by cheque signed by any two of the Commodore, Secretary, Treasurer or other member authorised from time to time by the 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 Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Committee meeting.
- (8) As soon as practicable after the end of the 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 and 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 the Auditor who shall present his report upon such audit 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 to as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper rent for premises demised or let to the Association.

#### **DOCUMENTS**

35:00

(1) The Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

#### **FINANCIAL YEAR**

36:00

(1) The Financial year of the Association shall close on 30<sup>th</sup> June in each year.

#### **DISTRIBUTION OF SURPLUS ASSETS**

37:00

(1) If the Association shall be wound up in accordance with the provisions of the "Associations Incorporation Act 1981/88", 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 34 : (10) such institution or institutions to be determined by the members of the Association.

## **GENERAL**

38:00

(1) Removal of Life Members:

A Life Member may be removed from the Roll of Life Members on the recommendation of the Committee, supported by the vote of a majority of the members of the Association present at a general meeting of the Association in respect of which due notice of intention to deal with the matter has been given. In each case such life member shall revert to the same position in relation to membership of the Association as he held prior to his election as a Life Member.

(2) Rights of Persons Ceasing to be Members:

No member retiring from membership of the Association or ceasing from any cause to be a member shall have any right, title, or interest in or to any of the property of the Association, or to use any flag, emblem, insignia or uniform of the Association.

(3) Discussions on Political Matters, etc:

No political or religious subjects or questions shall be discussed on the Association's premises, nor shall any objectionable language or gambling or betting be allowed.

(4) No Liability for Loss:

Neither the Association nor any official of the Association shall be responsible for any loss or damage to any article brought by members or guests on to the Association's premises, or for any loss or damage suffered by any member or guest in or about the Association's

premises or in consequence of the use of the property of the Association or otherwise.

(5) The Yacht Register

On application of the owner or owners, a yacht or boat belonging to a member or members of the Association may (subject to the provision of Rule 38: (6) and to the approval of the Committee) be registered in a book to be kept for that purpose by the Secretary and to be known as the Yacht Register. Such Register shall contain, in addition to any other particulars required by the Committee or the By-laws, the name of the yacht, the name and address of the owner (or, in the case of more than one owner, of all of them and the name of which of such owners is the nominee of such owners for the purpose of Rule 12:00 as it affects the eligibility to hold office), the official number (if any), weight, dimensions, rig, sail area, and particulars of design and build, and of any power installation. Applications for registration shall be made to the Secretary on the form prescribed, which shall be supplemented with any additional information in respect of the yacht or boat proposed for registration that may be required, and in the case of any alterations affecting the registered particulars of a yacht or boat the owner shall notify the same to the Secretary forthwith. The Register shall be reviewed at the commencement of each Association year and updated where necessary.

(6) Qualification of Yachts:

The Committee shall have power to refuse to register any yacht which in its opinion ought not to be registered, and it may remove any yacht or boat from the Register for any reason which it may consider sufficient. No yacht or boat belonging to one or more owners shall be admitted to the Yacht Register unless each and every owner of such yacht or boat is a member of the Association.

(7) The Association Colours:

The Association colours shall be flown only on vessels currently listed in the Yacht Register. The Association colours shall be provided only to those persons whose name appears on the current Yacht Register.

(8) Addresses of Members:

Every member shall communicate in writing his address or any alteration thereof to the Secretary who shall register the same. If any member fails to give notice the Secretary may insert his new address in the Register in lieu of the existing registered address. All notices left at the Association rooms may be deemed to be sufficient. The

accidental omission to send any notice shall not invalidate any meeting or any resolution passed thereat.

(9) Supply of Liquor:

- (a) A visitor shall not be supplied with liquor or the Association premises unless in the company of a member.
- (b) No liquor shall be supplied to any person under the age of eighteen years.
- (c) No liquor shall be sold or supplied for consumption elsewhere than on the Association premises unless such liquor is removed from the premises of the Association by the member purchasing the same: Subject to the Liquor Laws ruling at the time.
- (d) The Committee may on behalf of the Association subject to the regulations under the Liquor Act from time to time with the consent of the Committee by resolution act as Licensee on behalf of the Association under the Liquor Act.
- (e) Any application to be made or notice given or matter to be done under the Liquor Act may be subject to the said Act and the regulations thereunder and subject to the directions of the Committee be done by the Commodore or any other officer of the Secretary or any nominee of the Association under the said Act on behalf of the Association.
- (f) No liquor shall be served to members after the hours fixed by the Law.
- (g) Members of the Association shall be bound by the provisions of the Queensland Liquor Act in force and as amended by the Government of the State of Queensland.

(10) Payment on Bar Receipts Prohibited:

No payment or part-payment of any Secretary/Manager or other officer or servant of the Association shall be made by way of commission or allowance from or upon receipts of the Association for liquor supplied.

(11) Age of Employees:

No person under the age of eighteen years shall be employed by the Association.

(12) Advantage and Benefits:

Subject to Sub-Rule (6) of Rule 21:00 hereof no member shall receive a greater profit, benefit or advantage from the Association than that received by every other member of the Association other than a remuneration or honorarium for work done by any member of the

Association or salary or wages paid to casual employees or out of pocket expenses approved by the Committee.

(13) Expressions:

In these Rules the male gender shall, where the context or circumstances require, include the female gender and vice-versa.

(14) Definition:

Rules shall be defined as clauses contained in these Rules as from time to time determined. Rules do not include By-laws.

(15) Press and Public Statements:

No statement to any non-member shall be made by any member of the Association concerning the affairs of the Port Douglas Yacht Club Incorporated. Without the express approval of the Association's Commodore.



