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Constitution

Little Ship Club Queensland Squadron

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1 PRELIMINARY

1.1 Definitions and interpretation

(a) In this constitution, where not repugnant to the context:

The Act means the Corporations Act 2001

Annual General Meeting means that meeting convened once in each year before 30 November to transact the business and to elect the Office Bearers and Directors provided herein.

Board, Board of Directors means the Board of Directors for the time being.

By-Laws means the by-laws of the Club for the time being in force.

Club means the Company.

Club Mission Statement means the mission statement included in the Club's Strategic Plan updated from time to time.

Company means Little Ship Club Queensland Squadron.

Committee means any committee constituted by the Directors.

Director means a director of the Club appointed or elected as provided herein and **Directors** includes the Board.

Flag Officer means the Commodore, Vice Commodore and Rear Commodore.

General Meetings means any meeting of the Club other than the Annual General Meeting convened as provided herein.

Member shall be a person as described in clause 4.

Officer, Director means a Flag Officer or a Board Member.

Premises mean the Club's licensed and trading property at 1 Yabby Street, Dunwich QLD 4183 and other premises owned, leased, occupied, maintained or managed by the Club from time to time.

Sections means the Fishing Section - the Game Fish Section - the Sailing Section.

Standing Committees means the continuing permanent Standing Committees, operating under the control of the Board, as set out in clause 28 with roles defined in Schedule 2.

State and Queensland means the State of Queensland.

Strategic Plan means the plan approved by the Club's Board discussing future strategies and updated from time to time.

Sub-Committee 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.

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.

- (b) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (c) Unless the contrary intention appears, in this Constitution:
 - (i) words importing the singular include the plural and vice versa;
 - (ii) words importing a gender include every other gender;
 - (iii) words used to denote persons generally or importing a natural person include any Club, corporation, body corporate, body politic, partnership, joint venture, association, Board, group or other body (whether or not the body is incorporated);
 - (iv) a reference to a person includes that person's successors and legal personal representatives;
 - (v) a reference to a statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, whether passed by the same or another government agency with legal power to do so, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
 - (vi) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

1.2 **Application of the Act**

- (a) This Constitution is to be interpreted subject to the Act. The rules that apply as replaceable rules to companies under the Act do not apply to the Company where inconsistent with this Constitution.
- (b) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision of the Act.
- (c) Unless the contrary intention appears, an expression in a rule that is defined for the purposes of the Act has the same meaning as in the Act.

1.3 **Exercise of powers**

- (a) The Club has all of the powers of an individual
- (b) the Club may, in any manner permitted by the Act:

- (c) exercise any power;
- (d) take any action; or
- (e) engage in any conduct or procedure,
- (f) which under the Act a company limited by guarantee may exercise, take or engage in if authorised by its Constitution.

2 CONTRIBUTION BY MEMBERS

Each Member undertakes to contribute to the Company's property if the Company is wound up while he, she or it is a Member or within 1 year after he, she or it ceases to be a Member, for payment of the Company's debts and liabilities contracted before he, she or it 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 amount as may be required not exceeding one hundred dollars (\$100.00).

3 OBJECTS AND NAME

3.1 Name

The name of the company is Little Ship Club Queensland Squadron (the Club).

3.2 Registered office

The registered office shall be that office set out in Schedule 4.

3.3 Objects

The objects of the Club are:

- (a) To provide and maintain a clubhouse and other facilities for Members and guests.
- (b) To carry out the business of the Little Ship Club Queensland Squadron in accordance with this Constitution and the Act.
- (c) To promote friendly association with affiliated kindred clubs in the Moreton Bay region.
- (d) To maintain a close and supportive relationship with the Royal Australian Navy in South East Queensland in the proud tradition of the Club and its relationship with the historical Naval Auxiliary Patrol.
- (e) To promote close and friendly association amongst Members and publish the activities of the Club.
- (f) To promote the Club's and other activities and safe boating practices.
- (g) 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.

3.4 Income and property

The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects set out herein 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.

3.5 Purpose

The Club is established for the purposes set out in this Constitution, reinforced by the Club's Mission Statement.

4 MEMBERSHIP

4.1 Classes of Membership

The Membership of the Club shall consist of the following classes of Members:

1. Ordinary Member;
2. Senior Member;
3. Associate Member;
4. Fully Paid Members for Life;
5. Honorary Life Member;
6. Junior Member; and
7. Social Member.

4.2 Membership Application Procedure

- (a) Such persons as the Board shall admit to Membership, in accordance with the following provisions shall be Members of the Club.
- (b) 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.
- (c) Each original application shall be accompanied by an amount of money representing any applicable joining fee and the first year's subscription:
 - (i) Where an application is received after October in any year the Secretary and/or Treasurer will have the discretion to not charge the joining fee;
 - (ii) Each application must be signed by the proposer and the seconder, both of whom shall be Members of the Club, of at least twelve [12] month's standing; the applicant shall sign and date the application;
 - (iii) In the event that the application for Membership is unsuccessful, the sum of money tendered shall be returned to the applicant forthwith.
- (d) 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:
 - (i) The secretary may give notice of applications by way of electronic or other means of communication channels in use at the time to the Board;
 - (ii) 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;

- (iii) Every application shall be dealt with, and determined, in order of the priority in which it was received; and
 - (iv) 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.
- (e) 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 Board majority. The Board will give no reason for the rejection of an application.
 - (f) A record 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.
 - (g) Candidates who are unsuccessful at the first ballot, shall not be eligible for re-nomination until six [6] months after the date of that Board meeting.
 - (h) Applicants, after being proposed and seconded as candidates, may be admitted to the clubhouse, on production of their Membership receipt to the Club manager for a period of sixty [60] days from date of the receipt.
 - (i) When an applicant has been accepted for Membership, the secretary shall forthwith send to the applicant, their membership card, where upon the applicant shall become a Club Member.
 - (j) When an applicant is rejected, the secretary will notify the applicant and the applicant must return any fobs and Club property received. The applicable subscription fee will be refunded in full within a reasonable period of time after return of fobs and Club property.
 - (k) No Member shall be entitled to any benefit, or advantage from the Club, which is not shared equally by every Member in that class of Membership.
 - (l) The Board may refuse any application for Membership of the Club without providing the applicant with any reason for that refusal.
 - (m) The Board may determine from time to time that applications for Membership for some or all classes are open or closed in the interests of the Club.

5 MEMBERSHIP CLASSES

5.1 Ordinary Members

- (a) 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) Ordinary Members have the following rights:
 - (i) To attend and vote at general meetings;

- (ii) To have access to the Club's sea bed facilities (Pontoon, Moorings etc.);
- (iii) Provision, for payment, with a Club access fob for afterhours access to the facilities;
- (iv) To fly the appropriate burgee;
- (v) To obtain discounts on their purchases at the Club by presenting their cards;
- (vi) To accrue points on their Membership cards that can be used for purchases; and
- (vii) To be elected as an Officer in the Club and to nominate others for election.

5.2 **Senior Members**

- (a) Senior Members shall be Ordinary Members of at least sixty five (65) years of age who have been members of the Club for not less than ten (10) years continuously.
- (b) Senior Members shall have all of the rights of Ordinary Members.

5.3 **Associate Members**

The Board may, upon application made by a Member of the Club, (the applicant Member), and upon payment of the Membership subscription, 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:

- (a) Any person who stands in the relationship of spouse, or partner, of that Member.
- (b) In special circumstances, a person who stands in some other personal relationship to that Member.
- (c) Provided always that the Board may terminate such associate Membership upon:
 - (i) Receiving a written request for termination by the applicant Member, and further; and
 - (ii) That such Membership shall last only so long as the relevant relationship subsists.
- (d) 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 joining fee.
- (e) Further, provided that in special circumstances, and notwithstanding anything elsewhere in this clause, 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.

- (f) No Associate Member shall be permitted to be an Officer in the Club, nor nominate a person for election not to vote nor attend at any meeting of the Club.

5.4 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 as decided by the Board from time to time but no less than ten [10] times the annual subscription then applicable to ordinary Members:

- (a) 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 exceed ten per cent [10%] of the total Membership of the Club.
- (b) 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".
- (c) Fully Paid Members for Life have the following rights:
 - (i) To attend and vote at general meetings;
 - (ii) To have access to the Club's sea bed facilities (Pontoon, Moorings etc.);
 - (iii) Provision, for payment, with a club access fob for afterhours access to the facilities;
 - (iv) To fly the appropriate burgee;
 - (v) To obtain discounts on their purchases at the club by presenting their cards;
 - (vi) To accrue points on their Membership cards that can be used for purchases; and
 - (vii) To be elected as an Officer in the Club and to nominate others for election.

5.5 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:

- (a) 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.

- (b) 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. 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. Not more than two nominations shall be considered in any one year.
- (c) 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.
- (d) All nominations shall be confidential, and no sub-committee Member, or Board Member, shall break this confidence on penalty of suspension or expulsion.
- (e) 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.
- (f) Honorary Life Members have the following rights:
 - (i) To attend and vote at general meetings;
 - (ii) To have access to the Club's sea bed facilities (Pontoon, Moorings etc.);
 - (iii) Provision, for payment, with a club access fob for afterhours access to the facilities;
 - (iv) To fly the appropriate burgee;
 - (v) To obtain discounts on their purchases at the club by presenting their cards;
 - (vi) To accrue points on their Membership cards that can be used for purchases; and
 - (vii) To be elected as an Officer in the Club and to nominate others for election.

5.6 Junior Members

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.

5.7 Social Members

- (a) Social Members shall not be eligible to vote or attend general meetings, or entitled to nominate candidates for Membership or office, or hold any office in the Club.
- (b) Social Members shall obtain discounts on their purchases at the club by presenting their cards;
- (c) Social Members shall accrue points on their Membership cards that can be used for purchases.
- (d) Social Members shall pay to access the Club's Pontoon for overnight stays in accordance with the fees applicable at the time.
- (e) Social Members shall not have access to the Club's Moorings.

6 MEMBERSHIP SUBSCRIPTIONS

- (a) Members fees shall be as follows:-
 - (i) The joining fee for Members shall be such as the Board imposes from time to time;
 - (ii) The annual subscription of Ordinary Members, Associate Members, Junior Members and Social Members 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 five percent (5%);
 - (iii) Should the Board require a greater increase than five percent (5%), a special general meeting shall be called for that purpose or considering a Special Resolution to increase the Subscription;
 - (iv) The subscription for juniors shall not exceed fifty percent of that paid by ordinary Members.
- (b) Senior Members shall be entitled to a Membership subscription which shall be one half [1/2] of the current subscription for ordinary Members.
- (c) 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 joining fees.
- (d) All annual subscriptions shall become due, and payable in advance, on the first day of July in each and every year.
- (e) 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.

7 REGISTER OF MEMBERSHIP

- (a) The Board of Directors shall cause a register to be kept in which it shall enter the name and residential address of each person admitted to Membership of the Club, the date of his/her admission and the class of Membership to which the person is admitted.
- (b) Particulars shall also be entered into the membership database of deaths, resignations, terminations and reinstatement of Membership and any further particulars as the Board of Directors or the Members at any general meeting may require from time to time.
- (c) Subject to the provisions of the Privacy Act the database shall be open for inspection at all reasonable times by any Member who has applied in writing with a statement of reasons to the Board of Directors for such inspection. Inspection will be under supervision of the secretary and no copies are to be removed from the premises.
- (d) The database may be kept and maintained in a written form or by / on a suitable computer system that is adequately maintained at all times.

8 TERMINATION OR CESSATION OF MEMBERSHIP

- 8.1 Every Member will be bound to observe and abide by the Constitution and the rules, by-laws, regulations and policies of the Club in force from time to time.
- 8.2 A Member may resign from the Club at any time by giving notice in writing to the Board of Directors. Such resignation shall take effect at the time such notice is received by the Board of Directors unless a later date is specified in the notice in which case it shall take effect on that later date.
- 8.3 The Board of Directors shall make disciplinary By-Laws to deal with conduct of Members and other persons and to deal with termination or suspension of a Member or other action against a Member or other person. Any Member who is expelled or suspended shall, for twenty eight [28] days afterwards, have a right of appeal to an Appeal Tribunal as set out in the disciplinary By-Law.
- 8.4 Where the subscription of a Member remains unpaid for a period of two [2] calendar months after the date upon which it becomes due, that Member shall be classified as non-financial and have no rights as a Member.
- 8.5 Where the subscription of a Member shall remain unpaid for a period of three [3] calendar months after the date upon which it becomes due, the Member shall cease to be a Member of the Club. Such Member shall be struck from the register of current 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. The Board may extend the time for payment of any Member's Subscription.
- 8.6 The Board may in its discretion, refuse to accept the renewal of membership of a suspended Member.
- 8.7 A Member ceases to be a Member:
 - (a) upon their death;

- (b) if they become bankrupt, or assigns their estate for the benefit of, or compounds with, their creditors;
- (c) If they become a mentally ill person, or a patient, or a protected person within the meaning of the *Mental Health Services Act*; or
- (d) if they are convicted of any offence, which in the opinion of the Board, may discredit the Club, or any Member thereof.

8.8 Member Reinstatement

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 a joining fee.

9 TEMPORARY IMMEDIATE SUSPENSION

- (a) The Board and duly authorised delegates of the Board have the power to suspend a Member which may only be exercised in accordance with this clause.
- (b) If it is necessary or desirable, in the opinion of the Board or duly authorised delegates of the Board, in the interests of good order and safety of Members and their guests or in the interests of the Club, and whether or not it is alleged a Member has been guilty of misconduct, the Board or duly authorised delegates of the Board, may suspend the Member summarily for a period of not more than two [2] calendar months in any twelve [12] month period.
- (c) Notice of a suspension under paragraph (b) may be given orally by a Director or duly authorised delegate of the Board but must be confirmed by the secretary in writing by notice sent within five [5] working days of the oral notice.
- (d) A Member who is given notice of suspension must leave the premises of the Club immediately and remain away from the Club premises for the duration of the suspension.
- (e) A Member has no right of appeal against a suspension under this clause.

10 LIQUOR MATTERS

10.1 Liquor Accords

- (a) The Club may, at the discretion of the Board or in accordance with the Law, become a Member of a Liquor Accord regulated by the Liquor Act 1992 (Qld).
- (b) If the Club is a Member of a Liquor Accord, the Club and its Members must abide by the Liquor Accord.
- (c) Despite any other provision of this Constitution, the Club may prevent the entry to or remove any Member from the Club premises for the purposes of complying with a Liquor Accord to which the Club may be a party.

10.2 Consumption of Liquor

- (a) 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:
 - (i) 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.
 - (ii) No liquor may be brought onto the Club premises or grounds by any Member, guest of a Member, or visitor whilst the licenced premises are open.
 - (iii) No liquor shall be sold to, or supplied to, any person under the age of eighteen [18] years, by staff or any other person.
 - (iv) Take away bottled liquor may only be sold in accordance with the Clubs liquor licence.
 - (v) No function may be held on the Club premises without the approval of the manager.

11 VISITORS

- (a) Members shall have the privilege of introducing visitors into the Club and the Member introducing such visitor or visitors shall at the time of such introduction ensure the name and address of the visitor or visitors are entered in the appropriate visitor register and the entry is signed.
- (b) The Member introducing the visitor or visitors shall be responsible to the Club for the acts and debts of the visitor.
- (c) In accordance with its liquor licence, the Club may allow visitors entry from time to time and these visitors shall sign in as required by State law.
- (d) The Board shall have the power to exclude visitors individually or collectively at any time.

12 DIRECTORS

12.1 Control of affairs of the Club

The governance of the Club shall be vested in the Board of Directors of the Club

12.2 Number of Directors

- (a) The minimum number of Directors that the Club must have at any time is four [4].
- (b) The Board of the Club shall consist of the following seven (7) directors:
 - (i) Commodore;
 - (ii) Vice Commodore;
 - (iii) Rear Commodore;

- (iv) Board Member;
 - (v) Board Member;
 - (vi) Board Member;
 - (vii) Board Member.
- (c) The Directors may invite other persons to Board meetings on an irregular basis including the Immediate Past Commodore and Section Captains. These invited persons are not Directors.

12.3 Election Procedures

- (a) For the election of the Members of the Board, the Secretary shall be the Returning Officer. The Returning Officer shall:
- (i) For every election prepare, at the date of publication of the notice of an election, an alphabetical roll of Members entitled to vote; and
 - (ii) Arrange for such roll of Members to be certified to be correct, and signed off by the Commodore, and use this certified roll of Members at the election as evidence of the Member's right to vote.
- (b) The Board shall be elected at Annual General Meetings of the Club.
- (c) The Directors shall hold office from the date of their election, or of their appointment, until the second Annual General Meeting following such election or appointment, and shall then retire. Elections of Members to the Board over the two [2] year term will be allocated to alternate years to ensure that there is continuity of the Board as below:
- (i) Year 1 – Flag Officers
 - 1. Commodore
 - 2. Vice Commodore
 - 3. Rear Commodore
 - (ii) Year 2 – other Directors
 - 1. Board Members 1 to 4
- (d) Other requirements are as follows:-
- (i) A retiring Board Member shall be eligible for re-election.
 - (ii) All newly elected Board Members shall be introduced to the Membership at the Annual General Meeting.
 - (iii) The positions of Commodore, Vice Commodore and Rear Commodore shall be deemed Flag Officers.
- (e) The following requirements, particulars and detail, shall apply to all nominations, and if required, all elections, for Members of the Board of the Club:-

- (i) Nothing shall prevent any candidate from being nominated for election in more than one position. However, a Member shall be elected to only one position.
- (ii) The nominee for Commodore must have served as a Flag Officer, or alternatively, served as a Board Member for a minimum of the preceding twelve months.
- (iii) Each year, on such date as shall be determined by the Board, the Returning Officer shall give notice to Members of the intention to hold an election of Officers of the Club, and shall forward a nomination paper to each Member of the Club entitled to vote, 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.
- (iv) The Fishing Section, the Game Fish Section and the Sailing Section shall, within their respective sections, elect their captains on such date as determined by the Board. The Board shall give directions as to how these elections shall occur.
- (v) 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 4.00 pm on the day advised for the close of nominations.
 - 2. Such nomination form shall contain the consent in writing, with the signature of the Member so nominated.
 - 3. Members nominating and candidates must be financial members at the time of nomination.
- (vi) The nomination form shall be as detailed by the Board from time to time.
- (vii) If at the expiration of time limited for the nomination of candidates, there is only one Member nominated for each of any of the Directors or offices of Commodore, Vice Commodore, or Rear Commodore, the Returning Officer shall declare such Member duly elected to that particular office and position.
- (viii) If 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.
- (ix) If at the expiration of the time limited for the nomination of candidates there are two [2] or more Members nominated for the office of Commodore, Vice Commodore, or Rear Commodore; and/ or the number of candidates for the office of Board Member, [other than Commodore, Vice Commodore, or Rear Commodore] exceeds the number of Board Members to be elected, then a poll is required.

- (x) 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 4.00pm on the day so appointed.
- (xi) 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 financial Member entitled to vote at the election.
- (xii) 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 explanation of the voting procedure must accompany each Voting Paper.
- (xiii) 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.
- (xiv) Each candidate may appoint one Member to be that candidate's scrutineer at the place appointed for the examination of voting papers.
- (xv) The Returning Officer shall 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, containing the numbers, in words as well as figures, of the votes cast for each candidate and shall at the same time declare the names of the candidates elected in each position for which an election was required. The Returning Officer shall certify to the Commodore by writing under the Returning Officer's hand, the names of the elected candidates and the date of the declaration of the result of the election. The candidate, or candidates, as the case may be, who secures, or secure, the greatest number of votes respectively for the various offices shall be deemed to be so elected. At the time of counting, 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.
- (xvi) 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.

(xvii) 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.

(xviii) 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.

(xix) Provided further that if any Member is elected as a Flag Officer and such Member is also nominated as a Board Member, the votes in respect of such Members nomination as one of the [4] Board members shall not be counted towards the election of the [4] Board members.

(xx) 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.

(xxi) The Returning Officer shall, 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 and shall securely fasten and seal up the packet and endorse it when sealed with a concise description of the contents and the date of the closing of the poll. The Returning Officer shall also sign the endorsement and shall store the sealed packet in the Club's safe. The sealed packet shall be kept for twenty four [24] months, at the expiration of such period the Commodore shall cause the voting papers to be destroyed.

(xxii) 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.

12.4 **Casual Vacancies on the Board**

- (a) Any casual vacancy occurring on the Board shall be filled by the Board.
- (b) The person appointed to fill the casual vacancy shall have the balance of the term of the person who created the Casual Vacancy.

12.5 **Removal of Director**

- (a) The Club may, by special resolution at a general meeting, remove any Director 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 have the balance of the term of the Director they replace.

12.6 **Vacation of Officer**

- (a) The office of a Director shall become vacant if that Director:
 - (i) Ceases to be a Member of the Club, or ceases to be qualified to vote under this Constitution.
 - (ii) Resigns from the Board, by notice in writing, delivered to the secretary.
 - (iii) Is absent from two [2] consecutive meetings of the Board, without first advising the secretary and obtaining approval for leave from a majority of other Members of the Board at the second consecutive meeting for which the Director is absent.
 - (iv) Holds any office of profit under the Club, or is employed by the Club.

12.7 **Qualification and Restriction on Directorship**

Each Director must satisfy the following criteria to be eligible for election and to continue to serve as a Director of the Board:

- (a) Be a Member of the Club in a category that entitles the Member to vote at General Meetings for no less than one year prior to the time of the nomination for Directorship; and
- (b) Be Member of the Club in a category that entitles the Member to vote at General Meetings at the time of the General Meeting at which the election is declared; and
- (c) Not be a paid employee of the Club; and
- (d) Not be an auditor of the Club or partner or employee of the auditor; and
- (e) Persons holding positions as Flag Officers and Section Captains must be boat owners at the time of election.

12.8 **Term of office**

Subject to this Constitution:

- (a) The Directors shall hold office for a term of two (2) years.

- (b) Directors must retire at the end of the Annual General Meeting in the last year of their two (2) year term and subject to the maximum term shall be eligible for re-election.

12.9 Proceedings of Directors

- (a) The Directors shall meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a number of the Directors sufficient to constitute a quorum, and so constitutes a meeting of the Directors and all the provisions in this Constitution relating to meetings of the Directors apply, so far as they can and with such changes as are necessary, to meetings of the Directors by telephone or other electronic means.

12.10 Interested Directors

- (a) A Director who is in any way interested in any contract or arrangement or proposed contract or arrangement with the Club:
 - (i) will not be counted in determining whether or not there is a quorum present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement,
 - (ii) may not vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement; and
 - (iii) may not sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement the Club may execute.

12.11 Notice of meetings of Directors

- (a) Subject to this Constitution, notice of a meeting of Directors must be given to each person who at the time of the meeting is a Director, other than a Director on leave of absence approved by the Directors.
- (b) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting;
 - (ii) state the nature of the business to be transacted at the meeting;
 - (iii) may be given immediately before the meeting;
 - (iv) may be given in person or by post, or by telephone, fax, email or other electronic means; and
- (c) A Director may waive notice of any meeting of Directors by notifying the Club to that effect in person or by post, or by telephone, fax or other electronic means.

12.12 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.

- (b) A quorum consists of four [4] Directors eligible to vote on a matter.
- (c) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors or is less than the minimum number of Directors fixed under this Constitution, the remaining Director or Directors must act as soon as possible:
 - (i) to increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this Constitution; and
 - (ii) to convene a general meeting of the Club for that purpose; and
 - (iii) until that has happened, must only act if and to the extent that there is an emergency requiring them to act.
- (d) The non-receipt of notice of a meeting of Directors by or a failure to give notice of a meeting of Directors to a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error; or
 - (ii) before or after the meeting, the Director:
 1. has waived or waives notice of that meeting under clause 12.11(c); or
 2. has notified or notifies the Club of his or her agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or

the Director attended the meeting without such notice.

12.13 **Chairman of Directors**

- (a) A Chairman of Directors shall be the Commodore.
- (b) The Chairman of Directors must preside as chairman at each meeting of Directors.
- (c) If at a meeting of Directors:
 - (i) there is no Chairman of Directors; or
 - (ii) the Chairman of Directors is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chairman of Directors is not willing to act as chairman of the Meeting;

then the Directors may choose one of their number to be Chairperson of the meeting

12.14 Decisions of Directors

- (a) Questions arising at a meeting of Directors are to be decided by a simple majority of votes cast by the Directors present and any such decision is for all purposes a decision of all the Directors.
- (b) In the case of an equality of votes upon any proposed resolution:
 - (i) the Chairman of the meeting will not have a second or casting vote; and
 - (ii) the proposed resolution is to be taken as having been lost.

12.15 Delegation to individual Directors

- (a) The Directors may delegate any of their powers to one Director.
- (b) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

13 TRANSITIONAL PROVISIONS

- (a) The Commodore, Vice-Commodore and Rear Commodore positions shall be declared vacant and shall be subject to election at the Annual General Meeting in 2022.
- (b) The positions of the four [4] Board Members shall be declared vacant and shall be subject to election at the Annual General Meeting in 2023.

14 PATRON

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 their appointment shall be affirmed at each Annual General Meeting.

15 MEETINGS

15.1 Annual General Meeting

The Annual General Meeting of the Club shall be held no later than 30 November in each year.

15.2 General meetings

- (a) All meetings of Members other than the Annual General Meeting shall be General Meetings.
- (b) A General Meeting shall be convened by:
 - (i) the Chairman's own volition and direction; or
 - (ii) upon receiving instructions to do so from at least four Members of the Board of Directors; or
 - (iii) receiving a written requisition from no less than five percent (5%) of Members entitled to vote stating reasons for and business of the proposed meeting. The written requisition shall clearly state the

reasons why such General Meeting is being convened and the nature of the business to be transacted. Prior to calling the meeting, the Board of Directors shall meet with a representative or representatives of those Members requesting the meeting to attempt to resolve the matters in issue prior to the calling of the meeting.

- (c) A General Meeting shall be held at the Premises or elsewhere as determined by the Board of Directors at such time and place as the Board of Directors shall determine.

15.3 **Notice of meeting**

- (a) Subject to the provisions of the Act relating to special resolution and agreements for shorter notice, 14 days' notice shall be given of any meeting of the Club specifying the place, the day and the hour of the meeting, the general nature of the business to be transacted and be given to such persons as are entitled to receive such notices from the Club.
- (b) The Patron, the Directors and the Members entitled to vote shall be entitled to receive notice of any meeting of the Club and to attend such meeting.
- (c) Notice may be given by the Club to the intended recipient by:
 - (i) advertising on the notice boards of all of the licensed premises of the Club and placing notice on the Club's website and Facebook page; or
 - (ii) sending it by post to the intended recipient's registered address; or
 - (iii) sending it by email to the intended recipient's email address; or
 - (iv) by any other means authorised by the Law.
- (d) The non-receipt of notice of a meeting by the Patron, any Member, shall not invalidate the proceedings at any meeting.

15.4 **Business**

A Member is entitled to give notice in writing to the Directors of any business for consideration at the next Annual General Meeting or General Meeting of the Club. Such notice must be given at least twenty-eight (28) days prior to the date of that meeting. Such business shall be only discussed at the discretion of the Board of Directors.

15.5 **Business of Annual General Meeting**

The business of the Annual General Meeting shall include inter alia:

- (a) To receive reports from the Board of Directors;
- (b) To receive and consider the financial statements and the report of the auditor;
- (c) To receive and consider the reports of any Committees as directed by the Board of Directors;
- (d) To elect Directors;
- (e) To appoint an auditor as and when required by the Act;

- (f) To vote on any nominee for election as a Honorary Life Member; and
- (g) To deal with any other business approved by the Board of Directors;

The agenda for any meeting shall be prepared and approved by the Board of Directors.

15.6 **Special Resolutions**

Subject to the provisions of the Law relating to Special Resolutions, (which require the giving of not less than twenty one (21) days' notice, a special general meeting may be convened and notice 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 those Members entitled to receive notices of General Meeting from the Club.

15.7 **Quorum**

- (a) The quorum for the Annual General Meeting shall be a number equal to twice the number of Directors plus one (1)
- (b) At a General Meeting called by the Board of Directors a quorum shall be the number equal to twice the number of Directors plus one (1).
- (c) At a General Meeting requisitioned by the Members, the number of Members required to constitute a quorum shall be 20% of the Members of the Club entitled to vote at meetings of the Club.
- (d) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. For the purposes of this Rule "Member" includes a person attending by proxy.
- (e) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine.

15.8 **Adjournment of General Meeting**

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 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15.9 **Proxies**

- (a) A Member, entitled to attend and vote at a General Meeting shall be entitled to appoint another Member as a proxy to attend and to vote instead of that Member.
- (b) The instrument appointing a proxy shall be in writing and signed by the Member.

- (c) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (d) Subject to the Corporations Law, the instrument appointing a proxy shall be deposited by original or email at such place in the State as is specified for that purpose in the notice convening the meeting (or if no such place is specified, at the Office) 72 hours prior to the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.
- (e) Every instrument of proxy shall be in or to the effect of the form in Schedule 1 or in such form acceptable to the Club generally or in a particular case.

16 FINANCIAL YEAR

The financial year of the Club shall commence on the 1st day of July in each year and shall end of the 30th day of June in that year.

17 MINUTES AND RECORDS

17.1 Books and records

The Directors shall keep and maintain all books and records required by the Act and locate them at the Club's registered office or the Club's Premises.

17.2 Minutes

The Minutes shall record:

- (a) All proceedings of meetings of the Club and of all proceedings of meetings of the Directors and shall be duly entered in records maintained for the purpose as required by this Constitution and the Act;
- (b) The Directors shall enter in the minutes of:
 - (i) all appointments of officer bearers,
 - (ii) names of Members or Directors present at all meetings of the Club and the Board,
 - (iii) all proceedings of all meetings of the Club and of the Directors,
 - (iv) and such minutes shall be approved by the Chairman of the meeting at which the proceedings were held.
- (c) The record of attendance of Directors at meetings shall be published annually in the report of the Directors to the Club at the Annual General Meeting.

18 ACCOUNTS AND AUDITS

18.1 Auditor

An auditor shall be appointed by the Club and shall perform his or their duties as regulated by the Act or any resolution of the Club.

18.2 **Records**

- (a) The Board of Directors shall cause to be kept such accounting or other records as will clearly explain the transactions and financial position of the Club and enable true and fair statement of financial performance and statement of financial position and any documents required by law to be attached thereto to be prepared from time to time and shall cause those records to be kept in such manner as to enable them to be properly audited.
- (b) The Board of Directors shall at the Annual General Meeting put before the Club a statement of financial performance and statement of financial position for the period since the preceding accounts made up to date for the financial year.

18.3 **Location of Records**

The said records shall be kept at the registered office of the Club or at such other place as the Board of Directors think fit and shall at all times be open for inspection by the persons authorised herein.

18.4 **Inspection of Records**

Subject to the Act, the Board of Directors shall from time to time determine such time and place and under what conditions the accounting and other records of the Club shall be open to the inspection of any Director, Member or Affiliate or their Representative or advisors. The Board of Directors shall have unfettered right to decline access to any book or document of the Club to any other person except as required by the Act or authorised by the Board of Directors or by the Club.

18.5 **People entitled to receive accounts**

A copy of the statement of financial performance and statement of financial position (including every document required by law to be attached thereto) which is to be put before the Club accompanied by a copy of the auditor's report thereon shall, not less than 14 days before the date of the meeting, be made available to every person entitled to receive notice of meetings of the Club.

18.6 **Bank Signatories**

The Club's Bank accounts shall be operated by the Commodore, Vice Commodore, Rear Commodore, the Secretary and Treasurer and Directors at the discretion of the Board. Two signatures shall be required and will normally be, the Commodore with the Treasurer co-signing, however, should the Commodore be unavailable the Vice Commodore shall sign, and if both are unavailable the Rear Commodore shall sign, and if the Rear Commodore is not available the Secretary shall sign and if the Secretary is not available, the Director selected at the discretion of the Board. If the Treasurer advises in writing that they are unavailable to sign, the Secretary shall sign in their place.

18.7 **Bank Account**

- (a) The funds of the Club shall be lodged in a bank approved by the Board, and all cheques shall be signed in accord with the determination of the Board.
- (b) Cheques, money orders, or other instruments lodged for collection only on the Club bank account, may be endorsed by such person approved by the Board.

- (c) All payments from the funds of the Club shall be authorised 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.
- (d) The provisions of sub-clause 18.7(a) shall apply for computer banking via the internet, wherever the bank's and the Club's responsibilities are involved

19 RESERVE POWER OF MEMBERS

The Board of the Club shall not do any of the things set out in schedule 3 without first having the action approved by a special resolution of Members at a General Meeting.

20 SECRETARY

- 20.1 The Board shall appoint a person to act as the Club's Secretary who shall be responsible for all matters appropriately delegated by the Board and in compliance with all of the requirements of the Act.
- 20.2 The Secretary will undertake such tasks as required by the Act, as directed by the Board and as set out in the position description for the role.
- 20.3 The Secretary shall maintain a register of reciprocal clubs which shall be kept on the premises.

21 SOLICITOR

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.

22 INDEMNITY AND INSURANCE

- 22.1 The Club shall indemnify to the full extent permitted by law all Directors and Officers from or against all actions, suits, claims and demands including costs for any acts or omissions (excluding criminal acts) done or performed in good faith in the performance of his/her duties.
- 22.2 The Directors may, to the fullest extent permitted by law:
 - (a) Purchase and maintain insurance; or
 - (b) Pay or agree to pay a premium for insurance for any persons to whom this rule applies against all liability incurred by the person as a Director or as an Officer of the Club or of a related body corporate including but not limited to a liability for negligence and/or for reasonable costs and expenses incurred in defending claims or proceedings, whether civil or criminal whatever their outcome.

23 BY LAWS

The Board of Directors may make such rules, regulations and by-laws not inconsistent with this Constitution as may be considered necessary for the proper conduct of its business and not inconsistent with the intent of this Constitution and may from time to time repeal, amend or alter the same.

24 AMENDMENTS TO CONSTITUTION

The Members may by Special Resolution and subject to the Act amend any of the provisions of the Constitution.

25 DISTRIBUTION OF PROFITS

25.1 No distribution of profits

- (a) The income and property of the Club must be applied solely towards the promotion of the objects of the Club set out in this Constitution and no portion of the income or property is to be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the Members of the Club.
- (b) The Club Limited by Guarantee will be prohibited from making any distribution, whether money, property or otherwise to its Members.

26 WINDING UP

If upon the winding up or dissolution of the company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it must not be paid to or distributed amongst the Members of the company but must be given or transferred to some other institution or institutions having objects similar to the objects of the company, and which 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 company under clause 25.1, such institution or institutions to be determined by the Members at or before the time of dissolution and in default thereof by the Chief Justice of the Supreme Court of Queensland or another Judge of that Court who has or acquires jurisdiction in the matter, and if and so far as effect cannot be given to the above provision then to some charitable object.

27 SECTIONS

- 27.1 To advance the special interests of Members, or groups of Members, being interests not inconsistent with the objects of the Club, the Board will create Sections.
- 27.2 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 –
 - (a) the Fishing Section;
 - (b) the Game Fishing Section; and
 - (c) the Sailing Section.

These Sections shall hold their meetings, and election of captains, each year as directed by the Board.

- 27.3 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 Club and shall be bound by this Constitution.

- 27.4 All such Sections shall:-

- (a) Admit to Membership those persons who are already Members of the Club who wish to be Members of the Section.

- (b) Report all activities to the Board at monthly Board meetings.
- (c) The submission of an annual budget is required in February each year.
- (d) Confine themselves to the activities their title suggests, and shall carry out these activities with all due care and diligence.
- (e) Not conduct or operate separate bank accounts. All funds shall be accounted for in the accounts of the Club.

28 STANDING COMMITTEES AND AD-HOC COMMITTEES

- (a) Standing Committees shall be as follows:-
 - (i) Planning and Finance Committee.
 - (ii) Building and Grounds Committee
 - (iii) House and Socials Committee
 - (iv) Bay Outings Committee
 - (v) Membership Committee
 - (vi) Naval Liaison and Protocol Committee
 - (vii) Communications Committee
 - (viii) Honorary Life Members Committee
 - (ix) The chairpersons of each standing committee and section will report to the Board monthly.
 - (x) 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.
 - (xi) The Commodore is automatically a Member of all committees, and may attend committee meetings as and when he sees fit to do so.
- (b) The roles of the Standing Committees are defined in Schedule 2.
- (c) After election, and at the first meeting of the Board after the Annual General Meeting, the Commodore shall nominate the Members of the Board he has selected to act as chairperson of the standing committees. If accepted and approved by the Board, each Member shall be declared chairperson of the nominated committee. The Standing Committees shall be appointed by the Board for such term as the Board shall see fit. The Board may remove a Standing Committee member at any time.
- (d) 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.

28.2 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, 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.

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, together with other relevant information for the benefit of Members.

29 DUTIES OF OFFICERS

The Board shall create By-Laws setting out the duties and responsibilities of Flag Officers.

30 COMPANY SEAL

The Board shall provide for the safe custody of the Club seal, which shall only be used by the authority of the Board, or of a sub-committee of Members of the Board, authorised by the Board on 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.

SCHEDULE 1

LITTLE SHIP CLUB QUEENSLAND SQUADRON

FORM OF PROXY

Number Date Secretary.....

I, the undersigned, being a financial Member of the Little Ship Club (Queensland Squadron), hereby appoint:

FELLOW MEMBER:.....

of.

Or failing that person, the Chairman of the Meeting, as my Proxy to vote for me, on my behalf, at the *Annual General Meeting, or *Special General Meeting of the Little Ship Club (Queensland Squadron) to be held on [...day of.....20.....].

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

Signed this day of. 20.....

Signature

Print name

*Strike out whichever is not applicable.

SCHEDULE 2

STANDING COMMITTEES

- (a) Planning and Finance Committee.
 - (i) 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.
 - (ii) 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.
 - (iii) 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.
 - (iv) 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
 - (i) 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.
 - (ii) Where applicable, to detail equipment and materials required, skilled labour required, apply relevant costings, and submit a fully detailed report and budget to the Board.
 - (iii) 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.
 - (iv) 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.
 - (v) To arrange working bees as required.
 - (vi) To ensure the safe operation of the Club pontoons and their maintenance.

- (c) House and Socials Committee
 - (i) 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.
 - (ii) 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
 - (iii) To observe and report on any requirement, or anything untoward at the clubhouse, in coordination with the manager.
 - (iv) Advise on equipment and furnishings at the clubhouse and BBQ in coordination with the manager.
 - (v) 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
 - (i) 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.
 - (ii) 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.
 - (iii) To be responsible for the image, and promotion of the Club, in Moreton Bay and South East Queensland.
 - (iv) To promote safe boating and environmental practices within the Club and to its Members.
 - (v) 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
 - (i) 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.
 - (ii) To research all matters pertaining to Membership, Membership numbers, Member expectations etc., and report to the Board.
 - (iii) To actively seek to recruit new Members by any practical means.

- (iv) 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
- (i) 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.
 - (ii) To coordinate with the Navy in all aspects of Club activities, especially where the Navy, and our Patron, have an honoured and special place in our annual sail past, and our Commodore's "At Home".
 - (iii) The chairperson shall act as protocol officer of the Club, ensuring correct practices and standards are maintained.
- (g) Communications Committee
- (i) 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.
 - (ii) 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.
 - (iii) To arrange such advertising as is available, and actively pursue new advertisers.
- (h) Honorary Life Members Committee
- (i) 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.
 - (ii) Shall be prepared, when requested, to assist the Board in whatever way they can be of service to the Board, and the Club.

SCHEDULE 3

RESERVE POWERS OF MEMBERS

- (a) Increase Subscriptions greater than five percent (5%);
- (b) Borrow monies in excess of two months of annualised trading of the Club;
- (c) Acquire assets greater than \$100,000 not in the ordinary course of business;
- (d) Dispose of assets greater than \$20,000 not in the ordinary course of business;
- (e) Increase the Club's overdraft facility to a figure greater than two months of annualised trading;
- (f) Enter into new leases; and
- (g) Invest in other businesses other than the business of the Club.

SCHEDULE 4
REGISTERED OFFICE

The registered office of the Club will be situated in 5 Wagan Place, Wellington Point in the State of Queensland or such address within Queensland as the Directors may from time to time determine.