

MORETON BAY BOAT CLUB

A.C.N. 009 922 132



CONSTITUTION

AMENDMENT RECORD

Amendment	Date	Memorandum/Articles Affected	Entered By

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Revised by the MBBC Constitution Review Sub Committee and endorsed unanimously at the Extraordinary General Meeting, of MBBC Full Members, Life Subscribers and Life Members held on Monday 26 March 2018.

Sub Committee Members:

Neville Cullen, (Chairman); Commodore, Greg Hamilton; Secretary, David Mason-Cox and Rochelle Bauze (General Manager).



MORETON BAY BOAT CLUB



CONSTITUTION

SECTION 1: GENERAL

1.1 Name and Short Title.

- 1.1.1 The name of the company is "MORETON BAY BOAT CLUB".
- 1.1.2 The Short Title is, MBBC.

1.2 Address.

- 1.2.1 The principal place of business of the Moreton Bay Boat Club shall be Bird O Passage Parade, Scarborough, Queensland, Australia or such other address as the Board may from time to time determine.

1.3 Interpretation.

- 1.3.1 In these regulations:
 - "the Act" means the Corporations Act 2001 as amended from time to time.
 - "the Club" means the incorporated body known as the Moreton Bay Boat Club.
 - "the seal" means the Common Seal of the Club.
 - "the Board" means the Board of Directors, the governing body of the Club.

1.4 Objects.

The objects for which the company is established are:

- 1.4.1 To promote and foster prudent and safe seamanship in all forms of boating and aquatic sporting activities.
- 1.4.2 To provide facilities that promotes boating, sociability and good fellowship for Members, their families, guests and bona-fide visitors.
- 1.4.3 To provide and maintain building and boating facilities.

1.5 Aims.

- 1.5.1 To promote marine safety in boating and aquatic Sections of the Club that will provide training and safe practices that will serve Club Members and others using boats on Moreton Bay.
- 1.5.2 To promote the training of youth in all aspects of safe boating and seamanship.
- 1.5.3 To maintain and protect the natural environment through sustainable practices.
- 1.5.4 To build, maintain and operate, a licensed clubhouse and associated infrastructure in any location as may be determined by an Annual General Meeting or Extraordinary General Meeting.
- 1.5.5 To build, maintain and operate secure marina facilities.
- 1.5.6 To maintain and improve all MBBC property, buildings, leases and facilities.
- 1.5.7 In furtherance of the objects of the Club to amalgamate with any company, institution, society or association having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members.
- 1.5.8 In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- 1.5.9 In furtherance of the objects of the Club to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.

SECTION 2: MEMBERSHIP

2.1 Number.

2.1.1 The Board shall have the power to limit the number of Members in any category of membership.

2.2 Membership.

2.2.1 The subscribers to the MBBC Constitution and By-Laws and such other persons interested in furthering the objects of the Club may be admitted to membership of the company in accordance with the Constitution and By-Laws.

2.3 Age Limitation.

2.3.1 Unless the law allows otherwise, persons under the age of eighteen (18) shall only be permitted to join the Club as Junior Members, and that such persons are not permitted in the Bar area of the Club, nor shall they be served, sold or supplied with alcohol.

2.4 Application for Membership.

2.4.1 Applicants for membership to the Club shall complete such form of application for membership as the Board determines and pay the prescribed fees.

2.4.2 All proposals for Full, Social or Junior membership of the Club shall be dealt with and determined by the Board at a meeting or meetings duly convened. A record shall be kept by the Secretary of the Club of the time and date of the holding of every such meeting.

2.4.3 The Board may reject any application for membership without assigning any reason for such rejection. Rejection of membership is subject to the appeals process as described below.

2.5 Appeals against Rejection of Membership.

2.5.1 A person whose application for membership has been rejected may, within one month after receiving written notification of such rejection, appeal against the decision of the Board to an Extraordinary General Meeting of the Members of the Club held for the purpose of determining that appeal. Notice in writing of the intention to appeal shall be given to the Secretary, together with a bond, equivalent to half the annual fee of full membership and refundable only if the appeal is successful.

2.5.2 The Board shall convene such an Extraordinary General Meeting so that the Extraordinary General Meeting is held within three months of the date of receipt by the Secretary of a notice to appeal.

2.5.3 At such meeting the appellant shall be given the opportunity to fully present a case either orally or in writing or partly by one of these means and partly by the other and the Board or those Members thereof who rejected the application shall subsequently likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the majority of the financial Members present at that meeting.

2.5.4 Where a person, whose application is rejected, does not within the time prescribed by this constitution, appeal against the decision of the Board, or so appeals but the appeal is unsuccessful, the Secretary shall refund all membership fees paid.

2.6 Due Date.

2.6.1 All annual subscriptions shall become due and payable on the 30th of June. If the subscription is not paid prior to this date, members will be deemed un-financial and will not be entitled to Club concessions, as determined by the Board, e.g. membership draws and bar discounts.

2.6.2 A grace period up to the 31st July, is provided for un-financial members to pay annual subscription fees, without incurring further penalties of reapplication, as determined by the Board.

2.7 Categories of Membership.

2.7.1 The categories of membership of the Moreton Bay Boat Club shall be:

- a) Full Member;
- b) Life Member;
- c) Life Subscriber;
- d) Associate Member;
- e) Social Member;
- f) Honorary Member;
- g) Junior Member; and
- h) Temporary Member.

2.8 Full Member.

A person may apply to be a Full Member of the Moreton Bay Boat Club by completing a formal application for Full membership, which will require a proposer and seconder, both of whom shall be current Full Members, Life Subscribers or Life Members of the Club. The following conditions will apply for Full Members:

2.8.1 Fees:

Full Members will be required to pay an annual subscription fee as determined from time to time by the Members at a General Meeting. Full Members will be required to pay all levies as determined by the Board and failure to pay such levies will render the Full Member un-financial.

2.8.2 Renewals:

On receipt of payment of the prescribed annual subscription fee for a Full Member of the Club, before the expiry of the specified two-month period for membership renewals, membership shall continue as an un-financial Member and conditions as stated above shall apply.

2.8.3 Status:

A Full Member will be entitled to enjoy such amenities as the Club has to offer, the right to vote at a Club General Meeting and to hold office within the Club.

2.8.4 Should a Full Member remain un-financial after the prescribed two-month period their membership ceases.

2.8.5 If upgrading from a Social or Associate Member to a Full Member, the member will *may* be required to pay an annual subscription fee, less the pro rata amount of membership fees already paid.

2.9 Life Member.

Any Full Member or Life Subscriber may be appointed a Life Member of the Club pursuant to a resolution in that regard at an Annual General Meeting of the Club. Such resolution shall only be proposed pursuant to a resolution of the Board of Directors, resolving to submit such resolution to an Annual General Meeting of the Club.

2.9.1 Each Full Member or Life Subscriber upon whom Life membership is conferred shall have rendered outstanding service or assistance to the Club in furthering its objects.

2.9.2 Life Members shall not be liable for the payment of subscriptions, fees or levies and shall be entitled to continue such membership for their lifetime.

2.9.3 Life Members will receive all benefits and status of Full Members and any other benefits as determined by the Board.

2.10 Life Subscriber.

Exemption from annual subscription only for a Full Members lifetime may be purchased for an amount as determined by the Board.

2.10.1 Life Subscribers will receive all benefits and status as Full Members.

2.10.2 Life Subscribers will be required to pay all levies as determined by the Board and failure to pay such levies will render the Life Subscriber un-financial.

2.11 Associate Member.

A Full Member, Life Subscriber or Life Member may nominate only, their spouse or partner for Associate membership. If the spouse or partner relationship is dissolved, such Associate membership will be discontinued, upon notification by the nominating member.

2.11.1 Fees:

Associate Members will be required to pay an annual subscription fee as determined by the Board. Associate Members will not be liable for the payment of levies as determined by the Board.

2.11.2 Renewal:

On payment of such determined subscription fee, Associate Membership shall be continued.

2.11.3 Cancellation:

Associate membership may be deemed to be cancelled should the Full Member, Life Subscriber or Life Member nominating such Associate Member cease to be a Full Member, Life Subscriber or Life Member for any reason except in the case of the following clause.

2.11.4 Death of a Member:

Following the death of the Full Member, Life Subscriber or Life Member, the Associate Member may continue their membership at the discretion of the Board.

2.11.5 Status:

Associate Members may enjoy such amenities as the Club has to offer. Associate Members have no right to hold office on the Board of the Club nor attend or vote at any General Meeting of the Club.

2.12 Social Member.

Any person not wishing to be a Full Member may apply for Social Membership, by completing an application form for Social membership which will require a proposer and seconder, both of whom must be a Full Member, Life Subscriber or Life Members of the Club.

2.12.1 Fees:

Social Members will be required to pay an annual subscription fee as determined by the Board. Social Members will not be liable for the payment of levies as determined by the Board.

2.12.2 Renewal:

On renewal and payment of such determined subscription fee, Social membership shall be continued. If renewal of membership is not paid within the prescribed period, reapplication with annual subscription fee will apply.

2.12.3 Status:

Social Members may access the facilities of the Clubhouse areas only:

- a) Social Members have no right to use MBBC boating facilities, nor the right to attend or vote at any Club General Meeting or to hold office on the Board of the Club.
- b) Social Members who are sea vessel owners or users, **cannot** utilize the MBBC boating facilities including:
 - i) MBBC and MBBC Sections aquatic events;
 - ii) MBBC Marina;
 - iii) MBBC Pontoons;
 - iv) MBBC Hardstand facilities including MBBC Sections shed;
 - v) Secure Parking areas; and
 - vi) Any other MBBC facility/areas as determined by the Board of Directors.

2.13 Honorary Member.

Any person not being a member of the Club may be appointed an Honorary Member of the Club pursuant to a resolution in that regard at an Annual General Meeting of the Club. Such resolution may be proposed by any Full Member, Life Subscriber or Life Member:

- 2.13.1 Each person, upon whom Honorary membership is conferred, shall have rendered service, considered to be of value to the Club or to be considered a person of sufficient standing in the community.
- 2.13.2 Each such Honorary membership shall continue only until the next Annual General Meeting, but each Honorary Member may be reappointed.

2.14 Junior Member.

Any junior under the age of eighteen (18) years may be nominated by an adult member for Junior membership in an activity section of the Club, by completing such form of application as the Board may prescribe for Junior Members. The junior's parent/guardian must complete the acknowledgement on the application form.

- a) Junior members upon reaching 18 years of age need to apply for other categories of membership of the Club.

2.14.1 Fees:

Junior Members will be required to pay an annual subscription fee as determined by the Board. Junior Members will not be liable for the payment of levies as determined by the Board.

2.14.2 Renewal:

On renewal of the Junior membership by the nominator or parent/guardian and payment of such determined subscription fee and providing that the Junior has not attained the age of eighteen (18) years, Junior membership shall continue.

2.14.3 Status:

Junior Members may enjoy the programming, coaching and training the Club has to offer but only whilst that programming, coaching and training is taking place. At all other times Junior Members may enjoy the facilities available to them at the level of their parent/guardian or nominator member class and as long as they are supervised by an adult member.

2.14.4 Rules:

The parent or guardian or other Club nominated supervisor will be responsible for the Junior Member at all times the Junior Member is involved in Junior Member activities at the Club.

- a) No access keys will be available to Junior Members.
- b) Junior Members do not have the right of vehicle access to the secure car parking facility of the Club.
- c) Junior Members are not allowed in either the Bar or Gaming areas of the Clubhouse at any time.
- d) Junior Members have no right to attend or vote at any Club General Meeting or to hold Office within the Club but may hold office in any junior activity section of the Club.

2.15 Temporary Member.

Any person not being a member of the Club, may upon the recommendation of a member be appointed a Temporary Member of the Club by any two Directors. The Directors may revoke any such appointment at any time.

2.15.1 Temporary membership may be granted in any of the following categories:

- a) Twenty-four-hour Temporary membership;
- b) Seven-day Temporary membership;
- c) Four-week Temporary membership.

2.15.2 The following may also be granted Temporary membership to the Club as a requirement of the Liquor Licensing Act:

- a) Overseas or Interstate visitors, for a period of one day at a time only;
- b) Intrastate visitors whose principal place of residence is located beyond fifteen (15) radial kilometres from the Club, for a period of one day at a time only;
- c) Members of other Clubs and their guests (at a limit of two (2) guests per member) provided that appropriate reciprocal rights, are in force with those Clubs for a period of one day at a time only;
- d) Persons who have made application for membership who have paid the prescribed application fee, during the period they are awaiting a decision from the Board of Directors, for a period not exceeding thirty (30) days from the date of receipt of such application;
- e) Members of other Clubs who are either the managers or the members of a sporting team visiting the Club for the purpose of taking part in sporting competitions or social functions, for the days of the competition or function only. Such Temporary Members are allowed the use of Club facilities as necessary, only until the completion of the event.
- f) Persons who for reasons of vessel ownership handover and/or emergency may apply for Temporary membership, at the discretion of the Board.

Provided that before those persons are admitted as Temporary Members they provide to a person appointed by the Club, some adequate form of proof that they fall within at least one of the above categories.

2.15.3 Temporary membership will not be granted to persons living within a 15-kilometre radius, as per Office of Liquor and Gaming Regulations (OLGR) requirements.

2.15.4 Adequate Forms of Proof.

The Liquor Act 1992 specifies the forms of personal identification (ID) that licensees, staff and security can rely on when checking a person's age, including:

- a) Australian driver license or learner permit;
- b) passport (from any country);
- c) adult proof of age card;
- d) a recognized proof of age card (e.g. Keypass identity card);
- e) foreign driver license.

The ID must be current and have a photograph of the person, their date of birth and written in English.

2.15.5 After an acceptable form of proof is given, those persons may be admitted as Temporary Members and the application date, their names and addresses, names of their Clubs in the case of categories c) and e) above, the category of temporary membership and expiry date of their Temporary membership must be transcribed into a Temporary Members Register.

2.15.6 The Temporary Members Register must be in a format as determined by the Board.

2.15.7 After those details are placed in the Temporary Members Register those persons who have been granted Temporary membership must be given a Temporary membership card or receipt, transcribed with the entry number, category of Temporary membership, issue date and expiry date.

2.15.8 All Temporary Members must show their Temporary membership card or receipt when purchasing liquor or when requested to do so by a Club employee or a member of the Board.

a) **Fees:**

A subscription fee for the above categories of Temporary membership shall be payable of such amount as determined by the Board.

b) **Status:**

Temporary Members will be entitled to the facilities of the Clubhouse only for such period of their Temporary membership, but no right to attend or vote at any Club General Meeting or to hold office within the Club.

2.16 Guests.

Subject to any determination of the Board to the contrary a may invite guests to accompany them upon Clubhouse premises at any time.

2.16.1 While guests are upon Clubhouse premises the Member inviting such guests shall be responsible for extending to them hospitality, and the use of facilities of the Clubhouse as applicable and shall be responsible for the adherence by such guests, to the Constitution, By-Laws and rules of the Club and the behaviour of such guests.

2.16.2 Members guests must not remain on Clubhouse premises after the departure of the introducing Member.

2.17 Non-Payment.

2.17.1 If fees and/or levies of any member remains unpaid at the completion of the prescribed two calendar month period, then such members name shall be removed by the Board from the register of members provided that the Board may reinstate the member and restore their name to the register on payment of all arrears as determined by the Board. Such persons wishing to re-join the Club must fulfil all new membership requirements.

2.18 Resignation.

2.18.1 Any member may at any time by giving notice in writing to the Secretary resign their membership.

2.19 Non-Compliance.

2.19.1 Any member, regardless of membership category, who wilfully refuses or neglects to comply with the provisions of the MBBC Constitution and By-laws or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interest of the Club, the Board shall have power to deal with such members in accordance with By-Law No: 3 - Disciplinary Procedures.

2.20 Pro-rata of Fees.

- 2.20.1 The Board may from time to time, pro-rata any category of membership subscription fee.
- 2.20.2 Any Member who joins/re-joins or upgrades to a Full Member under the pro-rata fee scheme will not be eligible to vote or hold office in the MBBC during that financial year.

2.21 Other Fees.

- 2.21.1 The MBBC Board, from time to time, may introduce such fees to cover non-Full Members access and usage of MBBC Club sporting equipment, as requested in writing by MBBC Sections.

SECTION 3: GENERAL MEETINGS

3.1 Annual General Meeting.

- 3.1.1 An Annual General Meeting of the Club shall be held in accordance with the provisions of the Act. All general meetings, other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 3.1.2 Only Full, Life and Life Subscriber Members are eligible to attend and vote at Annual General Meetings.

3.2 Calling an Extraordinary General Meeting.

- 3.2.1 Any Director may call an Extraordinary General Meeting of Members.
- 3.2.2 Full Members, Life Subscribers and Life Members, may call an Extraordinary General Meeting and such Extraordinary General Meeting will be convened only upon the requisitions meeting the requirements as provided by the Act.

3.3 Business.

- 3.3.1 All business shall be “special” that is transacted at any General Meeting, except at Annual General Meetings, where the consideration of the accounts, balance-sheets, and the report of the Directors and auditors, the election of the Board of Directors in the place of those retiring and the appointment and fixing of the remuneration of the Auditors shall take place.

3.4 Notices of Motions.

- 3.4.1 Notices of Motions, proposed and seconded, shall be deposited with the Club Management or in the receptacle provided for that purpose in the Moreton Bay Boat Club office, not less than twenty-eight (28) days prior to the advertised time for holding an Annual General Meeting or Extraordinary General Meeting.
- 3.4.2 Notices of Motions will not be accepted from the floor at any Annual or Extraordinary General Meeting.

3.5 Notice of Meeting.

- 3.5.1 Subject to the provision of the Act, twenty-one (21) days’ notice of meeting shall be given to such persons as are entitled to receive such notice from the Club, setting out:
 - a) the place the date and the time of the meeting;
 - b) the general nature of the meeting’s business;
 - c) any special resolution/s that are to be proposed;

- 3.5.2 Notice of meetings shall be placed on the Club's Notice board and/or through a notice in the local press and/or sent to Members entitled to vote, by post, fax or electronic address, twenty-one (21) days prior to the meeting.
- 3.5.3 Notice of every General Meeting shall be given in any manner hereinbefore authorized to:
- (a) every Full Member, Life Subscriber and Life Member, except those Full Members, Life Subscribers or Life Members who (having no registered address within the State) have not supplied to the Club an address within the State for the giving of notices to them; and
 - (b) the Auditor or Auditors for the time being of the Club.
- No other person shall be entitled to receive notices of General Meetings.

3.6 Quorum.

- 3.6.1 No business shall be transacted at any Annual General Meeting or Extraordinary General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, twenty (20) Members present in person shall be a quorum.

3.7 Absence of Quorum.

- 3.7.1 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than five (5)) shall be a quorum.

3.8 Chair.

- 3.8.1 The Commodore shall preside as Chair at every Annual General Meeting or Extraordinary General Meeting of the Club.
- 3.8.2 If there is no Commodore, or the Commodore is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice Commodore shall be the Chair.
- 3.8.3 If the Vice Commodore is not present or is unwilling to act, the Rear Commodore shall be Chair.
- 3.8.4 If the Rear Commodore is not present or is unwilling to act, the members present shall elect one of their number to be Chair of the meeting.

3.9 Adjournment.

- 3.9.1 The Chair might, 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.
- 3.9.2 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. If the adjournment is less than thirty (30) days, notices are not required.

3.10 Voting.

- 3.10.1 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before the declaration of the result of the show of hands):
- a) by the Chair; or
 - b) by at least three members present in person.
- 3.10.2 Unless a poll is so demanded a declaration by the Chair that a resolution has on a show of hands been carried or lost. An entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- 3.10.3 At all Annual General Meetings or Extraordinary General Meetings of the Club, voting for positions of Directors of the Club, should there be two or more candidates standing for a position, shall be done by poll.
- 3.10.4 Unopposed candidates are to be ratified by a majority of the members and results announced by the Chair.
- 3.10.5 Only Full Members, Life Subscribers or Life Members may vote in person at any MBBC General Meeting, provided they have a minimum of twelve months current membership. On a show of hands or on a poll, every eligible Full Member, Life Subscriber or Life Member present will be entitled to one vote.
- 3.10.6 Any Full Member, who is un-financial at the time of attending a General Meeting, will not be entitled to vote at that General Meeting.

3.11 Proxy.

- 3.11.1 A Full Member, Life Subscriber or Life Member may vote in person or by proxy and on a show of hands every person present who is a Full Member, Life Subscriber or Life Member or their representative of a member shall have one vote and, on a poll every Full Member, Life Subscriber or Life Member present in person or by proxy shall have one vote.
- 3.11.2 A Full Member, Life Subscriber or Life Member can hold no more than one proxy vote at any Annual General Meeting or Extraordinary General Meeting at which a vote is called on any issue arising for determination at such meeting.
- 3.11.3 A proxy shall be in the following form or a form as near thereto as circumstances permit (see Appendix 1).
- 3.11.4 The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 3.11.5 The instrument appointing a proxy shall be deposited at the Club office in the receptacle provided for that purpose or at such other place as is specified for that purpose in the notice covering the meeting, not less than forty-eight hours before the advertised time for holding that 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.
- 3.11.6 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been communicated in writing or in person to the Returning Officer before the commencement of the meeting or adjourned meeting at which the instrument is used.

3.12 Poll.

- 3.12.1 If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.
- 3.12.2 For the election of Directors of the Club, a Returning Officer shall be nominated by the Board and advertised in the notice of meeting.
- 3.12.3 On declaration of a poll for any other purpose a Returning Officer shall be nominated by the Chair of that meeting.
- 3.12.4 The duties of the Returning Officer shall include:
- a) ensuring the accuracy of the nominations for positions on the Board;
 - b) draw the random order of candidates of a ballot;
 - c) overseeing the proper conduct of a ballot (where used);

- d) issuing and recovery of ballot papers;
- e) overseeing the counting of votes;
- f) declaring the result of the poll; and
- g) declaring of ratified, unopposed candidates.

3.13 Casting Vote.

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

SECTION 4: MANAGEMENT

4.1 The Board of Directors.

4.1.1 The Board of Directors of the Moreton Bay Boat Club (MBBC) shall consist of the following:

- a) Flag Officers:
 - i) Commodore;
 - ii) Vice Commodore; and
 - iii) Rear Commodore.
- b) Other Directors, consisting of:
 - i) Secretary;
 - ii) Treasurer; and
 - iii) four (4) additional Directors.

4.1.2 The above is to be elected from the MBBC Club membership, all of whom shall be financial Full Members, Life Subscribers or Life Members of MBBC.

4.2 Election.

4.2.1 At the Annual General Meeting of the MBBC in each year the Flag Officers and other Directors of the Board, shall be elected from the members in accordance with By-Law Number 4: Tenure of the Moreton Bay Boat Club Board of Directors. Such Flag Officers and other Directors of the Board shall hold office until the Annual General Meeting of the expired term of the tenure period. Board Members retiring after their tenure period shall be eligible for re-election.

4.2.2 The tenure of the MBBC Board of Directors will be for a period of two (2) years, as elected by members of MBBC (as provided in the MBBC Constitution) at an Annual General Meeting, (AGM) with approximately one half of the Board to be elected annually as stipulated below. This will provide continuity of the Board and allow the Board to implement and follow through on Board developed policies and procedures.

4.3 Mode of Election.

4.3.1 The election of Flag Officers and other Directors of the Board shall take place in accordance with By-Law Number 4: Tenure of the Moreton Bay Boat Club Board of Directors and in the following manner:

- a) Any two Full Members, Life Subscribers or Life Members of the Club shall be at liberty to nominate and second any eligible, (as per By-Law No: 4 - Tenure of the MBBC Board of Directors) Full Member, Life Subscriber or Life Member to serve as a Flag Officer or other Director of the Board.
- b) The nomination shall be in writing and signed by the Full Member, Life Subscriber or Life Member, proposer and seconder, and shall be lodged with the Returning Officer at least fourteen (14) days before the General Meeting at which the election is to take place.
- c) A list of the candidates' names in alphabetical order with the proposers' and seconders' names, shall be posted in a conspicuous place in the Club for at least seven (7) days immediately preceding the General Meeting.

- d) Balloting lists shall be prepared for all candidates containing the Board position and name/s of the candidates drawn in random order, (if more than one candidate) and each eligible Full Member, Life Member and Life Subscriber present at the General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- e) In case there shall not be a sufficient number of candidates nominated, the Board shall appoint the remaining vacancy or vacancies.

4.4 Numbers.

- 4.4.1 Full Members, Life Subscribers and Life Members may from time to time by ordinary resolution passed at an Annual General Meeting or Extraordinary General Meeting increase or reduce the number of officers or other members of the Board.

4.5 Appointment.

- 4.5.1 The Board shall have power to appoint any Full Member, Life Subscriber or Life Member to the Board, to fill a vacancy or vacancies so that the total number of Officers or other Directors of the Board shall not at any time exceed the number fixed in accordance with this Constitution.
- 4.5.2 Any officer or other member of the Board so appointed shall hold office only until the next Annual General Meeting.
- 4.5.3 Should the number of continuing members of the Board be less than the necessary quorum, then those continuing Board members may act to fill the number of Board vacancies.

4.6 Removal.

- 4.6.1 Full Members, Life Subscribers and Life Members may by ordinary resolution at an Extraordinary General Meeting, remove any officer or other member of the Board before the expiration of their period of office.
- 4.6.2 The Board shall have the power to appoint another Director to fill the vacancy.
- 4.6.3 Where at an Extraordinary General Meeting Directors are replaced with newly elected Directors of the Board, the newly appointed Directors will assume the remaining tenure of the previous Directors to whom they have replaced. Where two or more directors are elected as described at 4.1.1. b) iii) (four (4) additional Directors), the Director receiving the highest number of votes will assume the position of the Director with the longest tenure remaining; hence this ranking procedure will continue until all Director positions have been allocated tenure positions. In the event of a tied voting tally, the returning officer will randomly select tenure positions.

4.7 Ceasing to be a Board Member.

4.7.1 A position on the Board shall become vacant if the member:

- a) becomes bankrupt or makes any arrangement or composition with creditors generally;
- b) becomes prohibited from being a director of a Company by reason of any order made under the Act;
- c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- d) resigns from office by notice in writing to the Club;
- e) is absent, for more than three months from Board meetings held during that period, without approval of the Board;
- f) becomes an employee of the Club;
- g) ceases to be a Full Member, Life Subscriber or Life Member of the Club;
- h) is directly or indirectly financially interested in any contract or proposed contract with the Club provided, however, that a Board Member shall not vacate their office by reason of being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Club.
- i) Fails to adhere to the Corporate Governance Code of Conduct for Board Members.

4.8 Management.

4.8.1 The matters of administrative and general policy of the Club shall be determined from time to time by the Board.

4.8.2 The Board may confer on an appointee, (e.g. Club Manager) any of the powers that the Board may exercise.

4.8.3 The Board may revoke or vary a conferral of powers on the appointee.

4.9 By-Laws.

4.9.1 The Moreton Bay Boat Club, Board of Directors, may from time to time make, amend or repeal By-Laws, consistent with this Constitution for the internal management of the Moreton Bay Boat Club. A By-Law may be made, set aside or varied by a vote of members at a General Meeting of the Moreton Bay Boat Club.

4.10 Powers.

The Board may:

4.10.1 Exercise all the powers of the Club to borrow money and to mortgage its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Club.

4.10.2 Authorise any “one-off” extraordinary expenditures and borrowings to the limit of two hundred thousand dollars (\$200,000.00) without reference and approval by the members.

- 4.10.3 Purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 4.10.4 Enter into arrangements with Government or other authority, conducive to the Club's objects and obtain from such Government or other authority any rights, privileges and concessions and carry out, exercise and comply with such arrangements, rights, privileges and concessions.
- 4.10.5 In accordance with legislative requirements appoint, employ, promote, suspend or terminate employees.
- 4.10.6 Construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 4.10.7 Invest and deal with the money of the Club not immediately required in such manner as may be permitted by law.
- 4.10.8 Borrow, raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayments or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off any such securities.
- 4.10.9 Make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 4.10.10 Subject to any restrictions or obligations imposed under any licence granted under any relevant legislation, sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
- 4.10.11 Take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind.
- 4.10.12 Take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club.
- 4.10.13 Take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions, levies or otherwise.
- 4.10.14 Print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.

- 4.10.15 Make donations for patriotic or charitable purposes.
- 4.10.16 Transact any lawful business in aid of the Australian Government in the prosecution of any war in which the Commonwealth of Australia is engaged.
- 4.10.17 Do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

4.11 Meetings.

- 4.11.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may at any time call such meeting and the Secretary shall on the requisition of a member of the Board summon a meeting of the Board. The Board shall meet at least once each calendar month.
- 4.12.2 Where, in the opinion of the Commodore and the Secretary, a matter of urgency requires determination, the matter may be submitted to the members of the Board for decision in accordance with either of the procedures prescribed by paragraphs (a or b of this Rule)
 - a) The matter may be submitted for decision by a meeting of members of the Board conducted by any means as may from time to time be available. The members of the Board must participate in such a meeting and the decision of the majority will be binding as if such decision was obtained at a regular constituted meeting of the Board.
 - b) The matter may alternatively be submitted to the Members of the Board for decision by electronic mail or by other reasonable electronic means and the decision of the majority is binding as if such decision were obtained at a regularly constituted meeting of the Board.
 - c) Any decision made by this method must be ratified at the next Board Meeting.

4.12 Minutes.

- 4.12.1 The Board shall cause minutes to be recorded and kept, that include:
 - a) all appointments of officers and servants;
 - b) the names of members of the Board present at all meetings of the Club and of the Board; and
 - c) all resolutions and proceedings at all meetings of the Club and of the Board.
- 4.12.2 Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

4.13 Majority.

- 4.13.1 Subject to these regulations, resolutions arising at any meeting of the Board shall be decided by a majority of votes. A determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

4.14 Board Member's Interest.

4.14.1 Members of the Board will not vote in respect of any matter, contract or proposed contract with the Club in which they have an interest. Should the Board consider that such a conflict exists then that member of the Board should be excluded from the meeting until the matter has been discussed and resolved.

4.15 Quorum.

4.15.1 The quorum necessary for the transaction of the business of the Board shall be five (5) Board members.

4.16 Chair.

4.16.1 The Commodore shall preside as Chair at every meeting of the Board.

4.16.2 If there is no Commodore, or the Commodore is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice Commodore shall be the Chair.

4.16.3 If the Vice Commodore is not present or is unwilling to act, the Rear Commodore shall be Chair.

4.16.4 If the Rear Commodore is not present or is unwilling to act, the Board members present shall elect one of their number to be Chair of the meeting.

4.17 Sub-Committees.

4.17.1 The Board may delegate any of its powers to a sub-committee consisting of Members of the Club and at least one (1) member of the Board as they think fit.

4.17.2 Any sub-committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

4.18 Sub-Committee Chair.

4.18.1 A sub-committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be the Chair of the meeting.

4.19 Sub-Committee Business.

4.19.1 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.

4.20 Acts of Board and Sub-Committee.

4.20.1 All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

4.21 MBBC Sections.

4.21.1 Any affiliated organisation of the MBBC will be classified as a MBBC Section and will be governed by the Constitution and By-Laws of MBBC.

4.21.2 All Members of MBBC Sections who are boat owners or control a sea vessel that participates in activities that utilize MBBC facilities, must be a Full Member of the MBBC to be able to utilize the MBBC boating facilities.

4.21.3 MBBC Sections Senior Officers positions of President/Chairman, Deputy, or equivalent e.g. Vice President or Section Captain, on any MBBC Section Committee, must be a Full Member, Life Member or Life Subscriber of MBBC.

4.21.4 Associate Members may hold office on Section Committees other than that of Chairperson/President.

4.21.5 Social Members may hold minor office positions in MBBC Sections (and have no right to utilizing MBBC Boating facilities).

4.22 Indemnity.

4.22.1 Every member of the Board, Management, Auditor, Secretary and other officers of the Club, shall be and are hereby indemnified out of the assets of the Club, against all actions, suits, proceedings, claims or demands whatsoever which may be brought or made against them, or any one or more of them. Also, against all penalties or other expenses which may be paid or incurred by them or any one or more of them, in consequence of the performance of their official duties or in consequence of any breach of any Law or Rule committed in the course of performing their official duties with the Club. Providing such actions were taken in good faith and the belief that such actions were lawful at the time of taking.

SECTION 5: ADMINISTRATION

5.1 Financial Year.

5.1.1 The financial year of the Club shall close at the end of February in each year.

5.2 Accounts.

5.2.1 The Board shall cause proper accounting and other records to be kept and shall make available fourteen (14) days prior to an Annual General Meeting, copies of every profit and loss account and balance-sheet accompanied by a copy of the Auditor's report thereon as required by the Act.

5.2.2 True accounts shall be kept of the sums of money received and expended by the Club, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Club; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Club shall be examined, and correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors

5.3 Inspection of Accounts.

5.3.1 The Board shall from time to time determine at what times and places and under what conditions or regulations the accounts of the Club shall be open to the inspection of the members not being members of the Board. Members (not being a member of the Board) shall have the right to inspect any accounts of the Club except as conferred by statute or authorised by the Board or by the Club at a General Meeting.

5.4 Cheques, Bills etc.

5.4.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such other manner as the Board from time to time determines.

5.5 Income and Property.

5.5.1 The income and property of the Club, whensoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution; 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.

5.5.2 Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest at a rate not exceeding interest at the current rate for the time being charged by Banks for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Club; but so that no member of the Board of Directors of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees, and that no remuneration or other benefit in money shall be given by the Club to any member of such Board except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment. (NC to check model rules)

5.6 Auditor.

5.6.1 A properly qualified Auditor or Auditors shall be appointed at every Annual General Meeting of the Club and in accordance with the Act.

5.7 Alterations to Constitution.

5.7.1 Subject to the provisions of the Corporations Act (as amended), this Constitution may be modified or repealed from time to time by a special resolution carried at any General Meeting.

5.7.2 A copy of the special resolution adopting, modifying or repealing the Constitution must be lodged with ASIC within 14 days after it is passed at a General Meeting, along with a copy of the adopted constitution or modifications.

5.8 Seal.

5.8.1 The Board shall provide for the safe custody of the 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 in that 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 Honorary Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

5.9 Service of Notice.

5.9.1 A notice may be given by the Club to any member either personally or by sending it by post at the members registered address.

5.9.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected five (5) working days after the date of its posting.

5.10 Winding-up.

5.10.1 If upon the winding-up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Moreton Bay Boat Club.

5.10.2 Such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and in default thereof by the Chief Justice of the Supreme Court of Queensland or such other judge of that court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

5.11 Liability and Contribution.

5.11.1 The liability of the members is limited.

5.11.2 Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up whilst a member, or within one year after membership ceases, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding twenty dollars (\$20.00).



MORETON BAY BOAT CLUB

PROXY FORM

I, _____ Member No. _____ Signature _____
(Print full name)

hereby appoint

_____ Membership No. _____
(Print full name)

as my proxy to vote on my behalf at the Annual or Extraordinary (cross out whichever does not apply) General Meeting of the Club, to be held on:

Day: _____ Month: _____ Year: _____

Signature _____ Date: _____
(Proxy Holder)

NOTE:

Item 3.11.2 (Moreton Bay Boat Club Constitution) states:
“A Full Member, Life Subscriber or Life Member can hold no more than one proxy vote at any Annual General Meeting or Extraordinary General Meeting at which a vote is called on any issue arising for determination at such meeting.”.

Item 3.11.5 (Moreton Bay Boat Club Constitution) states:
“The instrument appointing a proxy shall be deposited at the Club office in the receptacle provided for that purpose or at such other place as is specified for that purpose in the notice covering the meeting, not less than forty-eight hours before the advertised time for holding that 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.”

Proxy forms must be received by the Returning Officer, Moreton Bay Boat Club, no later than

For office use only. Time received: _____ Date received: _____ Returning Officers Signature: _____
