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CONSTITUTION



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LITTLE SHIP CLUB QUEENSLAND SQUADRON
[Incorporating the Naval Auxiliary Patrol Association Queensland]

Memorandum of Association

Revised 16 January 2008

- 1 The name of the Company is "Little Ship Club Queensland Squadron", herein referred to as "the Company", or "the Club".
- 2 The objects for which the Company is established are:-
 - [a] To acquire the assets, and continue the activities of the Association presently known as the Little Ship Club Queensland Squadron.
 - [b] To foster and maintain the good fellowship that exists between all those who go to sea in little ships.
 - [c] To prepare a body of competent yacht operators ready and willing, in the event of war, to act as an auxiliary service in conjunction with the Royal Australian Navy, whenever so required by the Commonwealth of Australia.
 - [d] To keep Members in close and friendly association with each other, by frequent social gatherings on land and sea.
 - [e] To monitor and improve the yachting and boating facilities of Moreton Bay and surrounding waters, by ensuring Little Ship Club representation at Small Craft Council meetings, and at other State and Commonwealth Body gatherings, as may be aligned to the interests of boating and yachting generally.
 - [f] To improve and protect the fishing in Moreton Bay and other waters, and in any practical manner suggested by Members.
 - [g] To hold meetings, discussions, conferences, and issue papers for the dissemination of news and information affecting the navigation and use of small ships and yachts, such as deeper channels and rarely used waterways, good fishing spots, bad weather anchorages, and any other matters of interest to the Club.
 - [h] To promote and foster boating and yachting sports, particularly to young people, encouraging and teaching boating and yachting skills, and safe boating practices.

- [i] To develop and foster good relationships with kindred bodies or authorities.
- [j] To subscribe to, become a member of, and co-operate with any other association or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Club, provided that the Club shall not subscribe to or support with its funds, any association or organization 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 Club under, or by virtue of, Clause three [3] of this Memorandum.
- [k] To purchase, take on lease, or in exchange, hire, and otherwise acquire any land, buildings, easements or property, real and personal, and any rights and privileges which may be requisite for the purposes of, or capable of being conveniently used in conjunction with, any of the objects of the Club.
- [l] To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, marinas, safe harbor, works or conveniences which may seem calculated directly, or indirectly, to advance the Clubs interests, and to contribute to, subsidize or otherwise assist and take part in the construction, improvements, maintenance, development, working, carrying out, management, alteration or control thereof.
- [m] To enter into any arrangements with any Government or authority, Federal, State, Local or other, that may seem conducive to the Clubs objects, or any of them, and to obtain from any such government or authority, any rights, privileges or concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any arrangements, rights, privileges and concessions thereto.
- [n] To obtain, employ, remove or suspend such managers, clerks, secretaries, servants, workmen or women, and such other persons as may be necessary or convenient for the purposes of the Club.
- [o] To invest and deal with the money of the Club not immediately required, in such manner as may be permitted, by law, for the investment of trust funds.
- [p] To borrow, or raise, or secure the payment of money in such manner as the Club may think fit, and to secure the same, or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred, or to be entered into by the Club in any way, and in particular by the issue of debentures, perpetual or otherwise, charges upon all or any of the Clubs property [both present and future], and to purchase, redeem, or pay off any such security.

- [q] To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- [r] In furtherance of the objects of the Club , to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all, or any part of, the property and rights of the Club, in such manner as is allowed by law.
- [s] To take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Clubs property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- [t] To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Club, but subject always to the proviso in paragraph [k] of this clause 2.
- [u] 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 Club, in the shape of donations, annual subscriptions or otherwise.
- [v] To print and publish any newspapers, periodicals, books, and leaflets, or maintain one or more internet web sites that the Club may think desirable for the promotion of its objects.
- [w] To amalgamate with any companies, institutions, societies or associations, having objects altogether, or in part, similar to those of the Club, and which will 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 Club under, or by virtue of, clause 3 of this memorandum.
- [x] 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 companies, institutions, societies or associations with which the Club is authorized to amalgamate.
- [y] To transfer all or any part of the property, assets, liabilities and engagements of the Club, to any one or more of the companies, institutions, societies or associations with which the Club is authorized to amalgamate.
- [z] To make donations for patriotic or charitable purposes.
- [aa] 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,

[bb] To undertake and execute any trusts which may seem to the Club conducive to any of its objects.

[cc] To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

- 3 The income and property of the Club, whence so ever derived, and received, shall be applied solely towards the promotion and attainment of the objects of the Club, as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Club. Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to any Members of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest, at a rate not exceeding the rate for the time being charged by bankers in Brisbane for overdrawn accounts or money lent, or reasonable and proper rent for premises demised or let by any Member to the Club; but so that no member of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees, and that no remuneration or other benefit in money, or moneys worth, shall be given by the Club to any Member of the Board, except payment of out of pocket expenses, and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Club. Provided that the provision last aforesaid shall not apply to any payment to any company, of which a Member of the Board may be a Member, and in which such Member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits such Member may receive in respect of such payments.
- 4 No addition, alteration, or amendment shall be made to, or in, the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to, the Club in General Meeting for confirmation by three quarters [75%] majority, and then approved by the Commissioner- A.S.I.C. for the time being.
- 5 The liability of the Members is limited.
- 6 Every Member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while that person is a Member, or within one year after that person ceased to be a Member, for payment of the debts and liabilities of the Club, contracted before that person ceases to be a Member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories, among themselves, such amounts as may be required, not exceeding one hundred dollars [\$100.00]

- 7 If upon the winding up or dissolution of the Club, 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 Club, but shall be given or transferred to some other institution, or institutions, having objects similar to the objects of the Club, 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 Club under, or by virtue of, Clause 3 hereof, such institution, or institutions to be determined by the Members of the Club in General Meeting, at or before the time of dissolution, and in default thereof by a Judge of the Supreme Court of Queensland, who may have, or acquire, jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
- 8 True accounts shall be kept of the sums of money received and expended by the Club and its Sections, [Fishing section, Game Fish section, and Sailing section], and the manner in respect of which such receipt and expenditure takes place, and of the property, creditors and liabilities of the Club and its sections. All shall be presented to the Board at monthly Board meetings, and subject to any reasonable restrictions as to the time and manner of inspecting the same, that may be imposed in accordance with the regulations of the Club for the time being in force, shall be open to the inspection of the Club Members. Once at least in every year, the accounts of the Club, and its Sections, shall be examined, and the correctness of the Balance Sheet ascertained by one, or more properly qualified Auditor or Auditors.
- 9 This Memorandum, and the following Articles of Association, shall conform with, and all operations of the Club, its Sections and its Directors and Members shall be governed by:- The Corporations Act 2001, The Gaming Machine Act 1991 [Qld], The Liquor Licensing Division [Qld], and the Australian Securities and Investment Commission [Registered 12 November 1970], together with the Corporate Governance Manual for Queensland Clubs 2005.

Phil Maschmedt – Past Commodore – Honorary Life Member – Director 2008
Chairperson– Finance and Planning Committee - 16 January 2008



LITTLE SHIP CLUB QUEENSLAND SQUADRON

[Incorporating the Naval Auxiliary Patrol Association Queensland]

A Company Limited by Guarantee
Association not for Gain

ARTICLES OF ASSOCIATION

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INTERPRETATION

- 1 In these Articles, save where the context otherwise requires, the words set forth below shall have the following meanings:-
- [a] "Articles" - means these Articles of Association.
 - [b] "The Law" - means The Corporations Act 2001 and any amendment or re-enactment thereof.
 - [c] "The Club" - means the Company known as the Little Ship Club Queensland Squadron.
 - [d] "The Seal" – means the Common Seal of the Club.
 - [e] "Secretary" - means any person appointed to perform the duties of a Secretary of the Club, and includes a salaried employee Secretary/Treasurer, or a Secretary/Manager.
 - [f] "Member" - means any member of the Club unless the context indicates a contrary meaning.
 - [g] "State" - means the State of Queensland.
 - [h] "The Board"- means the Council, Committee or any term previously used to denote the governing body of the Club. The Board shall be the Directors of the Company, elected or appointed pursuant to these Articles.
 - [i] "Sections" - means - the Fishing Section – the Game Fish Section – the Sailing Section.
 - [j] "Standing Committees" - means the continuing permanent Standing Committees, operating under the control of the Board, and being permanent, they continue from year to year, and from Board to Board, through the Club's life.
 - [k] "Sub Committees" - means any *Ad Hoc* Committees, separate from the above permanent Committees, which the Board may create for special purposes from time to time, and disband as required.
 - [l] "Writing" - Expressions referring to writing shall, unless the contrary intention is apparent, be construed as including references to printing, lithography, photography, and other modes of representing or producing words in a visible form.

PURPOSE

- 2 The Club is established for the purposes set out in the Memorandum of Association, reinforced by the Club's Mission Statement, and the Club Goals.

MEMBERSHIP APPLICATIONS

- 3 The subscribers to the Memorandum and Articles of Association, and such other persons as the Board shall admit to membership, in accordance with the following Articles shall be members of the Club.
- 4 Each application for membership shall be in writing, in a form determined by the Board from time to time, and will contain such details as the Board requires. Each application shall be lodged with the secretary.
- 5 Each original application shall be accompanied by an amount of money representing the entrance fee, and the first year's subscription, plus such other fees and taxes as may be prescribed from time to time.
 - [a] Each application must be signed by the proposer and the seconder, both of whom shall be financial members of the Club, of at least twelve [12] month's standing; the applicant shall sign and date the application.
 - [b] In the event that the application for membership is unsuccessful, the sum of money tendered shall be returned to the applicant forthwith.
- 6 The secretary shall submit all applications to the Membership Committee for evaluation, and if acceptable they shall be presented at the next board meeting for election processing.
 - [a] The secretary may give notice of applications by way of electronic or other means of communication channels in use at the time, to be dispatched to all members, and applications shall be posted on the Club notice board for one month.
 - [b] Details of all applications for membership of the Club shall, as and when received by the secretary, be recorded in the Proposed Member's Register, with the time and date received, name, address and phone number of the person or persons proposed, and class of membership/s sought. [eg. Adult Member and Associate].
 - [c] Every application shall be dealt with, and determined, in order of the priority in which it was received.
 - [d] The secretary shall also register the proposed member's vessel, if any, with all relevant detail, as – Motor Yacht - Sailing Yacht – or Light Power Craft.
- 7 All proposals for membership of the Club shall be dealt with, and determined for election by the Board, at a scheduled monthly meeting, with every application determined by ballot; the candidate shall not be permitted to be elected should there be three [3] adverse votes recorded. The Board will give no reason for the rejection of an application.
- 8 A record [the Member's Admission File] shall be kept by the secretary, detailing the names of Board Members present and voting, the time and date of the board meeting, together with the names of each person proposed for

membership, in order of receipt, and whether they are accepted as members or not.

- 9 Candidates who are unsuccessful at the first or second ballot, shall not be eligible for re-nomination until six [6] months after the date of that Board meeting.
- 10 Applicants, after being proposed and seconded as candidates, may be admitted to the clubhouse, on production of their membership receipt to the Club manager, as applicant members, for a period of sixty [60] days from date of the receipt.
- 11 When an applicant has been accepted for membership, the secretary shall forthwith send to the applicant, written notice of the Boards decision, where upon the applicant shall become a Club member.
- 12 No member shall be entitled to any benefit, or advantage from the Club, which is not shared equally by every member thereof.

MEMBERSHIP CATEGORIES

- 13 Adult membership is confined to persons of eighteen [18] years and over, who are interested in small ships, and shall consist of the following categories:-

[a] Ordinary Members:-

All persons interested in small ships, who are approved of by the Board and whose interests, in the opinion of the Board, are not incompatible with the interests of existing members of the Club.

[b] Associate Members:-

The Board may, upon application made by a member of the Club, [the applicant member], and upon payment of such membership subscription [not including the entrance fee] as may be fixed in accordance with Article 15, and in accord with such other conditions as are set from time to time by resolution of the Board, admit to associate membership of the Club:-

- [1] Any person who stands in the relationship of spouse, or partner, of that member.
- [2] In special circumstances, a person who stands in some other personal relationship to that member.
- [3] Provided always that the Board may terminate such associate membership upon:-
 - [a] Receiving a written request for termination by the applicant member, and further:-

[b] That such membership shall last only so long as the relevant relationship subsists.

- [4] Save that should a person, whose associate membership has been terminated by reason of the occurrence of either of the previous events, apply for membership of the Club within three months of such termination, the Board may, for sufficient reason shown, waive in whole, or in part, the entrance fee and;
- [5] Further, provided that in special circumstances, and notwithstanding anything elsewhere in the sub article contained, the Board may confer continued associate membership upon a person whose associate membership would otherwise be terminated by reason of the death of the relevant applicant member.
- [6] No associate member shall be permitted to hold any office in the Club, or vote at any meeting of the Club.

[c] Visitors:-

Visitors may be admitted to the Club, subject to Queensland Licensing Division regulations, and Office of Gaming Regulation laws, these Articles, and at the manager's discretion. Visitors such as:-

- [1] Overseas or interstate visitors, and intrastate visitors, [As defined under the Act current at the time].
- [2] Members of other clubs, which have reciprocal rights with the Little Ship Club.
- [3] Managers and members of sporting teams visiting the Club.
- [4] Member's guests and wives or partners who are not associate Members.

Provided that:-

- [5] All such visitors must sign the visitors book, and be issued with a registry slip, showing visitor's name, address, date of issue, shall show this slip when requested by any member of the Board, the manager, or a Club employee.
- [6] The Board and the manager shall have power to refuse or revoke the admission of any member or visitor, without assigning any reason whatsoever.

[d] Fully Paid Members for Life:-

Ordinary members of at least one year's standing, whose application for fully paid life membership has received the approval of the Board, with no more than two [2] adverse votes, after which such members will be invited to pay a total subscription of the amount of money

equivalent to twenty [20] times the annual subscription then applicable to ordinary members.

- [1] Provided that the maximum number of members, who shall be entitled to be fully paid members for life at any one time, shall not, at the time of proposed approval for fully paid life membership by the Board, exceed ten per cent [10%] of the total membership of the Club.
- [2] Fully paid members for life shall be subject to the same rights, privileges and obligations, as an ordinary member, save that a Fully Paid Member for Life shall not be required to pay the annual membership subscription, however, any levies or special one time fees, shall be payable. Membership cards issued to Fully Paid Members for Life shall be endorsed with those very words- "Fully Paid Member for Life".

[e] Honorary Life Members:-

Honorary Life Membership is the greatest honour the Club can bestow on a member, and it is not to be awarded lightly. The Board shall have power in consideration of "Special Services Of Exceptional Merit", rendered to the Club by a member, to nominate such member as an Honorary Life Member, in a special resolution, to an Annual General Meeting of Members, subject to the following:-

- [1] Nominations for Honorary Life Membership shall be supported by a proposer and a seconder, with no less than two referees. Of these four [4] members, two [2] must have served as members of the Club for at least six years each, and each Member shall sign the nomination under his own hand.
- [2] Such nomination shall be accompanied by a written resume of the nominated member's "special services of exceptional merit". The Secretary shall forward such nomination and resume to the "Honorary Life Member's Committee" [comprising all Honorary Life Members] for evaluation and comment. [Refer 53 [h] [1]]. This evaluation and Comment shall be passed to the secretary, who will present it to the next regular Board meeting, at which time the Board will decide if the nomination shall be declined, or shall go forward to the next General Meeting, at which the nomination shall be put as a special resolution to the Members, who will vote for or against the resolution. [refer Article 26]. Not more than two nominations shall be considered in any one year.
- [3] Members will be advised of such nominations as an agenda item, "Special Resolution for Life Membership", in the notice of meeting at least twenty one [21] days prior to the general meeting.

- [4] All nominations shall be confidential, and no sub-committee member, or Board member, shall break this confidence on penalty of suspension or expulsion.
- [5] If confirmed by the vote of members at the Annual General Meeting, the nominee shall be declared an Honorary Life Member with such ceremony as the Board shall see fit, and be entitled to all the privileges of membership of the Club, without payment of any further subscriptions or levies. Membership cards issued to Honorary Life Members shall be endorsed with the words "Honorary Life Member" in gold print.

JUNIOR MEMBERS

- 14 Young persons under the age of eighteen [18] years who are desirous of acquiring a knowledge of small ships, may apply, and subject to approval by the Membership Committee and the Board, can be enrolled as junior members.
 - [a] Junior members may avail themselves of the facilities of the Club as are lawful for persons of that age. Juniors shall neither drink, nor purchase, alcoholic refreshments on the Club premises, play the gaming machines, nor bring visitors into the Club.
 - [b] Junior members may register a yacht on the Club's Register of Little Ships, and compete in Club events.
 - [c] Junior members shall not be eligible to vote at meetings, nominate candidates for membership or office, or hold any office in the Club.

MEMBERS SUBSCRIPTIONS

- 15 Members fees shall be as follows:-
 - [a] The entrance fee for members shall be such as the Board imposes from time to time.
 - [b] The annual subscription of ordinary members and juniors shall be such as is decided from year to year by the Board, providing that in any one year the increase is no greater than the official rate of inflation, or the CPI .
 - [c] Should the Board require a greater increase than inflation or the CPI allow for that year, a special general meeting shall be called for that purpose.
 - [d] The subscription for juniors shall not exceed fifty percent of that paid by ordinary members.
- 16 Members of sixty five [65] years of age or over, who have been members for not less than fifteen years continuously, shall be entitled to a membership

subscription which shall be one half [1/2] of the current subscription for ordinary members.

- 17 Any person who has been a member of the Club, and who has resigned in accordance with the rules of the Club, may at the discretion of the Board, be re-admitted to membership without payment of entrance fees.
- 18 All annual subscriptions shall become due, and payable in advance, on the first day of July in each and every year.
- 19 When a person joins the Club after the expiration of seven [7] calendar months from the first day of July in any year, the Board shall have the power to reduce the first annual subscription by such amount as the Board may decide.

CESSATION OF MEMBERSHIP

- 20 A person shall cease to be a member of the Club in any of these circumstances:-
 - [a] Where the subscription of a member shall remain unpaid for a period of two [2] calendar months after the date upon which it becomes due, the secretary shall forthwith send to that member a notice of default, advising the member that should such subscription not be paid within one [1] calendar month of the date of such notice, he will cease to be a member of the Club. Should such member then fail to comply with such notice, his membership shall cease, and his name shall be struck from the register of Members, provided that the Board may reinstate the member, restoring the member's name to the Register, upon payment of all subscriptions and any other moneys due and payable by the member to the Club, if in the circumstances of the case, the Board thinks fit to do so.
 - [b] If any member, at any time, by giving notice in writing to the Secretary, resigns his membership of the Club, provided that such resignation shall not discharge the liability of the member to pay any subscriptions or other moneys due and payable to the Club as at the date of such resignation, and further, to pay any sum not exceeding ONE HUNDRED DOLLARS [\$100.00], for which that person may be liable, as a member of the Club, pursuant to Clause 6 of the Memorandum of Association of the Club.
 - [c] If any member is expelled from the Club in accord with these Articles, provided that such expulsion shall not discharge the liability of the member to pay any subscription, or other moneys due and payable to the Club, as at the date of such expulsion, and further, to pay any sum not exceeding ONE HUNDRED DOLLARS [\$100.00] for which that person may be liable as a member of the Club, pursuant to Clause 6 of the Memorandum of Association of the Club, and further, in such case the member will not be entitled to any refund of his subscription .
 - [d] Upon the death of a member.

- [e] If the contract of membership is rescinded on the ground of mistake, or misrepresentation, in the application of membership.
- [f] If the member becomes bankrupt, or assigns the member's estate for the benefit of, or compounds with, the member's creditors.
- [g] If the member becomes a mentally ill person, or a patient, or a protected person within the meaning of the "Mental Health Services Act".
- [h] If the member is convicted of any offence, which in the opinion of the Board, may discredit the Club, or any member thereof.

EXPULSION OF MEMBERS

21 Any member:-

- [a] Who shall willfully refuse or neglect to comply with the provisions of the Memorandum and Articles of Association of the Club or of its rules, regulations, bylaws or orders, or shall be guilty of any conduct which in the opinion of the Board, is unbecoming of a member, or prejudicial to the interests of the Club, is subject to the Board's power to suspend that member from the Club for a period not exceeding twelve [12] months, or to expel that member from the Club, and erase that member's name from the Register of Members, provided that at least one week before the meeting of the Board at which a resolution for the suspension or expulsion is passed, the member shall have had notice of such meeting and of what is alleged against that member, and of the intended resolution for that member's expulsion or suspension, and that that member shall at such meeting, and before the passing of such resolution, have had an opportunity of giving orally, or in writing, any explanation or defense that the member may think fit, and provided further, that any such member may by notice in writing, lodged with the secretary at least twenty four [24] hours before the time of holding the meeting at which the resolution for that member's suspension or expulsion is to be considered by the Board, elect to have a question of that member's suspension or expulsion dealt with by the Club in general meeting, and in that event a general meeting of the Club shall be called for that purpose, and if at the meeting a special resolution for the suspension or expulsion of the member be passed by a majority of three quarters [75%] of those present and voting, [such vote to be taken by ballot], the member shall be so suspended or if expelled, the member's name shall be removed from the Register of Members.
- [b] Who is expelled or suspended shall, for twenty eight [28] days afterwards, have a right of appeal to a special Board of three [3] members, one to be appointed by the member concerned, one by the Board, and the third [who shall be the chairperson] by the two [2] so appointed. All members of the special board shall be members of the Club, and shall be appointed within seven [7] days after the member expelled or suspended has lodged with the secretary, a written notice of

appeal. The hearing of the appeal shall take place within a further seven [7] days, at a time chosen by the chairperson of the special board. Both the member concerned, and the Board of the Club, shall be entitled to legal representation before the special board. Proceedings before the special board shall be conducted as an arbitration under the "Commercial Arbitration Act 1990", and the decision of the special board shall be final and binding on both the member concerned, and on the Board of the Club, and on all members of the Club. All proceedings for expulsion or suspension of a member, or for the hearing of this 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 for expulsion or suspension by the Club's Board, or during the hearing of an appeal by the special board.

- 22 The Board may in its discretion, refuse to accept the renewal fees of a suspended member.

CALLING GENERAL MEETINGS

- 23 An Annual General Meeting of the Club shall be held in accordance with the provisions of the Law. Special general meetings may be held for the transaction of business, provided that the Annual General Meeting shall be convened prior to the last day of November in each year. All General Meetings are special, except the Annual General Meeting, and a special general meeting may be notified, and subsequently held, immediately after an Annual General Meeting. [Refer Article 82].
- 24 The Commodore, or any four members of the Board, may, whenever thought fit, convene a general meeting. A general meeting shall be convened on such requisition, or in default may be convened by such requisitioners as is provided by the Law. These are in fact special general meetings.
- [a] Or failing all else, a special general meeting may be called by 5% of ordinary members by signed petition presented to the Secretary, stating the business to be brought to the general meeting.

RESOLUTIONS

- 25 Subject to the provisions of the Law relating to Special Resolutions, [which require the giving of not less than twenty one [21] days notice, exclusive of the day on which the notice is served, or deemed to be served, and exclusive of the day for which notice is given], a special general meeting may be convened and notice of not less than 21 days given, specifying the place, the day, and the hour of the meeting, and an agenda of the general nature of that business, plus specific detail of a special resolution, which shall be given to such members as are entitled to receive such notices from the Club.
- 26 All business shall be special that is transacted at a General Meeting or at an Annual General Meeting, however business notified to members as a Special Resolution, or as detailed herein, in an agenda for a General Meeting or an

Annual General Meeting, shall require a seventy-five [75%] percent majority of the votes of those members present, [and proxies if any], and entitled to vote, to be carried.

- [a] The exception being the consideration of accounts, balance sheets, the report of the Board, the Secretary's and Treasurer's reports, the Auditor's report, the election of members of the Board in place of those retiring, and the appointment of the Honorary Auditor and Honorary Solicitor. All business involved with this sub Article, [a], shall require a simple majority if a vote is required

PROCEEDINGS AT GENERAL MEETINGS

- 27 No business shall be transacted at a general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, twenty [20] members shall, in person, form a quorum.
- 28 If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day, and at such other time and place as the Board 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, being not less than ten [10], shall be a quorum.
- 29 At all general meetings the chair shall be taken by the senior Flag Officer then present. If none of these be present within fifteen [15] minutes of the time set out in the notice convening the meeting, a chairperson shall be elected by the meeting.
- 30 The chairperson may, with the consent of any meeting at which a quorum is present [and shall if so directed by the meeting], adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty [30] days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 31 At any General Meeting, or Annual General Meeting:-
 - [a] A resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is [before, or on the declaration of the result of the show of hands] demanded:-
 - [1] By the Chairperson, or
 - [2] By at least three members present in person or by proxy.
 - [b] Except where the Corporations Act 2001, or these Articles, require a greater majority, any resolution put to a general meeting of members

shall be determined by a simple majority of the votes cast at that meeting.

32 Voting on resolutions:-

- [a] Unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Club, shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favor of, or against the resolution. The demand for a poll may be withdrawn.
- [b] If a poll is duly demanded, it shall be taken in such manner, and either at once, or after an interval, or adjournment, or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith.

33 In the case of an equality of votes, whether on a show of hands, or on a poll, the chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

34 A member may vote in person, or by a person acting under power of attorney, or by proxy, and on a show of hands every person present who is a member or an attorney of a member, shall have one vote, and on a poll every member present in person, or by person acting under power of attorney, or by a member's proxy, or other duly authorized representative, shall have one vote.

35 Only financial members of the Club shall be entitled to vote at any meeting.

PROXY VOTES

36 The instrument appointing a proxy shall be in writing, as provided by article 38 under the hand of the appointer, or of his agent, duly authorized in writing. A proxy must be a member of the Club. The instrument appointing a proxy shall be deemed to confirm authority to demand, or join in demanding a poll.

37 Where it is desired to afford members, who are unable to attend a general meeting, an opportunity of voting for or against a resolution, the member shall make application to the secretary for a form of proxy which the secretary shall issue to the applicant member. The proxy form shall be numbered, dated and initialed by the secretary, who shall post the proxy form to the member at his registered address, the member shall fill in the proxy form by his hand, sign it and return the proxy form to the secretary, no later than forty eight [48] hours before the time and date for the general meeting, as advised in the notice of meeting.

- [a] The instrument appointing a proxy shall be in the following form, or a form as near thereto as circumstances permit:-

LITTLE SHIP CLUB QUEENSLAND SQUADRON

FORM OF PROXY

Number.....Date...../...../20.....Secretary.....

I,.....

of.....

being a member of the above mentioned Club, hereby appoint:-

fellow member

of.....

or failing that person

of.....

as my proxy to vote for me, on my behalf, at the * Annual General Meeting, or *Special General Meeting of the Club, to be held on the :-

..... day of..... 20.....

at.....

This proxy is to be used, *in favour of the resolution, *against the resolution,
*at my proxy's discretion.

Signed this.....day of20.....

Signature.....

Print name.....

*Strike out whichever is not applicable.

- 38 The instrument appointing a proxy, and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited with the secretary at the registered office of the Club, or at such other place within the state as is specified for that purpose in the notice convening the meeting, not less than forty eight [48] hours before the time for holding the meeting, or adjourned meeting, or a poll, at which that person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid.
- 39 A vote given in accordance with the terms of an instrument of proxy, or attorney, shall be valid notwithstanding the previous death or unsoundness of mind of the principal, or revocation of the instrument, or of the authority, under which the instrument was executed, if no intimation in writing, of such death, unsoundness of mind or revocation as aforesaid, has been received by the Club at the registered office, before the commencement of the meeting, or adjourned meeting, at which the instrument is used.

THE BOARD AND OFFICERS

- 40 The minimum number of Directors that the Club must have at any time is 3, however every effort must be made to maintain the Board numbers at the required level, - refer 67 [a], and 67 [b] – as follows:-
- [a] The officers of the Club shall consist of the following non executive officers and executive officers, Board Members and *ex officio* Board Members. The Patron shall be the Senior Naval Officer commanding the South East Queensland Naval Precinct. The Immediate Past Commodore is such for one year only, immediately following his retirement as Commodore.
- [b] Non Executive Officers:- [1 & 2] - [All non voting]
 [1] Patron
 [2] Immediate Past Commodore
- [c] The Board of the Club shall consist of the following ten [10], Executive Officers, Board Members and *ex officio* Board Members, all of whom shall be Directors with full voting rights. Voting rights do not extend to a salaried Secretary or Secretary / Treasurer or Secretary/ Manager.
- | | |
|--|---|
| <p>[d] Executive Officers- [1 to 5] –</p> <p>[1] Commodore</p> <p>[2] Vice Commodore</p> <p>[3] Rear Commodore</p> <p>[4] Secretary/Treasurer</p> <p>[5] Secretary/Manager</p> | <p>[Directors – Flag Officers 1 to 3 - with full voting rights – each of whom shall be the owner of a sailing yacht or a motor yacht]
 [A Secretary/Treasurer or a Secretary/Manager employed in a full time salaried position is not a director and is non-voting]</p> |
|--|---|

Executive Board Members :- [6 –9]

- | | | |
|-----|--------------|-----------------------------|
| [6] | Board Member | [Directors with full voting |
| [7] | Board Member | rights, 2 of whom must be |
| [8] | Board Member | boat owners] |
| [9] | Board Member | |

Ex Officio Board Members: - [10-12]

- | | | |
|------|-------------------------|------------------------------|
| [10] | Fishing Section Captain | [Directors with full voting |
| [11] | Game Fish Captain | rights. [Refer 44 (8 to 10)] |
| [12] | Sailing Captain | |

41 The Board shall consist of the three [3] Flag Officers of the Club – [other than the Patron, the Immediate Past Commodore and a salaried secretary or secretary /treasurer or secretary/manager] – and four [4] other members of the Club plus the three *ex officio* Captains of Sections. A total of ten [10] Directors.

- [a] The Board shall be elected as provided by these Articles, at each Annual General Meeting of the Club.
- [b] The Captains, for the time being, of the Fishing Section, the Game Fish Section, and the Sailing Section of the Club,- Ref 40 [d] [10 – 12] shall be *ex officio* members of the Board, with full voting rights, and shall be in addition to the four [4] other members herein referred to, Ref 40 [d] [10 -12]. All of the aforementioned shall be Directors of the Company.

42 The Board of the Club shall hold office from the date of their election, or of their appointment, to the next Annual General Meeting, and shall then retire; other requirements are as follows:-

- [a] The Patron, shall be the Senior Naval Officer commanding South East Queensland., who, subject to the requirements of the Royal Australian Navy, shall be invited to accept the position of Patron by the Board, from time to time, and his appointment shall be affirmed at each Annual General Meeting.
- [b] A retiring Board member shall be eligible for re-election.
- [c] Board members standing for a second, or more terms, shall be confirmed at each Annual General Meeting, when an election has not been necessary.
- [d] All newly elected Board members shall be introduced to the membership at the Annual General Meeting.
- [e] A vacancy on the Board shall be filled by the Board.
- [f] The Club manager, chairperson of an *ad hoc* committee, Immediate Past Commodore or any Member, may be required to attend a Board Meeting from time to time to explain or advise on a particular subject, procedure or project.
- [g] A member, having resigned to take up a salaried position within the Club, and upon ceasing to hold a salaried position in the Club, shall,

with Board approval, be reinstated to the Club's Membership Register, with no loss of time served as a member, and without paying an entrance fee.

ELECTION PROCEDURES

- 43 For the election of the members of the Board, [Directors and Officers of the Club], the Secretary shall be the Returning Officer.

- [a] For every election, the secretary shall prepare, at the date of publication of the notice of an election, an alphabetical roll of financial members.
- [b] Such roll of members shall be certified to be correct, and signed off by the Commodore, and shall then be the roll of members to be used at such election, and in accord with these Articles, shall be evidence of the member's right to vote thereat.

- 44 The election of Board Members of the Club shall be in respect of the following positions:-

[1]	Commodore	[Flag Officers [1 to 3] must be boat
[2]	Vice Commodore	owners]
[3]	Rear Commodore	
[4]	Board Member	[At least two [2] of Board Members
[5]	Board Member	No's [6 to 9] must be boat owners
[6]	Board Member	at the time of nomination]
[7]	Board Member	
[8]	Fishing Captain	[<i>Ex Officio</i> Board Members 8-10
[9]	Game Fish Captain	are elected by their respective
[10]	Sailing Captain	sections [refer 45[e]] then
		nominated and shall stand for
		election unopposed]
		[Refer 45[c], 50[a], 62[a][3].

- 45 The following requirements, particulars and detail, shall apply to all nominations, and if required, all elections, for members of the Board of the Club:-

- [a] Nothing shall prevent any candidate from being nominated for election in more than one position, as above described in 44 [1 to 7]. However a member shall be elected to only one position. Refer 45 [x].
- [b] The nominee for Commodore must have served as a Flag Officer, or alternatively, served on the Board for a minimum of the preceding twelve [12] months.
- [c] Nominees, on election, will be required to sign documentation supporting their appointment to the Board, as will casual appointees filling a vacancy This is an A.S.I.C. requirement, which must be submitted to A.S.I.C. for every appointment to the Board of Directors.

- [d] On or before the eighth day of September in every year, or upon or before such other date as may be appointed by the Board, the Returning Officer shall give notice to members of the intention to hold an election of Board members [Officers] of the Club, and shall forward a nomination paper to each member who is then a financial member of the Club, also advising them of the date and time of closing of nominations, [at least twenty one [21] days after the date of the notice calling for nominations].
- [e] The Fishing Section, the Game Fish Section and the Sailing Section shall, within their respective sections, elect their officers prior to the 1st September each year, always within the framework of these Articles, [refer article 50]. The nominees for Captain of a section must be prepared to serve as Directors on the Board of the Club, consequently the Captains so elected by each respective section, are nominated as *ex officio* Board Members, on the nomination paper, and shall stand unopposed, and shall be elected to the Board of the Club. Refer 44-[8-10].
- [f] In order that a member may become a candidate for an election, that member shall be nominated by at least two [2] members entitled to vote at such election, in the following manner:-
 - [1] A nomination form, signed by the Members nominating that candidate, must be forwarded to the returning Officer, at the returning Officers address, so as to arrive before sixteen hundred [1600] hours, [4 pm] on the day advised for the close of nominations, [Refer 45 [d]].
 - [2] Such nomination form shall exhibit on the face of it, the consent in writing, with the signature of the member so nominated.
- [g] The nomination form shall be as detailed by the Board from time to time.
- [h] If at the expiration of time limited for the nomination of candidates, there is only one member nominated for each of any of the positions or offices of Commodore, Vice Commodore, or Rear Commodore, the Returning Officer shall declare such member duly elected to that particular office and position. [refer 45 k].
- [i] As a salaried Secretary/Treasurer or Secretary/Manager is employed, the positions of Honorary Secretary and Honorary Treasurer are not pertinent to the election of officers of the Board. The positions of Secretary, Secretary/Treasurer, or Secretary/Manager each being a salaried position, is not elected, is not a Director and does not vote.
- [j] If, as in [h] above, the number of members who are duly nominated as members of the Board, [other than Commodore, Vice Commodore, and Rear Commodore] does not exceed the number of Board members to be so elected, the Returning Officer shall accordingly declare such

members duly elected Members of the Board, as a poll is obviously not required.

[k] If at the Annual General Meeting, after the declaration of office holders and board members, there is a deficiency in the number of members of the Board, the Secretary may call for nominations from the floor, and if such nominees are supported in the nomination by at least two members, and are voted in by a simple majority, the nominated members singly and separately, shall be declared members of the Board, and Directors of the Club. [Subject to compliance with 45 [c]]

[l] If at the expiration of the time limited for the nomination of candidates:-

[1] There are two [2] or more members nominated for the office of Commodore, Vice Commodore, or Rear Commodore; and/ or:-

[2] The number of candidates for the office of Board member, [four [4] required], [other than Commodore, Vice Commodore, or Rear Commodore] exceeds the number of Board members [four [4] off] to be elected, then a poll is required.

[m] When a poll is required the Returning Officer shall appoint a day, being not less than twenty one [21] days, or more than twenty eight [28] days from the day of nomination, on which the poll shall close, as hereafter provided, and the result of the election shall be ascertained. Every poll shall close at sixteen hundred [1600] hours [4pm] on the day so appointed.

[n] When a poll is required to be taken, the Returning Officer shall forthwith, after the day of the nomination, transmit by post, a voting paper to every member entitled to vote at the election. Every such voting paper shall set out, in respect of each of the offices set forth below, the names of all of the candidates for that office, arranged in alphabetical order as follows:-

[1] Commodore

[2] Vice Commodore

[3] Rear Commodore

[4] Board Member 1

[5] Board Member 2

[6] Board Member 3

[7] Board Member 4

[8] Fishing Captain [Being the Captains of, and having been elected by their respective

- | | | |
|------|-------------------|--|
| [9] | Game Fish Captain | sections, the Captains shall be listed on the ballot paper |
| [10] | Sailing Captain | unopposed, and duly elected Directors of the Club] |

and shall be initialed by the Returning Officer, and shall be in the form prescribed by the Board.

- [o] Where only one nomination is received for any one office, the nominees name shall appear beside that office with the endorsement "No Vote Required". The same shall apply if the Board members, [four [4] of – namely 6 to 9] are exactly four [4], or are under nominated.
- [p] The Returning Officer shall compile, or cause to be compiled, and shall sign an alphabetical list of all members to whom voting papers shall have to be transmitted. Every voting paper transmitted to a member entitled to vote, shall be accompanied by an unsealed envelope addressed to the Returning Officer, endorsed "Little Ship Club Queensland Squadron Voting Paper", and shall also be accompanied by a larger unsealed envelope addressed to "The Returning Officer Little Ship Club Queensland Squadron", into which the smaller envelope will be placed. A detailed explanation of the voting procedure must accompany each Voting Paper.
- [q] The voter shall mark the voting paper against the name of the candidates for whom the voter wishes to vote, and then enclose the voting paper in the smaller envelope marked "Little Ship Club Queensland Squadron Voting Paper" and seal it. The voter shall then legibly print and sign his name on the inside of the flap of the larger envelope, then place the smaller voting paper envelope into the larger envelope, seal it, and post the larger envelope, with its enclosed voting paper envelope, back to the Returning Officer. A ballot paper shall be invalid should a voter fail to sign the inside flap of the larger envelope.
- [r] Each candidate may appoint one member to be that candidate's scrutineer at the place appointed for the examination of voting papers.
- [s] The Returning Officer shall, at sixteen hundred [1600] hours [four 4 pm] on the day appointed for closing the poll, and at the Returning Officer's address in the presence of such candidates and scrutineers as may attend, proceed to examine and count the number of votes received by each candidate in each position for which a poll was required, and shall make out a written statement, signed by the Returning Officer and countersigned by any scrutineers who are present, and consent to sign the same, containing the numbers, in words as well as figures, of the votes cast for each candidate as aforesaid, and shall at the same time declare the names of the candidates elected in each position for which an election was required, and shall forthwith thereafter certify to the Commodore by writing under the Returning Officers hand, the names of the candidates so elected, and the date of the declaration of the result of the election. Subject as hereinbefore provided, the candidate, or candidates, as the

case may be, who secures, or secure, the greatest number of votes respectively for the various offices as aforesaid, shall be deemed to be so elected. At the time of counting of such votes, the Returning Officer shall produce for the information of the scrutineers [if any] an alphabetical list, signed by the Returning Officer, of all members to whom voting papers have been posted.

- [t] At the examination of the voting papers, every voting paper which:-
 - [1] Does not bear the initials of the Returning Officer; or -
 - [2] Was not signed by the voter; or is manifestly irregular, or-
 - [3] Contains a greater or lesser number of names marked thereon than the members to be elected to the respective positions; or -
 - [4] Is so imperfectly executed that the intention of the voter cannot, with certainty, be ascertained
 shall be rejected.
- [u] Upon the examination of the voting papers, the Returning Officer shall make a check mark against the name of the respective voters upon the aforementioned alphabetical list.
- [v] If a member nominated for election as Commodore, and also as Vice Commodore, has been elected Commodore, and only one other candidate has been nominated for both offices, then the last mentioned candidate shall be deemed to have been duly elected Vice Commodore; or, if there are two [2] or more such candidates, other than the Commodore, the candidate obtaining the greatest number of votes shall be deemed to be duly elected Vice Commodore. Similarly if a member nominated for election as Vice Commodore, and also as Rear Commodore, has been elected Vice Commodore and only one other candidate has been nominated for both offices, then the last mentioned candidate shall be deemed to have been duly elected Rear Commodore or if there are two [2] or more such candidates other than the Vice Commodore, the candidate obtaining the greatest number of votes shall be deemed to be duly elected Rear Commodore.
- [w] Provided further that if any member is elected as a Flag Officer and such member is also nominated as one of the other four [4] members of the Board, the votes in respect of such members nomination as one of the four [4] members of the Board shall not have any effect in ascertaining the identity of the said four [4] members of the Board.
- [x] If the number of votes for two [2] or more candidates for the same office is found to be equal, the Commodore shall decide, by the Commodore's casting vote, which shall be elected.
- [y] A member shall not be elected to more than one position on the Board. Each member shall occupy only one of the positions, including *ex officio* Board members.
- [z] The Returning Officer shall forthwith, after declaring the result of the election, enclose in one packet, all the voting papers together with the alphabetical list of voters, signed by the Returning Officer as aforesaid,

and shall securely fasten and seal up the packet, and shall endorse upon it when so sealed, a concise description of the contents thereof, and the date of the closing of the poll, and shall sign such endorsement and shall cause such sealed packet to be sealed in the Club's safe. The sealed packet shall be kept for twelve [12] months, at the expiration of such period the Commodore shall cause the voting papers to be destroyed.

- [aa] If any question, at any time, arises concerning the votes alleged to have been given at such election, the voting papers contained in such sealed packet shall be proof of such votes.

VACANCIES ON THE BOARD

- 46 Any vacancy occurring on the Board will be filled by the Board, and the member so chosen, being a boat owner or not, shall sign the necessary A.S.I.C. document for registration as a director, and shall be subject to retirement with all Board members, at the Annual General Meeting.
- 47 The Club may, by special resolution at a general meeting, remove any Flag Officer or Board member before the expiration of that member's period of office, and may, by simple majority, at the same meeting or any other meeting, appoint another member as a replacement director. The member so appointed shall retire with all Board members, at the next Annual General Meeting.
- 48 The office of a member of the Board shall become vacant if that member:-
- [a] Ceases to be a member of the Board by virtue of Section 228 of the Law.
 - [b] Becomes bankrupt, or makes any arrangement or composition with that member's creditors generally.
 - [c] Becomes prohibited from being a director, or a director of a company, by reason of any order made under the law.
 - [d] Becomes of unsound mind, or becomes a person whose person, or estate is liable to be dealt with in any way, under the law relating to mental health.
 - [e] Resigns from the Board, by notice in writing, delivered to the secretary.
 - [f] Is absent from two [2] consecutive meetings of the Board, without first advising the secretary, having obtained leave from other members of the Board, or a majority of them.
 - [g] Holds any office of profit under the Club, or is employed by the Club.
 - [h] Ceases to be a member of the Club, or ceases to be qualified to vote under these Articles.

- [i] Is directly or indirectly interested, within the meaning of Section 231 of the law, in any contract, or proposed contract with the Club, provided however, that a member shall not vacate office as a member of the Board by reason of being a member of any corporation, society, or association, which has entered, or proposed to enter into a contract with the Club, if such corporation, society, or association is among the class of companies referred to in the proviso to clause 3 of the Memorandum of Association of the Club, and in which company the member holds no more than a one hundredth part of the capital.

SECTIONS AND COMMITTEES

- 49 To advance the special interests of members, or groups of members, being interests not inconsistent with the objects of the Club, as set forth in the Memorandum of Association, the Board will operate with continuing permanent standing committees and sections, and the Board may, as required from time to time, create and disband separate *ad hoc* committees, to perform special duties or special tasks.
- 50 Until such time as otherwise determined by the Club, with a special resolution put to the members by the Board at a general meeting, the sections of the Club shall be - the Fishing Section, the Game Fishing Section, and the Sailing Section. [Refer Article 1[i].
 - [a] These sections shall hold their annual general meetings, and election of officers, before the end of August each year. Nominees for section captain must be prepared to serve as directors on the Board. [Refer Article 45 [c]] and 62 [a][3]. The captains of each section shall then be listed on the nomination form for members seeking election to the Board, and shall be elected to the Board in the same way as all other members of the Board, except that the section captains, having been elected by their respective sections, shall stand unopposed as section captains on the Club's nomination form. [Refer Articles 41 [b] & 44 [10 – 12].
 - [b] The captains of the three [3] sections shall serve as full voting directors on the Club's Board, [Refer 45 [c]], and shall retire at the same time each year, as do all other members of the Board. A retiring captain can be reelected, if he in turn, is reelected by his section.
- 51 The Little Ship Game Fish Section may also be known, for reasons of identity within the game fish fraternity, as the Little Ship Game Fish Club, but shall still, for all intents and purposes, be a section of the company known as the Little Ship Club Queensland Squadron, and shall be bound by these Articles, and shall at all times be under the direction and control of the Board of the Little Ship Club Queensland Squadron, as are all the sections and committees.
- 52 All such Sections shall:-
 - [a] Admit to membership only those persons who are already members of the Little Ship Club Queensland Squadron.

- [b] Report all activities to the Board at monthly Board meetings, including a financial statement of the month's receipts and expenditures, and the year to date balances of the Sections Bank accounts, together with anticipated expenses for the coming month. The submission of an annual budget is required in February each year, together with all other Committees.
- [c] Be aware, that in all matters for which these Articles do not make particular provision, the sections shall conduct their affairs as nearly as possible, all necessary changes being made, in accordance with the provisions of these Articles, and under the governance of the Board. Sections shall answer the Board's questions, and provide documentation requested, immediately after they are asked or requested, and shall provide annually all documents of origin, such as invoices, cheque butts, receipts etc, together with all bank statements and correspondence, to the Secretary/Treasurer of the Little Ship Club Queensland Squadron, after the end of the financial year, on the twenty fourth [24] day of July, in a file suitable for audit.
- [d] Confine themselves to the activities their title suggests, and shall carry out these activities with all due care and diligence.
- [e] Be entitled to raise funds and maintain their own accounts, including a trading bank account, provided that all moneys and property raised, held, or acquired by such sections, shall be the moneys and property of the Little Ship Club Queensland Squadron, for which they shall be accountable to the Board. Such moneys or property shall, at any time determined by the Board, be required to be transferred in whole, or in part, to the Little Ship Club Queensland Squadron, for the benefit of all Club members. [Also refer to Article 57 [f]]. Conversely the Little Ship Club is responsible for the accounts and debts of its sections.
- [f] Advise the Club Secretary, who shall keep details of the banks, the accounts, and the signatories of the three [3] section's bank accounts. All details will be updated after the Sections annual election of Officers.

53 Standing committees, sections and any *ad hoc* committees shall ensure their duties and work is coordinated, through the Commodore, with the Secretary/Treasurer and the manager, as applicable, without causing any angst, or unwarranted disruption to those salaried officers, or to their duties. The various permanent standing committees [Refer Articles 1 [j] and 54[a]] as defined hereafter, shall include the following in their duties:-

- [a] Planning and Finance Committee.
 - [1] To study the monthly balance sheets, accounts payable, profit and loss statement, and to advise the Board of any trends, any anomalies in trading, in gaming returns, in purchases or expenses, anything in fact which should be brought to the attention of the Board. To ensure the Club's investments are secure, and trading and net profit is in line with annual

expectation, and to budget, or if not, investigate ways and means to rectify the problem.

- [2] To work with the Secretary / Treasurer and the Manager in the preparation of the annual budget, and to coordinate with the Chairmen of Committees, in the preparation of Budgets for the Club and the committees, and to assist in their presentation, for consideration and approval, to the Board at the February meeting.
- [3] To be responsible for the planning, and financial research, of all projects and capital expenditure brought forward by the Board. To ensure all planning has the necessary local government council and state government approvals, where necessary, and to report to the Board monthly on the status of such projects, as and when they occur, in coordination with the Building Committee.
- [4] To undertake any other matters as the Board may require, and report regularly to members by way of electronic or other means of communication channels in use at the time.

[b] Building and Grounds Committee

- [1] In coordination with the manager, to be responsible for the maintenance and repair of the Club's buildings, facilities and grounds, at the One Mile clubhouse. Ensure the lawns and shrubbery are kept in pristine condition as conditions allow.
- [2] Where applicable, to detail equipment and materials required, skilled labor required, apply relevant costings, and submit a fully detailed report and budget to the Board.
- [3] To be responsible for the supervision and completion of capital works, to ensure projects are completed on budget and on time in coordination with Planning and Finance Committee.
- [4] Report to the Board on any matter of maintenance, building, or works, which is of concern to the committee. Report monthly by way of electronic or other communication channels in use at the time, to keep members abreast of developments.
- [5] To arrange working bees as required.
- [6] To ensure the safe operation of the Club pontoons and their maintenance.

[c] House and Socials Committee

- [1] To research and prepare an annual calendar of appropriate functions, entertainments, and social gatherings for the enjoyment of Club members, and present it to the Board at the February Board meeting for approval.

- [2] To oversee, and be responsible for pre-function organisation and communication to members, and assist the manager in the presentation of such functions, to ensure they are carried through efficiently, to anticipation, and to budget.
- [3] To observe and report on any requirement, or anything untoward at the clubhouse, in coordination with the manager.
- [4] Advise on equipment and furnishings at the clubhouse and BBQ in coordination with the manager.
- [5] Report monthly on activities to the Board, and report monthly to the members by way of electronic or other means of communication in use at the time, together with advertising for future functions and entertainments.

[d] Bay Outings Committee

- [1] To research and prepare an annual calendar of appropriate bay and aquatic events, including the Club's annual events for which trophies are awarded, together with inter-club events, for approval at the February Board meeting, and report to the Board on activities each month.
- [2] To ensure such events are run in the appropriate manner, with safe and adequate supervision for all craft, members and guests, for the enjoyment of those participating.
- [3] To be responsible for the image, and promotion of the Club, in Moreton Bay and South East Queensland.
- [4] To promote safe boating and environmental practices within the Club and to its members.
- [5] To ensure records and reports on the Club's log events, races, and pertinent events, are filed, and published monthly by way of electronic or other means of communication channels in use at the time.

[e] Membership Committee

- [1] To research and enquire into all applications for membership, to prepare a report on each applicant for presentation to the Board at the first reading of applications, at each Board meeting.
- [2] To research all matters pertaining to membership, membership numbers, member expectations etc., and report to the Board.
- [3] To actively seek to recruit new members by any practical means.
- [4] To publish new members' names and the names of their vessels by way of electronic or other communication channels in use at the time, and place the same list on the Club Notice Board.

[f] Naval Liaison and Protocol Committee

- [1] To keep the Board and the Club in constant contact with the Royal Australian Navy in South East Queensland, and in particular with the Patron of the Club. To advise the Board and the members, by way of electronic or other communication channels in use at the time, of such events and movements of the Navy, as is appropriate for the information of the Club.
- [2] To coordinate with the Navy in all aspects of Club activities, especially where the Navy, and our Patron, have an honored and special place in our annual sail past, and our Commodore's "At Home".
- [3] The chairperson shall act as protocol officer of the Club, ensuring correct practices and standards are maintained.

[g] Communications Committee

- [1] To ensure committees, officers and delegates apply themselves to preparing reports and articles on time for the members, by way of electronic or other communication channels in use at the time.
- [2] To research and publish such articles and papers, with permission, which will be of interest to members, and maintain the quality of such articles and the journal itself.
- [3] To arrange such advertising as is available, and actively pursue new advertisers.

[h] Honorary Life Members Committee

[1] To receive from the Secretary any properly prepared nomination and resume of a member proposed for Honorary Life Membership, and then to convene a meeting of all Honorary Life Members to evaluate and comment on the proposal/s. This evaluation and comment will be passed to the Secretary who will present it to the next scheduled board meeting. [Refer Article 13[e][2].

[2] Shall be prepared, when requested, to assist the Board in whatever way they can be of service to the Board, and the Club.

[i] The Fishing Section, Game Fish Section, and Sailing Section duties and requirements are detailed in Articles 50, 51, and 52.

[j] The chairpersons of each standing committee and section will report to the Board monthly.

[k] Chairpersons shall coordinate contact with the manager, through the Commodore, to ensure there is no conflict of interest in Club business or functions, socials, building programs, maintenance, meetings etc., and in all things in which the manager and his staff will be involved.

[l] The Commodore is automatically a member of all committees, and may attend committee meetings as and when he sees fit to do so.

54 After election, and at the first meeting of the new Board, the Commodore shall nominate the members of the Board he has selected to act as chairperson of the various standing committees. If accepted and approved by the Board, each member shall be declared chairperson of his nominated committee, or committees, [1 to 7] below:-

[a] The eleven [11] permanent standing committees, [including sections] are [1 to 11] as follows:-

- [1] Planning and Finance Committee
- [2] Building and Grounds Committee
- [3] House and Socials Committee
- [4] Bay Outings Committee
- [5] Membership Committee
- [6] Navy Liaison and Protocol Committee
- [7] Communication Committee

[b] The senior Honorary Life Member, by date of appointment, although not a Board member, shall be the chairperson of The Honorary Life Members Committee, or if in ill health, the next senior shall take the chair, and be available, if and when required, to attend the Board.

[8] Honorary Life Members Committee

[c] Notwithstanding, the Captains of the:-

[9] Fishing Section

[10] Game Fish Section {or L.S.Game Fish Club}

[11] Sailing Section

having been elected by their individual sections, and by the Club, shall take their place as Directors on the Board.

55 The Board may, from time to time, create and disband, *ad hoc* committees as are required by the Board to carry out a particular project, within these Articles, and for which the following rules shall apply:-

[a] Not all members of standing committees, or *ad hoc* committees, need be Board members. It is desirable that a good proportion of these committee members be recruited from the rank and file of Club members, and subject to Board approval, committees may recruit members to serve on these committees.

[b] Chairpersons of *ad hoc* committees, or delegates or representatives chosen for a particular task or occasion, need not be Board members, but will report to the Board as and when required. Chairpersons and delegates will prepare, when relevant, reports for publication by way of electronic or other means of communication in use at the time, on matters of particular interest to members.

[c] The Board shall have published by way of electronic or other communication channels in use at the time, a detailed list of the standing committees and *ad hoc* committees, with the names of their respective chairpersons, and Club delegates, plus phone numbers, together with other relevant information for the benefit of members.

RESPONSIBILITIES AND POWERS OF BOARD

56 The government and control of the Club and of its property, affairs, and business, shall be vested in the Board, and shall be exercised in accordance with these Articles, including:-

[a] The Board shall have power from time to time, to make, revoke and vary any rules and by-laws, [provided that such rules and by-laws are not inconsistent with these Articles], for the conduct of the business and affairs of the Club, and of the Board, and to appoint *ad hoc* committees, consisting of such persons, whether members of the Board or not, as it shall think fit, and to delegate to any such committee, such of its powers as the Board may deem expedient.

[b] All newly elected officers and members of the Board shall, at the time of their election, or confirmation of election, or at an Annual General Meeting, be given a copy of the Club's current Memorandum and Articles of Association, a copy of the Club's Mission Statement and Business Plan, together with a copy of the Corporate Governance Manual for Queensland Clubs 2005, plus any other material or

Auditor's statements which would assist the new Board members to better understand their new responsibilities, duties, and the operation and background of the Club. Board members are required to study and understand these documents.

- [c] It is the responsibility of every officer and Board member to ensure the Board members, and Club members, comply with the Corporations Act and all relevant licensing and gaming laws and regulations, and these Articles, as they apply to the Club and its committees and sections.
- [d] The Board shall be the Board of Directors of the Company, and the Board members shall be directors thereof.
- [e] The Board shall meet at least once every month. Minutes of meetings shall be taken and distributed to Board members at least seven [7] days before the next Board meeting.

57 The Board shall carry out all relevant business of the Club including:-

- [a] To act on any legal proceedings as may be required, by or against the Club or its officers.
- [b] To take such portion of the Club's funds as may be appropriate, from time to time, and invest those funds as the Board sees fit.
- [c] With the approval of the members, at a general meeting, acquire, lease or purchase land, or property, which will enhance the use of the Club and its services to members, and where necessary, and as above, release, sell or dispose of any land or property, which is no longer required.
- [d] To make, alter, or cancel any agreements for reciprocity between other Clubs, and the Little Ship Club, as are advantageous to our members.
- [e] To ensure the Club's funds are spent in the pursuit of the objectives of the Club, and in the best interests of Club members.
- [f] No amount of money may be spent on behalf of the Club, by any Board member, or committee chairperson, or section captain of the Club, without the prior approval of the Board. [Refer Article 52 [d]]. Should there be an urgent requirement, the Commodore may sanction a phone poll of Board members for approval of a special urgent expenditure. Such action will be noted by the Secretary, and minuted and approved at the next Board meeting
- [g] The Board shall, on behalf of the Club members, undertake any ventures it may see fit, up to a value of \$3000, to benefit the local community of North Stradbroke Island. Additional funds may be approved by members at a special general meeting.
- [h] The Board shall, from time to time make, rescind, or alter, rules and by-laws, as may be necessary for the Club's operation.

- 58 Without prejudice to the general powers conferred on the Board by these Articles, and in accordance with the Corporations Act, and the applicable sections of the Law, the Board shall have power to appoint, and at its discretion, remove or suspend the Secretary, the manager, and other employees, and to fix the powers, duties, and remuneration of same, or when so deemed necessary, to delegate such powers of appointment, suspension, removal and fixing of duties and remuneration.
- 59 The Board shall ensure that every employee, having the receipt or charge of any money of the Board, and of the Club, is covered by the Club's fidelity guarantee insurance. The Board shall arrange insurance against loss, damage to, or liability of the Board, by reason of fire, accident and otherwise, as the Board sees fit.
- 60 The Board shall cause minutes to be made, and safe keeping effected:-
- [a] Of all appointments of officers and servants of the Club.
 - [b] Of names of persons, and Board members respectively, who are present at all meetings of the Club, and of the Board.
 - [c] Of all proceedings, of all meetings of the Club, and of the Board.
 - [d] All minutes, records, and proceedings shall have one hard copy, or where applicable computer disc copies, securely stored in fire proof archives at the Club's office, together with all relevant material establishing the Club's history.
 - [e] Such minutes shall be signed by the chairperson of the meeting at which the proceedings took place, copies filed, and copies distributed to all Board members prior to the next Board meeting.

DUTIES OF OFFICERS – EXECUTIVE – BOARD MEMBERS

- 61 The executive officers, Board members, and salaried executives all have duties and responsibilities which include the following, and in 62, 63, and 64, as detailed hereunder :-
- [a] **The duties of Commodore shall include:-**
 - [1] To act as chairperson and preside at all meetings of the Club.
 - [2] To take command of the fleet, and invite the Patron to take the salute at the Club's annual Sail Past.
 - [3] To represent the Club in all activities involving other clubs, on and off the bay, and at naval and government affairs and functions, or to delegate another officer if necessary.
 - [4] To attend the clubhouse during all Club functions, or delegate another officer.

- [5] To attend all Board meetings as chairperson of the Board, and attend any sub committee meetings, as and when necessary.
- [6] To oversee the operations of the Club, and with the manager, ensure that the staffing and performance of the bar and dining room are up to the Club's expectations, and within budget requirements.
- [7] To ensure the manager and the secretary perform their respective duties as detailed, and to the Board's satisfaction.
- [8] To ensure the business plan and the strategies of the Club are on line, and adhered to from month to month.
- [9] To ensure all the committees work to expectations, with all chairmen reporting to the Board as required.
- [10] To delegate such duties as may be required, to other officers and or members of the Board, as and when necessary.
- [11] To have an overview of all the Club's operations, the Club budget, be responsible for the Club's performance, and to direct and assist, where necessary, in the duties of the officers of the Club
- [12] To be the Board's direct conduit to the secretary, the manager, and where necessary, the caterer.
- [13] To receive the budgets from the manager, the Treasurer, the standing committees, and sections at the February Board meeting,
- [14] The Commodore will chair a special Board meeting, if required, for budget deliberations by the Board of Directors.

[b] The duties of the Vice Commodore shall include:-

- [1] To assist the Commodore in the discharge of the duties of Commodore, and in the Commodore's, or Rear Commodore's absence, to officiate in their stead.
- [2] To act as chairperson of such standing committee, or committees, as are agreed with the Commodore and approved by the Board, which are pertinent to the Vice Commodore's skills and experience, and to take such other specific duties as he has the capacity to handle successfully.

[c] The duties of the Rear Commodore shall include:-

- [1] To assist the Commodore and Vice Commodore in the discharge of their duties when and where required, and to officiate in their stead when necessary.

- [2] To act as chairperson of such standing committee, or committees, as are agreed with the Commodore and approved by the Board, which are pertinent to the Rear Commodore's skills and experience, and to take such other specific duties as he has the capacity to handle successfully.
- [d] The duties of Flag Officers may be interchanged to suit the skills and the experience of the individual officers. A Rear Commodore may take on the same chairpersonships when promoted to Vice Commodore, if that best suits the Board's consideration of the Club's requirements, and the future responsibilities of that officer.
- [e] The Immediate Past Commodore [for the year immediately following his last year as Commodore], shall stand ready, when invited, to advise, give facts regarding occurrences of which he may have particular knowledge, and generally be available to the Board, [as he is not required to attend Board meetings], as and when required.

62 Duties of Secretary, Treasurer, Secretary/Treasurer, or Secretary/Manager:-

- [a] The Secretary shall be responsible for the day to day administration of the Club, and recording the business of the Club. The duties of the Secretary shall include the following:-
 - [1] To be subject generally to the control and direction of the Board of Directors, through the direct control of the Commodore.
 - [2] To report all facets of the Club's activities, required by law and regulation, to the relevant statutory authorities or government departments, and these include within one month of the event, advice to the Commissioner [A.S.I.C.] of:-
 - [a] Election or appointment of new Board Members.
 - [b] Retirement of Board Member or Members
 - [c] Change of Secretary.
 - [d] Audited accounts of the Club and its Sections.
 - [e] Renewal of public liability insurance.
- and, also within one month, advice to the Liquor Licensing Division, and the Queensland Office of Gaming Regulation of:-
- [f] Election of new Board
 - [g] Change of Secretary
 - [h] Change of Manager [licensee]
- [3] Prepare documentation, as required by A.S.I.C., appointing the elected members to the Board of Directors, and for submission to A.S.I.C. A member who refuses to sign such documentation, will be dismissed, will not take up a position on the Board of Directors, and will not attend Board meetings. The Board will appoint another member to fill that vacant position.

- [4] To issue notices of all general meetings, together with agenda items, to all financial members.
- [5] To keep a true record of all meetings, and issue minutes of meetings to the relevant members at the appropriate time.
- [6] To keep a correct roll of members with addresses and phone numbers.
- [7] To keep a register of the Club's fleet, with member's name, name of vessel, type of vessel, dimensions and rig, engines [if any], fuel type, and capacity of fuel and water, and allocate a number to each.
- [8] To prepare election nomination forms, ballot papers and associated documentation, in accord with these Articles, and act as Returning Officer, with all the responsibilities that office entails.
- [9] To officiate at change over of Commodores, assist with the introduction of new Board Members, and confirmation of reelected members, assist in confirming the appointment of the Auditor and Solicitor; all at the Annual General Meeting.
- [10] To issue notices of monthly Board meetings with agenda items, and distribute minutes of the previous meeting by email or post, to Board members at least seven [7] days prior to the next meeting.
- [11] To prepare a report of Club business and activities each month, together with a list of new member applications, plus last month's member approvals for the second reading, for presentation to the monthly Board meeting.
- [12] To attend all meetings of the Board and the Club with all necessary books, files, and reports.
- [13] To maintain good communication with the Commodore, and when necessary, with the Flag Officers, advising them of all relevant occurrences and business which has come into the Secretary's domain, and may require immediate attention. Such matters will, together with all regular business, be presented to the next Board meeting.
- [14] To receive all correspondence, and to copy and distribute where applicable; to conduct all correspondence, and present incoming and outgoing copies of correspondence to the next Board meeting.
- [15] To maintain files of all Club documents and keep in a safe place, maintain backup discs and files of all computer records, and keep in the Club's safe.

- [16] To advise Officers, Board members and members of their election to the Board of the Club.
 - [17] To maintain all relevant details of staff members of the Club.
 - [18] To keep records of all yacht races, log events, and aquatic events held by the Club, or in which members of the Club compete.
 - [19] To prepare a report on the activities of the Club during the current year, for submission to the annual general meeting.
 - [20] To coordinate with the manager in ensuring the Club's compliance with all Gaming Commission regulations.
 - [21] To coordinate and cooperate with the manager in all things, and ensure the Club's compliance with all Liquor Licensing Division regulations, and that all records are current. Maintain excellent communication with, and pass on all relevant information to, the manager.
 - [22] To ensure all insurances are in place and are current. Coordinate with manager that fire fighting equipment is current and that staff are trained in fire drill.
 - [23] To ensure the Club is compliant with all work place and safety regulations, and that accreditation is current.
 - [24] To discharge such other duties, and responsibilities, as are usually carried out by company secretaries, or as devolved upon the Secretary under these Articles, or the Law.
- [b] The Secretary and the Treasurer may be separate salaried positions, or the positions may be a single appointed salaried position of "Secretary/Treasurer", or alternatively there may be an appointed salaried position of "Secretary/Manager".
- [1] Whichever the case, the duties of Secretary/Treasurer will be the combined duties of those positions detailed herein, while the duties of Secretary/ Manager will be the combined duties of a Secretary and a manager as defined herein.
 - [2] In the case of a Secretary/ Manager being appointed, the Board may appoint a salaried accountant as Treasurer, [this person must have suitable professional skills and accreditation], to carry out the duties of Treasurer.
- [c] The duties of Treasurer shall be to maintain the accounts, and accounting procedures of the Club in accordance with current regulations and laws, and in accordance with AASB1, which states that accounts should be prepared in accordance with AEIFRS, [Australian Equivalents to International Financial Reporting Standards].

- [1] To receive all invoices and requests for payment, to check the manager has signed for correct pricing and receipt of the goods or services, and if all is correct, approve for processing. To ensure each and every invoice is sighted and initialed by the Commodore, or in his absence, a Flag Officer, and present all the month's invoices on a spreadsheet of expenditures to the next meeting of the Board, for approval.
- [2] To coordinate with the manager, to ensure that all stock is held in appropriate security, that stocktaking is carried out monthly and accurately for the formation of monthly current account reporting to the Board.
- [3] To coordinate with the manager in his receipt of all moneys paid to the Club by way of bar trading, functions, sale of merchandise, dining [if no caterer], fees etc, and to receive all moneys from the manager, and make all relevant entries in the Club's books of accounts, or computer records of accounts.
- [4] To issue to the manager the necessary moneys he requires for bar floats, poker machine holdings, petty cash etc, and keep records of all such holdings, transfers, and receipts.
- [5] To coordinate with the manager in his handling of the poker machine receipts, and recording and safe keeping of moneys.
- [6] To ensure that all moneys received are banked in the Club's bank and current account.
- [7] To maintain records of GST and all pertinent records required by the Australian Tax Office. Ensure all returns are lodged on time.
- [8] To ensure the Club's sections, namely - the Fishing Section, the Game Fish Section, and the Sailing Section, - submit their bank account balances, monthly purchases, and monthly receipts, to the Secretary for the monthly meeting of the Board.
- [9] To maintain records of staff wages, details of holiday pay, sick leave, superannuation, income tax deductions together with the timely payment of deductions to the Australian Taxation Office, and the issue of payment summaries.
- [10] To prepare an annual set of financial statements, balance sheets, details of assets and liabilities, profit and loss statements to thirtieth of June, and when audited, present these in the Treasurer's report to members, and at the Annual General Meeting. Audited accounts must be presented to A.S.I.C. by due date.

[11] To discharge such other duties as are usually the responsibility of treasurers of companies, or as are devolved upon the Treasurer under these Articles or the Law.

[12] To be subject generally to the control and direction of the Board, through the Commodore.

63 The duties of the four Board members will be, to sit on the Board, to observe, consult, and consider the business of the Club, to advise, vote, and where required, act as a standing committee member, or a member may, depending on skills, and experience, be required to act as a chairperson of committee.

64 **The duties of the Club Manager are many and varied, and will include:-**

[a] To be subject generally to the control and direction of the Board of Directors, through the direct control of the Commodore, and to coordinate and cooperate fully with the Secretary in the operations and business of the Club, and to communicate fully with the Commodore, on all matters to do with the successful operation of the Club.

[b] To take control of the One Mile Clubhouse, the equipment, facilities, and the staff.

[c] To manage and supervise, and carry out duties in the bar, dining room, and kitchen [if a caterer is not in place], and all aspects of the Club's operations.

[d] To arrange the hiring, and, where necessary, the dismissal of the Club's permanent and casual staff.

[e] To roster staff to suit the operational requirements of the Club. Ensure staff wear Club uniform as required.

[f] To train all staff in their duties, ensuring all staff are competent, holding RSA certificates, and gaming compliance certification, to suit the Club's requirements. To lead from the front in ensuring all staff are efficient, courteous, decisive, and friendly in their dealings with members and guests.

[g] To supervise and operate the Club's club house, bars, cold rooms, store rooms, BBQ's, children's play areas, ablution block [ladies and men's], laundry, gaming room, club house, grounds and gardens, club bus, pontoon and moorings, plus kitchen dining room and bistro, [if no caterer is in place], together with all equipment, furniture and services, and the cleanliness thereof.

[h] To coordinate with the Club's caterer [or if no caterer, supervise the Club's chef], to ensure the cleanliness, service, range of menus, and quality of food are suitable, and of superior standard. To coordinate and cooperate on functions, parties, weddings etc, to ensure satisfaction for our patrons.

- [i] To consider the maintenance of the Club's buildings and grounds, through the Commodore, and in coordination with the Building and Grounds Committee.
- [j] To carry out gaming machine maintenance, balancing floats, clearing of moneys, reporting gaming machine activities in accord with gaming regulations, banking gaming machine receipts, advising and coordinating with the Club Secretary/Treasurer.
- [k] Compile and record bar floats, petty cash, receive all moneys paid to the Club by way of bar trading, functions, sale of merchandise, members joining fees, subscriptions, pontoon fees, and provide receipts. [Dining receipts if no caterer]. Coordinate with Secretary/Treasurer.
- [l] To carry out weekly stock checks and monthly stock takes for treasurer's monthly accounts, order replacement supplies, ensure secure storage of stock, allow no overstocking.
- [m] To prepare all moneys received by the Club for banking in the manner required by the Club. Coordinate with the secretary/treasurer.
- [n] To prepare all reports and compile all documents required for the Gaming Regulators, the Licensing Division, and the Club's accounting procedures.
- [o] To ensure all work place and safety regulations and requirements, including fire precautions, are being observed and are current.
- [p] To maintain a booking register for members or visitors requiring a berth at the Club pontoon or moorings, in accord with Club rules, and maintain compliance with such rules in diplomatic manner.
- [q] To maintain friendly and agreeable communication with members, upholding the Club rules quietly, but with authority when required, for the better enjoyment of all facilities, by all members of the Club; to lead the staff by example, and support them when required.
- [r] Where necessary report fully on any contravention of Club rules and standards by members, or guests of members.
- [s] To liaise with the police and ambulance services concerning the use of the Club grounds and pontoon.
- [t] To perform all duties and carry out all operations, required of and expected of, a club manager.
- [u] To consider, suggest, promote the Club's activities, functions, fund raising, or any such matters which may have a beneficial effect on the Club, its members, and the Club's trading.

- [v] To prepare a monthly report of the Club's activities and relevant events, occurrences, suggestions, future requirements etc, for presentation to the monthly Board meetings.
- [w] To ensure that the Club Burgee is always at the masthead, and also that the British Blue Ensign Defaced, is raised to the jack staff each morning at or soon after 8 am and lowered from the jack staff at sunset each evening.

PROCEEDINGS OF THE BOARD

- 65 Subject to these Articles, the Board will meet together for the dispatch of business, at least once a month, and if necessary, adjourn, and otherwise regulate the meeting as required. The secretary shall at any time, on requisition of the Commodore, or two [2] members of the Board, summon a meeting of the Board.
- 66 The right to preside as chairperson at meetings of the Board shall be determined in the same manner as is provided for general meetings of the Club under these Articles.
- 67 The requirements for a quorum of the Board shall be as follows:-
- [a] The quorum for all Board meetings shall consist of five [5] members. If there is no quorum at a meeting within half an hour of the appointed time for the meeting, that meeting shall be recalled within seven [7] days, and if again there is no quorum within half an hour of the appointed time for the meeting, the members present shall constitute a quorum for the dispatch of business for which the meeting was called.
 - [b] Should the number of Board members fall below that specified herein, [refer Articles 40, 41, 42], the continuing members of the Board may act, however every effort must be made to bring the Board up to full strength, but if and so long as their number is reduced below the number fixed by, or pursuant to these regulations as the necessary quorum of the Board, namely five [5], the continuing member or members will act for the purpose of increasing the number of members of the Board to that number, or of summoning a general meeting of the Club, but for no other purpose.
- 68 Voting on the Board shall be conducted as follows:-
- [a] Subject to these Articles, questions arising at any meeting of the Board shall be decided by a simple majority of the Board members present, and a determination by such majority shall, for all purposes, be deemed a determination of the Board. In the case of an equality of votes, the chairperson of the meeting shall have a second, or casting vote.
 - [b] A member of the Board shall not vote in respect of any contract, or proposed contract, with the Club, in which that member is interested, or any matter arising thereat, and if that member does so vote, that member's vote shall not be counted.

- 69 Each and every account must be approved by the Secretary/Treasurer and the Commodore, or a Flag Officer detailed by the Commodore. The secretary will ensure such accounts are detailed, and listed in the records of each monthly Board meeting, and voted as an agenda item, "Accounts Approved April", or whatever Month it may be. Any account questioned by any Board member, shall be noted by the Secretary/Treasurer, and held until a satisfactory answer is given to the Board, even if until the next Board Meeting.

BANK SIGNATORIES

- 70 The Club's Bank accounts shall be operated by the Commodore, Vice Commodore, Rear Commodore, and the Secretary/Treasurer, [or Secretary Manager]. Two signatures are required and will normally be, the Commodore with the Secretary/Treasurer co-signing, however, should the Commodore be unavailable the Vice Commodore shall sign, and if both are unavailable the Rear Commodore shall sign, notwithstanding that the Secretary/Treasurer shall be a signatory in all cases, the same applies if there is a Secretary Manager.

BORROWING POWER

- 71 The Club shall not borrow money, nor enter into any hire purchase agreement or in any way procure moneys, without the Board first passing a special resolution to raise a specified amount of money for the benefit of the Club and its members. This resolution must then be put to a general meeting, and if such meeting shall pass this special resolution, with a 75% majority, authorising the Board to borrow money, the Board shall thereupon be empowered to borrow, for the purpose of the Club, such amount of money, either at one time or from time to time, and at such rate of interest and in such form and manner, upon such security, as shall all be specified in such special resolution. And thereupon the Board shall make all such dispositions of the Club property, or any part thereof, and enter into such agreement in relation thereto, as the Board may deem proper, for giving security for such loan and interest

COMPANY SEAL

- 72 The Board shall provide for the safe custody of the company seal, which shall only be used by the authority of the Board, or of a sub-committee of members of the Board, authorized by the Board in their behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board, and shall be countersigned by the secretary, or by a second member of the Board, or by some other person directed by the Board for that purpose, and a minute shall be kept.

BURGEE, FLAGS, AND BADGES

73 The Club Burgee, Flags, and Badge, shall be as detailed here under:-

- [a] The Club Burgee shall be a triangular pennant, sky blue in color, bearing a five [5] point white star in the centre of the body of the pennant.
- [b] The Commodore's flag shall be a rectangular flag, sky blue in color, bearing a five [5] point white star in the centre, and swallow – tailed.
- [c] The Vice Commodore's flag shall be the same as the Commodore's flag but with a single white ball in the upper canton.
- [d] The Rear Commodore's flag shall be the same as the Commodore's flag but with two [2] white balls in horizontal line in the upper canton.
- [e] The Past Commodore's flag shall be the same as the Commodore's flag but without the swallow tail.
- [f] [Left blank intentionally]
- [g] The Past Commodore/Life Member's flag shall be the same as the Past Commodore's Flag, but with gold laurel leaves in the upper canton.
- [h] The Honorary Life Member's Pennant shall be the same as the Club Pennant, but with gold laurel wreath in the upper canton.
- [i] Members shall fly the Club pennant as in [a].
- [j] The Club Badge [Insignia], shall have a ground color of maroon, on which is superimposed the monogrammed letters LSC in royal blue above two anchors, surmounted by the Club Burgee and trimmed with laurel wreath of gold.
- [k] The Club Tie Pin or Lapel Badge shall be a miniature of the Club Burgee.

CLUB DRESS AND EPAULETTES

74 Club dress shall consist of five [5] uniforms. For official functions the required dress will be advised by way of electronic or other communication channels in use at the time, with the relevant number for winter or summer, as follows:-

- [a] The Club winter uniform shall consist of navy blue reefer Jacket with gold Buttons, and the Club Badge [Insignia] shall be affixed to the breast pocket. This Jacket may be worn with:-

No 1 Dress - Grey trousers, black belt, white shirt, dark navy or Club tie, black socks with black shoes.

No 2 Dress - White trousers, white belt, white shirt, dark navy or Club tie, white socks with white shoes.

- [b] The Club summer uniform shall consist of white short sleeved open necked shirt, with epaulettes or Club badge on each shoulder, worn with:-

No 3 Dress - White trousers, white belt, white socks with white shoes.

No 4 Dress - White shorts, white belt, long white hose, white shoes.

- [c] The Club white topped Cap and Badge, shall be worn with all the above as the occasion requires. With the summer uniform, Flag Officers and all others, shall wear naval type epaulettes, defaced with the Club badge.

- [d] The Club Mess Undress - This is the Club's Formal Evening Dress, and shall consist of white long sleeve cut away Mess Jacket, with Club gold buttons and gold chain across front at waist, and with epaulettes or Club Badge on each shoulder, worn with:-

No 5 Dress - White long sleeved Dress Shirt with pleated bib, worn with black Cummerbund over black Trousers, plus black Bow Tie and black hose with black Shoes.

- [e] Epaulettes shall be worn on each shoulder as follows :-

Commodore-----4 of 10 mm bands of gold braid

Vice Commodore -----3 of 10 mm bands of gold braid

Rear Commodore -----2 of 10 mm bands of gold braid
separated by one of 6 mm gold

Past Commodore-----1 of 25 mm band of gold braid
with 10 mm gold circle divorced

Secretary and Treasurer-----3 of 10 mm gold bands separated
by 2 of 6 mm white bands

Board Members -----1 of 10 mm gold band above 1 of
6 mm white band

Fishing Captain -----1 of 10 mm gold band above 1 of
6 mm green band

Game Fish Captain -----1 of 10 mm gold band above 1 of
6 mm blue band

Sailing Captain -----1 of 10 mm gold band above 1 of
6 mm red band

Honorary Life Member -----1 of gold laurel wreath

Note: An Honorary Life Member who also holds a rank in the Club, either permanently, [e.g. Vice Commodore etc., [Refer 40[b], 40[d] shall be entitled to wear the "Gold Laurel wreath" at the top of the epaulette above the symbol of rank. An example being "Past Commodore" whose epaulette would be - 1 of 25 mm band of gold braid with 10 mm gold circle divorced and gold laurel wreath above."

Member [incl. Member for Life] ---Club miniature badges to
Shoulders.

CONSUMPTION OF LIQUOR

- 75 The Club provides bar liquor service in compliance with Liquor Licensing Division regulations, and these regulations will be strictly enforced by Management and staff, including:-
- [a] No liquor shall be sold or supplied to any person who is not a member of the Club, unless that person has been correctly signed in; as a guest of a member, as a reciprocal club member, or as a bona fide visitor. No take away bottled liquor may be sold to visitors or guests of members.
 - [b] No liquor may be brought onto the Club premises or grounds by any Member, guest of a Member, or visitor.
 - [c] No liquor shall be sold to, or supplied to, any person under the age of eighteen [18] years, by staff or any other person.
 - [d] No take away bottled liquor may be sold to visitors or guests.
 - [e] No function may be held on the Club premises without the approval of the manager.

BANK ACCOUNT

- 76 The funds of the Club shall be lodged in a bank approved by the Board, and all cheques shall be signed in accord with article 70. Cheques, money orders, or other instruments lodged for collection only on the Club bank account, may be endorsed by the secretary or other person approved by the Board. All payments from the funds of the Club shall be authorized by the Board. The Board may receive from the Club's bank, or banker for the time being, the cheques drawn by the Club on any of its accounts with the said bank or banker, and may release and indemnify the said bank or banker from and against all claims, actions, suit or demands whatsoever which may be brought against the said bank or banker, arising directly or indirectly out of the said cheques, or the surrender thereof to the Club. The same shall hold true for computer banking via the internet, wherever the bank's and the Club's responsibilities are involved.

ACCOUNTS

- 77 The Board shall approve all accounts for payment, [refer article 69]. The Secretary shall ensure correct accounting procedures are carried out, that records and reports are sighted by the Board, and correctly filed and kept in a safe place. That all computer accounting and internet banking records are backed up on a computer disc, or relevant technology, and filed in the Club safe daily, or weekly as necessary. All other computer records are to be backed up on disc, at regular intervals, and kept in the Club safe. Copies of every monthly income and expenditure account and balance sheet, [including every

document required by law to be attached thereto], shall be retained and filed, provided however that the Board shall ensure the preparation and subsequent presentation to each Annual general meeting, of an annual balance sheet together with income and expenditure statements, and profit and loss accounts, all with comparisons to the last year's figures, made up to date not more than three [3] months before the date of the meeting, and accompanied by a copy of the Auditor's report in accord with the Law.

- 78 The financial year of the Club shall end on the thirtieth day of June each year.
- 79 The Board shall, from time to time, determine, in accordance with clause nine [9] of the Memorandum of Association, at which times and places and under what conditions or regulations, the accounting and other records of the Club shall be open to the inspection of members of the Board, and no member, [not being a member of the Board], shall have any right of inspecting any account or book or paper of the Club, except as conferred by statute, or by clause nine [9] of the Memorandum, or authorized by the Board, or by the Club in general meeting.

AUDITOR

- 80 A suitably qualified Auditor or Auditors appointed by the Board, shall continue under the Law until dismissed. Audit fees shall be negotiated by the Board and reported to the members at each Annual General Meeting.

SOLICITOR

- 81 The Board shall have the power to appoint an Honorary Solicitor, and obtain legal advice and assistance, and pay such fees as may be deemed necessary by the Board, from time to time.

NOTICES

- 82 A notice may be given by the Club to any member, either personally or by Facsimile, Email, or Post, to that member's registered address, or to that member's internet address, or [if the member has no address within the state], to the address, if any, within the state supplied by that member to the Club for the giving of notices to that member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of meeting, on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of the postal service, or by E-mail provided acknowledgment of receipt is received.

83 Notices of General Meetings:-

[a] Notice of every general meeting shall be given in any manner previously authorised herein to:-

[1] Every member, except those members who, [having no registered address within the state], have not supplied to the Club an address within the state for the service of notices to them, and:-

[2] The Auditor or Auditors, for the time being of the Board.

[3] The Honorary Solicitor, for the time being of the Board.

[b] No other person shall be entitled to receive notices of general meetings.

WINDING UP

84 The provisions of clause 8 of the Memorandum of Association, relating to the winding up or dissolution of the Club, shall have effect, and be observed as if same were repeated in these Articles and regulations.

INDEMNITY

85 Every Director, secretary and other officer, for the time being of the Company, shall be indemnified out of the assets of the Company, against any liability arising out of the execution of the duties of his/her office, which is incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour, or in which he/she is acquitted, or in connection with any application under the Law, in which relief is granted to him/her by the court, pursuant to Section 241 [2] of the Law in respect of any negligence, default, breach of duty, or breach of trust.

AMENDMENTS DELETIONS ADDITIONS

86 These Articles will not be amended, altered, rewritten, or deleted, in whole or in part, unless by a special resolution of the Board, [or as in article 24[a] and article 26], which must be put to the members at a general meeting of the Club. The special resolution must clearly define each and every item of amendment, alteration, rewrite or deletion, to each and every article, clause or paragraph, and the vote of members on each and every item, must be at least a seventy five [75%] percent majority, to be carried.

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Phil Maschmedt - Past Commodore - Honorary Life Member – Director 2008.
Chairperson– Planning and Finance Committee – 16th January 2008