



# Annexure A

CONSTITUTION  
OF  
YACHTING QUEENSLAND LIMITED

**DRAFT**

**14 March 2007**

**Formatted: Font: 12 pt, Bold**

**Deleted: 26 July 2006**



LEVEL 6 – 10 FELIX STREET BRISBANE Q 4000 – DX 219 BRISBANE

P: 02 3211 7411 – F: 07 3211 7466 – E: [bris@mcmahons.com.au](mailto:bris@mcmahons.com.au) – W: [www.mcmahons.com.au](http://www.mcmahons.com.au)

## DEFINITIONS AND INTERPRETATIONS

### 1. Definitions

In these rules the following expressions have the meanings provided below:

- a) "affiliate member" means any club which is:
  - i) an incorporated body; ~~or~~
  - ii) ~~any class association~~
 admitted to membership in accordance with these rules.
- b) "authorised delegate" means any person who is appointed by resolution of the governing of an affiliated member.
- c) "board" means the board of directors of YQ.
- d) "boating" includes:
  - i) sailing vessels;
  - ii) power driven vessels;
 and all other vessels capable of floating.
- e) "club" means a body interested in the control, conduct, promotion or management of boating.
- f) "delegate member" means the authorised delegate of a club who is admitted to membership of YQ in accordance with these rules.
- g) "director" means a director for the time being on the board of YQ.
- h) "executive officer" means the person appointed to manage YQ.
- i) "ISAF" means the International Sailing Federation.
- j) "law" means the *Corporations Act*.
- k) "member" means any life member or affiliated member of YQ.
- l) "officer" means director and any other persons as set out in Section 9 of the *Corporations Act*.
- m) "president" means the president for the time being of YQ.
- n) "register" means the register of members of YQ.
- o) "rules" mean the current rules in the constitution of YQ .
- p) "senior members" means the members of the relevant affiliated association that have
  - i) voting rights; and
  - ii) for whom ~~banding fees have been paid~~.
- q) "secretary" means any person appointed to perform the duties of a secretary of YQ.
- r) "YQ" means the company limited by guarantee called Yachting Queensland Limited (ACN 010 268 014).

**Deleted:** <#>or an unincorporated association;¶

**Formatted:** Bullets and Numbering

**Deleted:** capitation

2. The name of the company is **Yachting Queensland Limited**.

### 3. Powers

- a) YQ has the legal capacity of a natural person with all the consequential powers as conferred by Section 124 of the Law.
- b) The income and assets of YQ must be applied solely towards the promotion of YQ.
- c) The income and assets of YQ must not be paid or transferred directly or indirectly to the members of YQ.

### 4. Services and interest

Reasonable and proper remuneration may be paid to any:

- a) officer, servant or member of YQ in return for services rendered;
- b) director, as may be determined by the board, for expenses (if any) for attendance at meetings of YQ or meetings of the board or meeting at which a representative of the board attends either with the agreement of the board or with the concurrence of the secretary.

**5. Members limited liability and undertaking**

- a) The liability of the members is limited to an amount not exceeding \$20.00.
- b) Each member of YQ agrees to contribute to the assets of YQ if it is being wound up while a member or within one year after he or she ceasing to be a member for payment of the debts and liabilities of YQ incurred before he or she ceases to be a member and such amounts as may be required not exceeding \$20.00.

**6. Role of Yachting Queensland in Queensland**

- a) YQ is recognised by its members as being the peak body and controlling authority of ~~yachting;~~
- b) YQ is responsible to its members for the administration of ~~yachting;~~
- c) YQ is responsible to its members for training in ~~yachting as an RTO, whether using YATC or IYT syllabus for recreational, power or professional training courses;~~
- d) YQ is responsible to its members for career development in ~~yachting;~~
- e) ~~YQ may appoint and remove, from time to time, a person to be the patron of YQ.~~

**Deleted:** boating

**Deleted:** boating

**Deleted:** b

**Deleted:** oating

**Deleted:** boating

**Formatted:** Bullets and Numbering

**Deleted:** .

**7. Operation of these rules**

- a) YQ and members agree that they are each bound by this constitution.
- b) An affiliated member shall appoint two authorised delegates to represent the affiliated member:
- c) An affiliated member must notify YQ in writing of each appointment or change of appointment of delegates.

**8. Eligibility to be a delegate**

A person shall be eligible to be a delegate member of YQ if:

- a) ~~The person is a member of the executive committee of a club and is appointed to represent a club by its members, trustees or other governing body.~~
- b) ~~A delegate member must agree to be bound by, and to comply with, the YQ constitution and any by-laws or rules of YQ from time to time and to accept and enforce all decisions of YQ made in conformity with such documents.~~

**Formatted:** Bullets and Numbering

**Deleted:** ; and the nomination is accepted by YQ board

**9. Obligations of affiliate members**

- a) Affiliate members shall deliver to YQ a copy of the club's annual report immediately after it is adopted by the club at the annual general meeting.
- b) Affiliate members shall deliver to YQ annually at the time of payment of membership, ~~banding~~ and/or affiliation fees:
  - i) details of the club's categories of membership;
  - ii) particulars of any changes made to the club 's rules in the previous year;
  - iii) a list of the club's office bearers and their respective addresses;
  - iv) a list of the club's current members' names and addresses for inclusion in YQ database;
  - v) duly completed census forms or other information of an administrative nature requested by YQ;
- c) Affiliate members shall have regard to the purposes of YQ and, in particular, its purpose to create a single, overall uniform entity for the conduct, promotion and management and training of boating in Queensland.

**Deleted:** <#>¶¶  
 <#>A delegate member may represent only one affiliated member. ¶¶  
 He or she has agreed to be bound by, and to comply with, the YQ constitution and any by-laws or rules of YQ from time to time and to accept and enforce all decisions of YQ made in conformity with such documents.¶¶

**10. Classes of members**

- a) The classes of members shall consist of:
  - i) affiliate members;
  - ii) delegate members;
  - iii) life members;
  - iv) director members.

- b) Any person previously admitted as a life member will continue as a life member of YQ.
- c) The number of members of YQ shall be unlimited.
- d) A register of members shall be kept in accordance with the Law.
- e) Clubs who wish to be members of YQ shall apply in writing to become affiliate members, membership may be granted by YQ.
- f) There may be admitted to membership of YQ members for each class as described in 10(a) above.

#### **11. Club membership**

A club shall be eligible for affiliate membership of YQ if:

- a) it agrees to be bound by and to comply with the rules and by-laws or rules of YQ from time to time and to accept and enforce all decisions of YQ made in conformity with such documents;
- b) it supplies to the board for approval a copy of its constitution, certified as being a true and correct copy by its secretary or other principal administrative officer and such other particulars as may from time to time be prescribed by the Board;
- c) its constitution contains such provisions (if any) as may from time to time be required by YQ as a qualification for affiliate membership.

#### **12. Life members**

- a) Any person who has rendered distinguished service to YQ may be admitted as a life member.
- b) A person may only be admitted as a life member at an annual general meeting.
- c) A motion to admit a person as a life member may only be put to the members at an annual general meeting after an ordinary resolution has been passed by the selection committee.
- d) The selection committee shall be appointed by the board.
- e) Any resolution of the annual general meeting to confer life membership on any person must be passed at the AGM.
- f) Life members shall not be required to pay any membership fees, levies or other dues to YQ.

#### **13. Director members**

- a) A person who is elected a director of YQ shall, upon his or her election, be admitted as a director member.
- b) Director members shall not be required to pay any membership fees, levies or other dues to YQ.

#### **14. Membership fees**

- a) The board of YQ may impose such affiliation fees, levies and any other requirements for payment from its members as it determines as necessary from time to time.
- b) The board shall collect fees due for the year ended 30 June 2007 on the basis of any YQ board resolution and members resolution current as at the date of the adoption of this constitution.
- c) The board shall apply a banding system to affiliation fees from July 2007 onwards.
- d) The affiliation fees payable by any club will rise by the annual CPI Index as published by the Australian Bureau of Statistics;
- e) The board will advise the members at the AGM of the affiliation fees, levies and any other requirements for payment for the ensuing year;
- f) The board will, in determining any such fees, impose only such fees from time to time as are required to meet its financial needs and obligations.

**15. Membership applications**

- a) Applications for membership shall be made in such manner, as the board shall determine from time to time.
- b) Any application for membership shall be submitted to the board for determination within 3 months of the application being presented.

**16. Grant or refusal of membership**

- a) After the granting of any application for membership YQ shall notify the secretary of name, address, e-mail and fax upon the granting of membership.
- b) The secretary shall enter the information in a register.
- c) Every member shall notify the secretary within 7 days of any change in its registered address or other contact details.
- d) YQ may refuse any application for membership but must specify reasons for such refusal.

**17. Cessation of membership**

A member shall cease to be an affiliated member of YQ if the member:

- a) being an unincorporated body, is liquidated or dissolved or otherwise ceases to exist; or
- b) being an incorporated body :
  - i) has a liquidator, provisional liquidator, receiver, receiver and manager or official manager appointed to it;
  - ii) has a voluntary administrator appointed to it;
  - iii) resolves to wind-up or is subject to an order to wind-up;
  - iv) enters into a scheme or arrangement with its creditors or otherwise compromises or compounds with its creditors;
  - v) goes into voluntary administration.
- c) resigns; or
- d) in the case of a director member, he or she ceases to hold office; or
- e) is expelled from YQ.

**18. Suspension of membership**

The board may, subject to the provisions of Part 2F.1 of the law, suspend an affiliate member if, in the opinion of the board, such affiliate member:

- a) is not being conducted by its governing body in accordance with its rules; or
- b) is being conducted by its governing body in a manner which may bring itself or YQ into disrepute; or
- c) fails to meet its financial or other obligations to YQ.

**19. Suspended member not to vote**

No affiliate member who has been served with a notice of suspension of its membership, nor any representative of that affiliate member, can attend or vote at any meeting of YQ until the suspension of its membership has been cancelled and its full rights of membership of YQ restored.

**20. Annual general meeting**

Subject to the Law, an annual general meeting of YQ shall be held in each year at such time and place as the Board may determine.

## 21. Business of annual general meeting

The business of the annual general meeting shall be:

- a) to allow members a reasonable opportunity to ask questions about or make comments on the management of the company
- b) the consideration of the financial report;
- c) the consideration of the directors report;
- d) the consideration of the auditor's reports;
- e) to receive and adopt the audited accounts;
- f) appoint an auditor when necessary;
- g) elect or declare the results of any postal ballot for the election of the president;
- h) elect or declare the results separately of any postal ballot for the election of the far north, north and central Queensland representatives;
- i) elect or declare the results of any postal ballot for the separate election of the other directors;
- j) admit life members to YQ, if any;
- k) declare the results of any postal ballots to be declared at the annual general meeting;
- l) to allow members a reasonable opportunity to ask of the auditors, or a representative of the auditors present at the meeting questions relevant to the conduct of the audit and the preparation and content of the auditors report.
- m) to consider any other business the general nature of which shall either have been specified in the notice convening the meeting, or which the chairperson of the meeting permits to be brought before the meeting.

## 22. Special general meetings

- a) All meetings, other than the annual general meeting, shall be called special general meetings and may be convened either in accordance with this constitution or in accordance with the provisions of part 2G.2 of the *Corporations Act*.
- b) The secretary shall convene a special meeting under this constitution within 7 days of being:
  - i) directed to do so by the president, or any 3 directors; or
  - ii) given a requisition in accordance with the provisions of part 2G.2 of *Corporations Act*.
- c) At least 21 days notice, ~~as required by s.249D(5) of the law, specifying the date, day and time of the special general meeting and special general meeting and the business to be transacted at the meeting shall be given to the members or in such other manner if any as may be prescribed by YQ. The board shall, where practicable, give longer notice than 21 days, of any meeting convened under this clause;~~
- d) A requisition in accordance with the *Corporations Act* shall clearly state reasons why such meeting is being convened and the nature of the business to be transacted at such meeting; and if convened by the president, or by 3 board members, shall only be accepted by the secretary if the requisition contains not only the nature of business proposed but also each resolution proposed to be put to such meeting.
- e) ~~Special general meetings shall be held at least twice in each financial year, one during April and another in the 3<sup>rd</sup> or 4<sup>th</sup> quarter of the calendar year, depending on the date that the annual general meeting is convened;~~

Deleted:

Formatted: Bullets and Numbering

Formatted: Superscript

Formatted: Superscript

MEETING PROCEDURES FOR SGM's and AGM's

## 23. Quorum

The number of affiliate members and members personally present to make a quorum for a meeting shall be ~~twice the number of directors, plus 1 other member;~~

Deleted: 5

## 24. Lack of quorum

- a) If within 30 minutes from the time appointed for the meeting a quorum is not present the meeting, shall be dissolved; but it shall stand adjourned to the same day in the next week at the same time and place

or to such other day (not being more than 14 days after such meeting) time and place as the president or the Secretary may then appoint.

- b) If at such adjourned meeting a quorum of members is not present in person within 30 minutes from the time appointed for the meeting, those persons present will then constitute a quorum.

**25. Adjournment of meeting**

- a) The chairperson of a meeting may, with the consent of the 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.
- b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**26. Notice of adjournment**

- a) When a meeting at which a quorum was present is adjourned for 30 days or more, notice of such adjournment shall be given to the members and, so far as practicable, in the same manner as the original meeting.
- b) Save as previously provided, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

**27. Method of voting**

Every resolution submitted to a meeting shall be decided by a show of hands unless:

- a) it is being voted on by postal ballot only; and
- b) before voting has taken place, a poll is demanded by:
  - i) the chairperson of the meeting; or
  - ii) not less than 2 members present at the meeting in person or by proxy.

**28. Poll**

- a) If a poll is required it shall be taken either at once or after an interval or adjournment or otherwise as the chairperson directs.
- b) A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately.
- c) The result of the poll shall be the resolution of the meeting at which the poll was demanded.

**29. Evidence of vote**

- a) Unless a poll is demanded at a meeting a declaration by the chairperson of the meeting that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority;
- b) an entry to that effect in the minute book of YQ shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

**30. Dispute as to vote**

In the case of any dispute as to the admission or rejection of a vote on a show of hands or a poll, the chairperson of the meeting shall determine the dispute and such determination made in good faith shall be final and conclusive.

**31. Resolutions**

- a) A resolution of any business at any meeting, other resolution, than special resolution, shall be decided by a majority of votes.
- b) Any proposed special resolution shall be decided by a majority of three quarters of votes present at the meeting in person or by proxy.

VOTES OF MEMBERS

**32. Giving of votes**

- a) At any general meeting each delegate member entitled to vote may vote in person or by proxy.
- b) On a poll, each delegate member present in person or by proxy, shall have 1 base vote
- c) In addition, on a poll, each delegate member present in person or by proxy shall have the following votes in addition to the vote referred to in clause 32(b):
  - i) Delegate members representing an affiliate member in band 1 or 2 shall have an extra 4 votes:
  - ii) Delegate members representing an affiliate member in band 3, 4 or 5 shall have an extra 3 votes:
  - iii) Delegate members representing an affiliate member in band 6, 7 8 or 9 shall have an extra 2 votes:
  - iv) Delegate members representing an affiliate member in band 10, 11, 12 or 13 shall have an extra 1 vote:
- d) each life member and each director member shall have 1 vote;

Formatted: Bullets and Numbering

Deleted: <#>¶

**33. Objections**

- a) No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- b) Any such objection made in due time before a resolution is put to the vote shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

**34. Proxy**

- a) The instrument appointing a proxy shall be in writing in the form set out below and be under the hand of the appointer duly authorised in writing.
- b) A proxy must be a member of YQ.
- c) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

**35. Form of proxy**

An instrument appointing a proxy shall be in the following form, or a form as near thereto as circumstances admit:

**YACHTING QUEENSLAND LIMITED**

I/We, \_\_\_\_\_ of \_\_\_\_\_  
being a member/affiliate members of YQ, hereby appoint \_\_\_\_\_  
of \_\_\_\_\_ (or insert the office held by the person appointed as proxy) as my/our proxy to vote for me/us on my/our behalf at the (annual or general) meeting, as the case may be) of Yachting Queensland Limited, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, and at any adjournment thereof.

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

This form to be used \*in favour of or against or abstain from voting for the resolution (or resolutions) set out hereunder.

(Where more than one resolution is so set out a clear indication should be given as to whether the vote of the proxy should be cast for or against each such resolution).

Where the business of the meeting includes the election of directors then my/our proxy appointed hereby shall vote for the following person/s:-

\*Strike out whichever is not desired.

**36. Deposit of proxy**

The instrument appointing a proxy shall be deposited at the registered office of YQ, not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall be invalid.

### 37. Validity of votes

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding revocation of the instrument if no intimation in writing of such revocation has been received by YQ before the commencement of the meeting at which the instrument is used.

#### HOW THE BOARD IS TO FUNCTION

### 38. Number of directors on the board

- a) The board shall consist of not less than 5 or more than 9 persons as directors who shall be appointed in accordance with these rules.
- b) The board shall appoint the company secretary and determine the period for which he or she is to hold office. The executive officer shall be the company secretary until the board makes a different appointment.
- c) YQ may from time to time by ordinary resolution passed at an annual general meeting increase or reduce the maximum number of directors.

### 39. Membership of the board

The Board shall comprise:

- a) the president;
- b) the vice president; and may include
- c) a far north Queensland representative, being a person who resides in or between Townsville and Cooktown;
- d) a north Queensland representative, being a person who resides in or between Sarina and Ayr;
- e) a central Queensland representative, being a person who resides in or between Maryborough and Sarina; and
- f) such other number of elected persons as is necessary to make up the required number of directors from time to time.

### 40. Election of directors to the board

- a) A person ~~should, but need not,~~ be an authorised delegate to be eligible for election as a director of YQ. Deleted: must
- b) An authorised delegate shall immediately resign as authorised delegate upon being elected as a director.
- c) Elected directors hold office for 2 years and retire from office at the second Annual General Meeting following the Annual General Meeting at which they were elected.
- d) A retiring director is eligible for re-election.
- e) The maximum term for the president shall be 2 consecutive terms of 2 years.
- f) Each director shall comply with each of the:
  - i) specific obligations imposed upon them by Part 2D.1 of the Law, and in particular, sections 180, 181, 182, 183 and 184 thereof; and
  - ii) Parts 2E1, 2E2 and 2E3 of the Law, and
  - iii) general law rules governing directors and officers of corporations, as specified in ss. 179 and 230 of the Law.
- g) Each director and secretary must furnish YQ with the public information about directors and secretaries as is required by Part 2D.5 of the Law.
- h) Any person holding office as a director when this constitution is adopted shall continue in office until that persons term expired under the former constitution of YQ.

**41. Casual vacancies**

- a) Any casual vacancy shall be filled by appointment by the board with the person so appointed taking the place of the director in respect of whom the vacancy occurred.
- b) If the number of directors is reduced to less than 4 then the continuing directors may elect additional directors to fill any vacancy until the next AGM.

**42. Disqualification from membership of the board.**

A director shall cease to be a director, and that person's position as director shall become vacant if:

- a) he or she is disqualified under 206B of Part 2D.6 of the Corporations Act
- b) he or she retires or resigns in writing to the secretary;
- c) without first obtaining the permission of the board, he or she fails to attend 2 consecutive meetings of the Board.

**43. Executive officer**

- a) The board may appoint a person as executive officer of YQ.
- b) The executive officer shall be directly responsible to the board.
- c) The executive officer shall report directly to the board.
- d) The executive officer shall be responsible for the day to day administration of YQ including:
  - i) giving notices of all meetings;
  - ii) keeping a correct record of resolutions of all proceedings;
  - iii) keeping the register of members as required by the constitution; and
  - iv) discharging such other duties as are usually discharged by an executive officer or general manager or as devolve upon the executive officer under the constitution or by resolution of the Board;

**44. Meetings of the board**

The Directors shall meet together on a periodical basis for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

**45. Quorum**

A quorum shall consist of at least 4 directors present at the meeting and no business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of the meeting.

**46. Notice of board meetings**

The Board shall hold meetings as notified by the executive officer.

**47. Special meetings of the board**

- a) The president, or any 3 directors, may requisition a special meeting of the board at any time whereupon the secretary shall convene a meeting of the board within 7 days from the date of receiving the requisition with the attached proposed resolution or resolutions.
- b) The secretary shall give notice in writing of the time and place of a special meeting of the board to every director as soon as possible after receiving the requisition.
- c) The business of the special board meeting and any proposed resolutions must be specified in the notice. The accidental omission to give notice or the non-receipt of any such notice by any director shall not invalidate any resolution passed at any such meeting.
- d) The president has power to dispense with the requirement for notice when dealing with matters of urgency.

**48. Voting at board meetings**

- a) Each director present shall be entitled to 1 vote on any question arising at any meeting of the board.
- b) The chairperson of any YQ or board meetings shall be entitled a deliberation and a casting vote.
- c) Any board member who, in the opinion of the majority of the board, acts or behaves or otherwise fails to comply with board policy adopted at any properly constituted board meeting may be suspended from attending subsequent board meetings for up to 3 meetings on the vote of at least 2/3 of the directors present and voting at that meeting.
- d) Any such suspension shall not be a breach of Rule 42(c) of this constitution.

**49. Resolution**

A resolution of any matter arising at any meeting of the board shall be decided by a majority of votes.

**50. Disclosure of interest under Corporations Act Part 2D.1 Division 2**

In considering whether to vote or not to vote on a resolution, directors must comply with the provisions of ss.191, 192 193 and 195 of the Corporations Act.

**51. Resolution in writing**

- a) A resolution in writing signed by all directors shall be as valid as if it had been passed at a meeting of the board duly called and constituted.
- b) Any such resolution may consist of several documents in like form each signed by one or more directors.

**52. Electronic communication**

- a) The contemporaneous linking together by telephone or using voice over internet protocol of a number of directors, not less than the quorum, together with the secretary, shall constitute a meeting of the directors.
- b) All the provisions in these rules as to meetings of the directors shall apply to such meetings if, and only if:
  - i) all the directors for the time being entitled to receive notice of a meeting of the directors may receive notice of such a meeting by telephone be linked by telephone for the purposes of such meeting;
  - ii) each of the directors taking part in the meeting by telephone and the secretary must be able to hear each of the other directors taking part at the commencement of the meeting;
  - iii) at the commencement of the meeting each director must acknowledge his or her presence for the purpose of a meeting of the board to all the other directors taking part.
- c) Such meetings may be conducted by any form of voice over internet protocol but only if the board shall make such facilities available to such board members who do not reside in Brisbane.
- d) A director may not leave the meeting by disconnecting his or her telephone unless he or she has previously obtained the express consent of the chairperson of the meeting.
- e) A director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he or she has previously obtained the express consent of the chairperson to leave the meeting.

**CHAIRPERSON**

**53. President to chair meetings**

- a) The president shall preside as chairperson at every YQ meeting and board meeting.
- b) If there is no president or the president is not present at any meeting within 30 minutes after the time appointed for the holding of such meeting or is unwilling to act, the vice president shall chair the meeting.

- c) If the vice president was not present the members of YQ or the board (if it is a board meeting) present in person or by proxy may choose from their number a chairperson for the meeting.

**54. Minute book**

- a) The secretary shall cause minutes to be kept in accordance with Part 2G.3 of the Corporations Act, and will ensure that the provisions of s.251A(1)(2) and (3) are duly complied with
- b) The secretary shall cause minutes to record:
- i) all elections of directors of the board;
  - ii) the names of the persons present at each meeting of the board and special general meetings;
  - iii) all resolutions moved and carried at each meeting of the board and special general meetings;
- c) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every meeting of every meeting shall be signed within a reasonable time after the meeting by either the chair of the meeting or the chair of the next meeting, in accordance with s. 251A(2) of the Law.

**POWERS AND DUTIES OF THE BOARD**

**55. Control and management**

Subject to the law and to any other provision of these rules, the board:

- a) has the general control and management of the administration of the affairs, assets and funds of YQ; and
- b) may exercise all such powers of YQ as are not, by the act or by this constitution, required to be exercised by YQ in special general meeting.

**56. General powers**

The directors may exercise all the powers of YQ to:

- a) borrow money in such manner as the board may think fit;
- b) secure any debt, liability, contract, guarantee or other engagement incurred or to be entered into by YQ in any way;
- c) issue debentures or give any other security for a debt, liability or obligation of YQ or of any other person or body corporate;
- d) Invest in such manner as the board may from time to time determine;
- e) make, amend or repeal by-laws consistent with these rules for the general conduct and management of YQ and the business of the board provided that any by-law may be set aside by a special general meeting of members;
- f) appoint, employ, remove or suspend such employees, contractors, agents, consultants and other persons as may be necessary or convenient for the purposes to YQ on such terms and conditions as shall be determined by the board.

**57. Appointment of committees**

- a) The board may from time to time appoint committees of the board consisting of directors and may delegate thereto such business or matters as the board may deem fit:
- i) The quorum of any committee shall consist of ~~at least 2 members, present provided that one of them is a director of YQ.~~
  - ii) The chairperson of each committee shall be selected by the board.
  - iii) A director may be appointed to any committee and any director may be appointed to more than one committee.
  - iv) Any director may attend any meeting of a sub-committee of which he or she is not a member, as an observer but shall not speak or vote thereat without the consent of the chair;

Deleted: those

v) Membership of committees shall not be confined to directors;

vi) Each committee shall have at least 1 director as a committee member.

Formatted: Bullets and Numbering

b) The meetings and proceedings of each committee shall be governed by the same as govern the board of YQ.

Deleted: by the

#### 58. Appointment of board advisory committees

The board may from time to time appoint board advisory committees to the board consisting of directors and other persons and may seek such advice from them as the board thinks fit:

a) The quorum of any such advisory committee will consist of at least 2 members present provided that one of them is a director of YQ.

Deleted: those present.

b) The chairperson of each advisory committee shall be selected by the board.

c) Any director may be appointed to any advisory committee.

d) Any director may attend any meeting of an advisory committee of which he or she is not a member, as an observer but shall not speak or vote thereat without the consent of the chair;

e) Any recommendations or suggestions arising from such advisory committee meetings shall be presented to the board by the secretary, but shall not be binding on the board..

#### 59. Appointment of standing advisory committees

a) The board may from time to time appoint standing advisory committees consisting of such persons as the board may appoint.

b) The board may seek such advice from them as to any policy matter as the board thinks fit.

c) The board may also publish, from time to time, regulations as to:

i) how each such standing advisory committee shall be convened,

ii) what qualifications, if any shall be required for the chairman and/or members,

iii) how, when and where they shall meet

iv) how each shall record their deliberations

v) how each shall report their resolutions to the board.

#### 60. Committees to be established

Committees or organisations shall be established having responsibility, subject to board control, in the following areas:

a) Regional committees: Yachting North Queensland Pty Ltd, northern region, central region and southern region;

b) Racing rules and appeals;

c) Offshore and keel boats;

d) State boating safety ;

e) Southern, central, northern and far northern youth development committees;

f) Inshore and/or offshore yacht training centres;

g) Where there exists a regional committee that is separately incorporated, such as Yachting North Queensland Pty Ltd (YNQ), the board will ensure that any such assets used by any such committee will remain in, and be used only in, the geographical area in which the regional committee relevantly functions.

#### 61. Organisation and standing orders of standing advisory committees

- a) The quorum of any such standing advisory committee will ~~comprise at least 2 members present~~ provided that one of them is a director of YQ.
- b) The chairperson of each standing advisory committee shall be selected by board.
- c) A director may be appointed to any standing advisory committee.
- d) Any director not so appointed may attend any meeting of a standing advisory committee of which he or she is not a member, as an observer but shall not speak or vote thereat without the consent of the chair;
- e) Any recommendations or suggestions arising from such standing advisory committee meetings shall be presented to the board by the secretary.

**Formatted:** Bullets and Numbering

**Deleted:** <#>consist of those present. ¶

**62. Objectives of the offshore committee are to:**

- a) Provide assistance and advice to clubs and other YQ Committees in relation to all aspects of offshore and inshore keelboat racing.
- b) Implement and manage the yacht measuring schemes and other schemes that contribute to competitive racing and safety.
- c) Provide assistance and advice to Yachting Australia on all matters relating to offshore and inshore keelboat racing.
- d) Consider and advise the board of any matter set out for its consideration by the secretary.

**63. Objectives of the regional committees are:**

- a) Promotion of sailing and boating with their regions.
- b) Promoting competition with boats in other regions.
- c) Promoting advanced competitive sailing, where appropriate.

**64. Objectives of the racing rules and appeals committee are:**

- a) Hear and determine all appeals brought before it.
- b) Comment on the adequacy or otherwise of notices of race and sailing instructions placed before them.
- c) Advise the board on matters relating to racing rules and appeals as they shall consider appropriate.
- d) Conduct forums on appeals and racing rules in the regions and amongst all YQ affiliate members.

**65. Appointment of members to a standing advisory committee**

- a) The board may appoint (and remove) people to each standing advisory committee from time to time.
- b) When determining the appropriateness of people to sit on any standing advisory committee the board may consider any letters of support from any club involved in the area of interest of each standing advisory committee
- c) The appointment to a standing advisory committee shall be effective from the date of appointment by the board until the date of the next YQ AGM, but may be extended by the board in writing.
- d) The chairman of a standing advisory committee may, with the written consent of the board, invite one or more people to attend meetings to contribute to the business of the committee, but such attending persons have no rights to vote or enjoy the other rights assigned to members of the standing advisory committee.

**66. Operating procedures for standing advisory committees**

- a) The standing advisory committee may, subject to prior board approval, provide and regulate its own rules for convening and conducting its meetings and alter such rules as desired.
- b) An annual meeting should be held not less than 42 days before the YQ AGM to allow for the preparation of an annual committee report which shall be presented at the YQ AGM.

**67. Terms of reference for standing advisory committees**

- a) The board shall set the terms of reference for each standing advisory committee;
- b) Each standing advisory committee shall act only within its terms of reference
- c) If a standing advisory committee considers its terms of reference inadequate it may apply to the board to have them widened.

**68. Inspection of records**

Subject to the Law, the board may determine whether and to what extent, and at what time and place and under what conditions, the accounting records and other documents of YQ or any of them will be open to the inspection of members other than directors.

**FUNDS**

**69. Funds to be banked**

All moneys when received on account of YQ shall be paid into the account or accounts of YQ at a financial institution decided by the board.

**70. Signing of cheques**

All cheques shall be drawn or endorsed on behalf of YQ by any 2 directors or any director and the secretary authorised so to do by the board.

**71. Imprest accounts**

The board may authorise the operation of any imprest account with its financial institution that it considers necessary and it may authorise any director or member of YQ to sign or endorse any negotiable instrument drawn on such imprest account under such conditions as it may prescribe from time to time.

**72. Books of account**

Proper books of account shall be kept and maintained either in written or printed form showing correctly the financial affairs of YQ and the particulars usually shown in books of a like nature.

**ACCOUNTS OF YQ**

**73. Consideration of accounts**

At each annual general meeting the audited accounts of YQ for the previous year ended 30 June shall be received and considered.

**74. Audit of accounts**

- a) The accounts of YQ for each year ended June 30 shall be examined and reported on by 1 or more auditors.
- b) The members shall appoint the auditors of YQ provided that no person may be appointed auditor unless the auditor is a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants and provided that no person who is a director of YQ may be appointed auditor of YQ.
- c) The auditors shall hold office until their successors are appointed and they shall be eligible for reappointment.
- d) The board shall fill any casual vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act.
- e) The board shall fix the remuneration of auditors.

**GENERAL RULES**

**75. Notice requirements**

- a) A notice may be given by YQ to any member or director personally or by sending it:
  - i) by post to the member or director at the member's or director's registered address; or

- ii ) by facsimile to the member's or director's registered facsimile number; or
  - iii ) by email to the member's Email address; or
  - iv ) by serving it in accordance with the provisions of s.109X of the Corporations Law
- b) Where a notice is sent by facsimile service of the notice shall be deemed to be effected on the date of its transmission.
- c) Where a notice is sent by email service of the notice shall be deemed to be effected on the date of its transmission.

**76. Recipients of notice**

Notice of every meeting shall be given in any manner authorised in these rules to all members and all directors.

**77. Financial year**

The financial year of YQ shall end on 30 June in each year.

**78. Officer indemnity and insurance premiums**

Subject to the provisions of Part 2D.2 Division 1 of the Law, particularly ss. 199A, 199B and 199C thereof, every person who is or has been an officer of YQ will be indemnified out of the property of YQ against:

- a) any liability to another person (other than YQ or a related body corporate) incurred by the person in his or her capacity as officer unless the liability arises out of conduct involving bad faith; and
- b) any liability for costs and expenses incurred by the person:-
- c) any liability incurred in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted.

**79. Payment of premiums**

YQ may pay any premiums in respect of a contract insuring a person who is or has been an officer of YQ against liabilities incurred by that person as an officer of YQ to the extent permitted by Part 2D.2 of the Law, particularly Division 1 thereof.

**80. Amendments to the Constitution**

No amendment shall be made to the constitution unless the proposed resolution shall have been previously submitted to, and approved by, a special resolution of the members at a special general meeting.

**81. Winding up or dissolution**

If YQ is wound up or dissolved, then, any assets remaining after payment of all debts and liabilities must be given or transferred to some other organisation which:

- a) has interests similar to those of YQ;
- b) prohibits the distribution of its or their income and assets amongst its or their members to at least the same extent as that imposed on YQ; and
- c) is exempt from income tax under the relevant provisions of the tax legislation.