

**CONSTITUTION
CAPRICORNIA CRUISING YACHT
CLUB INC.**

Last amended June 2013

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I. NAME

The Name of the incorporated association shall be CAPRICORNIA CRUISING YACHT CLUB INC. (In these Rules called "the Club").

2. OBJECTS

The objects for which the Club is established are:

- i. To promote, foster and conduct the sport of Yachting generally and in particular and without limiting the generality thereof to promote and conduct Ocean Yacht Races and any type of Yachting event including the awarding of prizes or trophies therefore.
- ii. To encourage the study of design, building, navigation and sailing of sailing vessels in which speed and seaworthiness are combined.
- iii. To establish, maintain and conduct a Club for the use and benefit of Members of the Club and to provide a Club House and other amenities and generally to afford to members all the usual conveniences, advantages, amenities and services of a Club and to permit the same and of the Club to be used by Members and other persons duly authorised either gratuitously or for payment.
- iv. To enter into any form of amalgamation, affiliation, alliance or union with or co-operate, combine or join with, either in a whole or in part, any Club, Association, Organisation or Body having objects altogether or in part similar to any of those of this Club, or make any arrangements therefore either generally or for any particular occasion, purpose or event.
- v. To do any other lawful thing which may be in any way incidental to and not inconsistent with the foregoing.

2. POWERS

The powers of the Club are:

1. To take over the funds and other assets and the liabilities of the present unincorporated association known as the "Capricornia Cruising Yacht Club".
2. To subscribe to, become a member of and cooperate with any other association, Club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of rule 22(k).
3. In furtherance of the objects of the Club to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid for the members of the Club or persons frequenting the Club's premises.
4. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the 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.

5. To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club; to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
6. To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
7. To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated club, or in or about the incorporated club or promotion if the incorporated club of in the furtherance of its objects. The payment of an officer or employee of the Club of any amount by way of commission or allowance calculated by reference to the liquor sold or supplied by the Club or the receipts of the Club from such, shall be absolutely prohibited.
8. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the 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.
9. To invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought fit.
10. To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
11. In furtherance of the objects of the Club to lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
12. To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporate club's property or assets present or future and to purchase, redeem or pay-off any such securities.

13. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
14. In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
15. To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
16. To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the proviso in sub-rule 4.
17. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
18. To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
19. In furtherance of the objects of the Club to amalgamate with any one or more incorporated clubs 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 to an extent at least as great as that imposed upon the Club under or by virtue of rule 22 (k).
20. 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 incorporated clubs with which the Club is authorised to amalgamate.
21. 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 incorporated clubs with which the Club is authorised to amalgamate.
22. To make donations for patriotic, charitable or community purposes.
23. To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
24. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

4. **MEMBERSHIP**

- a. There shall be ten (10) classes of members:
Full Members
Family Members

Associate Members
Crew Members
Casual Members
Junior Members
Honorary Members
Life Members
Retired Members
Social Members

- b. **Full Members (previously Ordinary Members)** – shall be persons over the age of 18 years who have been elected as such. The number of full members shall be unlimited.
- c. **Family Members** – shall be persons over the age of 18 years who have been elected to the rights & privileges of full membership including one vote each. The number of family members shall be unlimited. Family membership includes children under 16.
- d. **Associate Members (previously Social Members)** – shall be persons over the age of 18 years who have been elected as such. Associate members shall be entitled to the full rights and privileges of full membership, but shall not be entitled to receive notice or to vote at a general meeting of members. The number of Associate members shall be unlimited.
- e. **Crew Members** – shall be persons over the age of 18 years who are bona fide racing crew members. The crew member shall be nominated by the skipper of a racing yacht on the prescribed application form and shall pay the prescribed fee which shall include the AYF affiliation fee. Crew members shall be entitled to limited rights and privileges of full membership, but shall not be entitled to receive notice or to vote at a general meeting of members. The number of crew members shall be unlimited but will only be available to persons who actively crew on racing yachts and may not be renewed if the person is no longer an active crew member on a racing yacht. There shall be no joining fee for crew members. A crew member may purchase a gate key/card on payment of the key fee but will not be entitled to the use of ramp, pontoon or other boat facilities.
- f. **Casual Members** - Shall be a person over the age of 18 years who is a bona-fide traveller and who may apply for casual membership on the prescribed form and pay the prescribed fee. They shall be entitled to all rights and privileges of ordinary membership, but shall not be entitled to a vote at a general meeting of members or to moor their boat at the Club pontoon. Casual membership shall be limited to 14 days duration after which membership shall lapse. This membership shall be available for no more than 3 times to the same person in a calendar year.
- g. **Junior Members** - shall be persons over the age of 16 years and under the age of 18 years who have been elected as such. Junior members will not be entitled to vote. Upon reaching the age of 18 years a Junior Member may become an Ordinary or Family Member without the payment of further entrance fees. The number of Junior Members shall be unlimited.

- h. **Honorary Members** - any person, proposed by a member of 12 months standing, and who is acceptable to a Flag Officer and one other Executive Committee Member may be granted Honorary Membership for one month. This period may be extended by the Executive Committee. Any person whose application for Membership has been accepted by the Executive Committee may be granted Honorary Membership from the date of this acceptance until the date of election. The patron of the Club will be an Honorary Member by virtue of his office. The number of Honorary Members shall be unlimited. "Honorary Members shall not have a vote at a Club Meeting".
- i. **Life Members** - the Executive Committee may nominate for Life Membership any member who by reason of his outstanding and meritorious service to the Club is regarded worthy of such Life Membership. Election to Life Membership shall be by vote and voting at a General Meeting, of which notice specifying such nomination has been given in accordance with these rules. A Life Member shall be entitled for life, unless he shall cease to be a member for any reason, to all privileges of membership without payment of any further subscriptions. The number of life members shall be unlimited.
- j. **Retired Members-** shall be offered by the Executive Committee to senior members who no longer own a vessel and are no longer active boating members. This membership category is strictly by invitation only.
- k. **Social Members-** Shall be persons over the age of 18 years who may apply for social membership on the prescribed form and pay the prescribed fee. Social members shall be entitled to visit the club during club opening hours and shall not be required to sign the visitors register. Social members shall not be entitled to attend or vote at a general meeting of members. Social members shall not be entitled to moor at the club pontoon. Social members shall not be eligible to have key access to club premises. Car parking is only available with permission from the Caretakers and shall be payable at the non members rate.
- l. Subject to the express provisions of the Constitution of the Club and to any By-laws for the time being in force, all members of the Club will be entitled at all times to use in common the premises and property of the Club.
- m. Every person who at the date of incorporation of the Club was a member of the unincorporated association and who on or before the date of incorporation and agrees in writing to become a member of the Club shall be admitted by the Executive Committee to the same class of membership of the Club as that member held in the unincorporated association. Every member of the Club who previously to his agreeing to become a member of the Club has paid his subscription due on the Third day of April, 1984, as a member of the unincorporated association, shall not be liable to the Club for the period prior to the Third day of April, 1985.

5. **ADMISSION AND REJECTION OF MEMBERS**

- a. At the next meeting of the Executive Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Executive Committee, who shall thereupon determine up on the admission or rejection of the applicant.

- b. Applicants for Ordinary, Social and Junior Membership shall be nominated and seconded by two financial members of the Club, both of whom shall have been Ordinary or Life Members for at least 12 months and to whom the applicant is personally well known. Such application shall be in writing signed by all three parties and in such form as the Executive Committee shall determine and shall be accompanied by the appropriate entrance fee and subscription.

The receipt of an entrance fee and/or subscription shall not bind the Executive Committee to elect such applicant and if an applicant shall not be elected in due course, all monies paid by him to the Club shall be returned to him in full forthwith.

- c. All members shall be notified of the names of applicants for membership at least seven days prior to the proposed date of election. Election shall be by the Executive Committee and one adverse vote in four cast by the Executive Committee shall mean that the application is rejected.
- d. Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- e. A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his intention to appeal against the decision of the Executive Committee.

Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Executive Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

Where a person whose application is rejected, does not appeal against the decision of the Executive Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

6. **REGISTER OF MEMBERS**

- a. The Executive Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Club and the dates of their admission.
- b. It shall be the responsibility of every member to notify the Club of any change of his address.
- c. Particulars shall be entered into the Register of Deaths, Resignations,

Terminations and reinstatements of membership and any further particulars as the Executive Committee or the members at any General Meeting may require from time to time.

- d. The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

7. **ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS**

- a. Entrance fees and Annual Subscriptions, payable by members and by Applicants for Membership, shall be determined by the Executive Committee prior to 31st day of May in each year and shall become due and payable to the Club on the first day of June in each year. Members elected after thirtieth day of November in any year shall only be required to pay half the annual subscription for the remainder of that financial year.

Upon payment of the annual subscription, each member shall be issued with a Membership Card stating thereon the date to which he is financial.

- b. Any member whose permanent place of residence and principal place of business is beyond a radius of 200 kilometres from the General Post office at Rockhampton or any member who intends being absent from his normal address and outside such radius for a period of not less than twelve months shall, upon notification in writing to the Secretary prior to the commencement of the financial year and so long as he remains outside such radius be entitled to such concession rates of subscription as the Executive Committee may determine.
- c. Any member whose subscription is in arrears more than three months with his subscription will not be eligible for any office of the Club and shall not nominate any person for any office of the Club or propose or second an applicant for membership or vote at any meeting or sign any requisition under this constitution.

8. **EXPULSIONS**

Any member who may be adjudged guilty of an offence under any Rule or By-laws of the Club by a majority of at least three to one of the Executive Committee for the time being, may be expelled from the Club by a resolution of a majority of at least three to one of the Executive Committee for the time being, present and voting at a Special Executive Committee Meeting. Such Member shall be given seven days notice of such Special Executive Committee Meeting and he may be present at the voting or take part in the proceedings otherwise than the Executive Committee allows. A member so expelled shall cease to be a member of the Club and shall forfeit all claims to a return of monies paid by him to the Club as Entrance Fees and/or Annual Subscription.

9. **RESIGNATIONS**

Any member of the Club may resign from membership at any time by giving the Secretary notice thereof in writing, but a member so resigning shall be liable for any subscriptions or other monies due by him.

10. **ANNUAL GENERAL OR GENERAL MEETINGS**

- a. The first general meeting shall be held at such time, not being less than one month or more than three months after the incorporation of the Club, and at such place as the Executive Committee may determine.
- b. The annual general meeting shall be held within six months of the close of the financial year.
- c. The business to be transacted at every annual general meeting shall be:
 - i. The receiving of the Executive Committee's annual report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Club for the preceding financial year.
 - ii. The receiving of the Auditor's Report upon the books and accounts for the preceding financial year.
 - iii. Election of Office Bearers.
 - iv. The election of other members of the Executive Committee.
 - v. The election of members of other Committees of the Club.
 - vi. The appointment of an Auditor.
 - vii. Any other General Business provided that any resolution affecting the management or the conduct of the Affairs of the Club shall be in the form of a recommendation to the appropriate Committee.
- d. The business to be conducted at Ordinary General Meetings shall be:
 - i. Report from the Commodore on activities of the Executive Committee.
 - ii. Report from the Vice Commodore on activities of the Sailing Committee.
 - iii. Report from the Treasurer.
 - iv. Any other General Business, provided that any resolution affecting the management or conduct of the affairs of the Club shall be in the form of a recommendation to the appropriate Committee.
- e. The Executive Committee may, whenever they think fit commence an Ordinary General meeting or a Special General Meeting, and shall, within one month of receipt of a requisition signed by ten members, convene a Special General Meeting. Such requisition shall specify any motion it is proposed to put before such meeting. In default of the Executive Committee convening a Special General meeting within the time abovementioned, the requisitionists may convene such meeting in the hereinafter provided.
- f. At least seven clear days notice of an Ordinary General Meeting and at least

21 clear days notice of Special General Meeting shall be given to all members, who, under these rules are entitled to receive such notices, from the Club. The Notice of Meeting shall specify the place, day and hour of the Meeting and the nature of business to be conducted thereat. Accidental omission to give notice of meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

11. PROCEEDINGS AT GENERAL MEETING

- a. At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Executive Committee plus one.
- b. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- c. The Commodore, or in his absence, the Vice-Commodore or the Rear Commodore of the Club shall preside as Chairman at every General meeting of the Club. If the Commodore, the Vice-Commodore or the Rear Commodore is not present at the time of holding a meeting, the members present shall choose a chairman from their number.
- d. The Commodore shall maintain order and conduct the meeting in a proper and orderly manner.
- e. Every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote. Provided that no member shall be entitled to vote at any general meeting if his annual subscription is unpaid at the date of the meeting.
- f. The Chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which adjournment took place.
- g. At any General Meeting any questions put to the vote shall be decided on a show of hands, unless a secret ballot is demanded (before or on the declaration of the result of the show of hands) by at least one tenth of the members present in person and entitled to vote. Unless a secret ballot is demanded a declaration by the Chairman that a motion has on the show of hands been carried or lost, and an entry to that effect in the Minute Book of the proceedings of the Meeting shall be conclusive evidence of the fact.
- h. On a show of hands or a secret ballot every member present and eligible to vote shall have one vote.
- i. A resolution in respect of ordinary business shall unless otherwise required by this Constitution be deemed carried when it is passed by a majority of members present and eligible to vote and voting.
- j. A resolution is a special resolution if it is passed by a majority of not less than three quarters of such members entitled under the rules to vote as may be

present in person at any general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

- k. The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Executive Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Executive Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Executive Committee meeting verifying their accuracy. Similarly the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting; provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

12. **BY-LAWS**

The Executive Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Club and any by-law may be set aside by a general meeting of members.

13. **PATRON**

Upon the recommendation of the Executive Committee the Club in General Meeting shall elect a Patron of the Club.

14. **OFFICE BEARERS**

The Office Bearers of the Club shall consist of:

- a. Three Flag Officers viz., a Commodore, a Vice-Commodore and a Rear-Commodore each of whom shall be the owner of a cruising yacht (as defined in the Club's By-Laws) which is registered on the Club's Yacht Register.
- b. Honorary Secretary.
- c. Honorary Treasurer.
- d. Honorary Measurer.
- e. Honorary Rating Officer.

All of whom shall be elected annually as hereinafter provided.

15. **OFFICERS DUTIES**

- a. **Commodore:** It shall be the duty of the Commodore to take command of the Fleet and preside at all Committee Meetings and General Meetings and to discharge all other duties as devolve upon him under this Constitution or by resolution of members in General Meeting.
- b. **Vice-Commodore:** It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of his duties, and in his absence to officiate in his stead and to discharge all other duties as devolve upon him under this

Constitution or by resolution of members in General Meeting.

- c. **Rear-Commodore:** It shall be the duty of the Rear-Commodore to assist the Commodore and Vice-Commodore in the discharge of their duties and in their absence to officiate in their stead and to discharge all other duties as devolve upon him under this Constitution or by resolution of members in General Meeting.
- d. **Honorary Treasurer:** It shall be the duty of the Honorary Treasurer:
 - i. To exercise general supervision over the accounts and accounting records of the Club and the receipt and disbursement of Club funds.
 - ii. To present to the Annual Meeting the Audited Income and Expenditure Account and Balance Sheet of the Club's affairs made up to the end of the Club's financial year.
 - iii. To present each month to the Executive Committee a Financial Statement.
 - iv. To discharge all other duties as devolve upon him under this Constitution or by resolution of the Executive Committee.
- e. **Honorary Measurer:** It shall be the duty of the Honorary Measurer to measure yachts when authorised by the Sailing Committee. He shall base his measurements upon the C.C.Y.C Rating Formula and furnish the Secretary and Rating Officer with a Certificate of measurement.
- f. **Honorary Rating Officer:** It shall be the duty of the Honorary Rating Officer to compute ratings for yachts. He shall base his computations on measurements supplied by the Honorary Measurer on the measurement certificate and such computations shall be made in accordance with the C.C.Y.C. Rating Formula. He shall compile a Rating Certificate for each such yacht and forward it in duplicate to the Secretary.

16. **HONORARY SECRETARY**

The Honorary Secretary shall be elected at the Annual General Meeting. An Honorarium shall be decided by the Executive Committee.

It shall be the responsibility of the Honorary Secretary:

- a. To give notice of all Meetings and to keep a true record of the proceedings thereat.
- b. To keep a register of members.
- c. To keep proper books of account.
- d. To keep a Yacht Register.
- e. To keep a record of races and aquatic events held by the Club.
- f. To keep a Trophy Register.

- g. To assist the Commodore in preparation of the Annual Report for presentation to the Annual General Meeting.
- h. To discharge such other duties as are usually discharged by secretaries or as devolve upon him under this Constitution or by resolution of the Executive Committee.

17. THE EXECUTIVE COMMITTEE

- a. The business activities and affairs and general management of the Club shall be conducted by an Executive Committee which may exercise all such powers of the Club as are not by this Constitution required to be exercised by the Sailing Committee or by the Club in General Meeting, subject nevertheless to the Constitution of the Club and to such regulations, being not inconsistent with such constitution as may be prescribed by the Club in General Meeting but no regulation made by the Club in General Meeting shall invalidate any prior act of the Committee which at the time of such act was valid.
- b. The Executive Committee shall consist of:
 - The Commodore
 - The Vice-Commodore
 - The Rear-Commodore
 - The Honorary Treasurer and Secretary; and 3 other Life or Ordinary Members
 elected by the Club in General Meeting as hereinafter provided. A retiring Commodore if not re-elected shall be a member of the Executive Committee while he remains the immediate Past Commodore and a member of the Club.
- c. Except as otherwise provided by these Rules and subject to resolutions of the members of the Club carried at any general meeting the Executive Committee:
 - shall have authority to interpret the meaning of these Rules and any matter relating to the Club on which these Rules are silent.
- d. The Executive Committee may exercise all the powers of the Club:
 - i. To borrow or raise or secure the payment of money in such manner as the members of the Club may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the 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.
 - ii. To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club, and to provide and pay off any such securities; and

- iii. To invest in such manner as the members of the Club may from time to time determine.

18. **SAILING COMMITTEE**

- a. Sailing activities of the Club shall be under the control of the Sailing Committee who shall frame a programme of events for each season, and allocate such prizes and trophies as are approved by the Executive Committee. The Sailing Committee shall be responsible for the formulation and adoption of Racing Rules, Measurement and Rating Rules and Safety and Special Regulations relating to yachting, subject nevertheless to the present Constitution of the Club and to such regulations, being not inconsistent with such Constitution, as may be prescribed by the Club in General Meeting but no regulation made by the Club in General Meeting shall invalidate any prior act of the Committee which at the time of such act was valid;
- b. The Sailing Committee shall also be responsible for the handicapping of entrants in competition and may appoint a Handicapper for this purpose who shall "ex officio" be a member of the Sailing Committee;
- c. It shall be the duty of the Sailing Committee to notify owners of yachts registered with the Club of all matters affecting sailing and yachting activities of the Club and for this purpose they may appoint a Sailing Secretary who shall "ex officio" be a member of the Sailing Committee.
- d. The Vice-Commodore shall present to the Executive Committee a monthly report on the activities and decisions of the Sailing Committee.
- e. The Sailing Committee shall consist of:
 - The Flag Officers;
 - The Honorary Secretary;
 - The Honorary Measurer;
 - The Honorary Rating Officer;
 - and 3 other Life or Ordinary Members;elected by the Club in General Meeting as hereinafter provided.

19. **ELECTION OF OFFICERS AND COMMITTEES**

- a. At each Annual General Meeting of the Club all Office Bearers and Committeemen shall retire from Office.
- b. A Retiring Office Bearer or Committeeman shall be eligible for re-election and in any case shall hold office until the termination of the meeting at which a successor may be elected.
- c. Each candidate for membership of the Committee, including Office Bearers and other retiring Committeemen, shall be nominated in writing by two financial members of the Club and with the written consent of the nominee such nomination shall be lodged with the Secretary of the Club at least fourteen (14) days before the day before the Annual General Meeting. The names of all such candidates shall be notified to all members of the Club at least seven clear days prior to the date set down for the Annual General

Meeting.

- d. Where nominations received in accordance with this Constitution are less than the vacancies to be filled, further nominations, shall be called for from those present at the Annual General Meeting, but those nominated in accordance with this Constitution shall be declared elected in precedence to such further nominees.
- e. Any casual vacancy occurring in the office of an Office Bearer or other member of a Committee may be filled by the Executive Committee, but any person thus appointed shall hold office only until the next Annual General Meeting.
- f. A Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by this constitution as necessary for a quorum of a Committee a continuing Committee may act for the purpose of increasing their number to that number or for calling a General Meeting of the Club, but for no other purpose.
- g. The office of an Office Bearer or other member of the Committee shall become vacant if the member:
 - i. Ceases to be a member of the Club for any reason;
 - ii. Resigns his office by notice in writing to the Club, or
 - iii. Without apology or reason is absent for more than three consecutive meetings of the Committee, or
 - iv. Remains an unfinancial member of the Club for a period greater than three calendar months, or
 - v. Is found of unsound mind.

20. **PROCEEDINGS OF COMMITTEES**

- a. Each Committee may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall exercise a second or casting vote. Two Committeemen may and the Secretary shall at the request of a Flag Officer summon a meeting of Committee.
- b. No business shall be transacted at any meeting of Committee unless a quorum is present at the commencement of such meeting. Five members of a Committee shall be a quorum. In determining procedure at meetings the Rules of Debate shall be adhered to.
- c. The Chairman of a Committee shall be the senior Flag Officer then present but if a Flag Officer is not present at any meeting within ten minutes after the time appointed for the meeting the Committeemen present shall choose one of their number to be Chairman of the Meeting.
- d. If within half an hour from the time appointed for the commencement of an

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

- e. Each Committee may delegate any of its powers to sub-Committees consisting of such member or members of the Club as they think fit and may appoint the Chairman of such sub-committee and any sub-committee so formed shall in the exercise of the powers do delegated conform to any regulation that may be imposed upon it by the appointing committee.
- f. A member of the Executive Committee shall not vote in respect of any contract or proposed contract with the Club in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- g. All acts done by any meeting of a Committee or of a sub-committee or by any person acting as a Committeeman shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such committee acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified so to act.
- h. The Executive Committee may appoint an Assistant Secretary or Assistant Secretaries and other persons for special duties for such purposes and on such terms as the Committee may think fit. Such appointees need not be members of the Club and the Executive Committee may at any time revoke any such appointment or appointments.
- i. Committees shall cause minutes to be made in the books provided for that purpose:
 - i. Of all appointments of Officers, Sub-Committees, etc., made by the Committee.
 - ii. Of the names of the Members of the Committees, present at each meeting of the respective Committees;
 - iii. Of all resolutions and proceedings at all meetings of the Club and of the Committees.
- j. A resolution in writing signed by all the members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Executive Committee.

21. **SUB-COMMITTEES**

- a. In the event of the committee not appointing a Chairman of the Sub-committee then the sub-committee may elect a Chairman of its meetings. If

no such Chairman is elected or if at any meeting a Chairman is not present within ten minutes after the time appointed for holding the meeting the members present may choose one of their number to be Chairman of the meeting.

- b. 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 question shall be deemed to be decided in the negative.

22. FUNDS AND ACCOUNTS

- a. The funds of the Club shall be banked in the name of the Club in such Bank as the Executive Committee may from time to time direct.
- b. Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Club and the particulars usually shown in books of a like nature.
- c. All moneys shall be banked as soon as practicable after receipt thereof.
- d. All amounts of twenty dollars or over shall be paid by cheque signed by any two of the Commodore, Secretary, Treasurer or other member authorised from time to time by the Executive Committee.
- e. Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- f. The Executive Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- g. All expenditure shall be approved or ratified at an Executive Committee meeting.
- h. As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:
 - a. the income and expenditure for the financial year just ended; and
 - b. the assets and liabilities and of all mortgages, charges and securities affecting the property of the Club at the close of that year.
- i. All such statements shall be examined by the auditor who shall present his report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- j. A copy of such Statements, and Report shall be sent or communicated to every member before the Annual General Meeting of the Club. Accidental omission to send to or the non-receipt of such Statements and Report by any member shall not invalidate the proceedings at any Meeting.
- k. The income and property of the Club whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by

way of profit to or amongst the members of the Club provided that nothing therein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration to any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Club or reasonable and proper rent for premises demised or let to the Club nor prevent any member who may be a successful competitor at any competition held or promoted by the Club, or in which the Club takes part, from receiving as such competitor any prize or other recognitions which may under the regulations effecting the said competition be awarded to him.

- I. a. That a separate bank account be created for the purpose of a development fund. These funds are to be maintained in a fixed deposit or other approved form of investment.
- b. That the funds in the Development Fund Account be preserved for future major projects of the Club.
- c. At the annual General Meeting each year a motion be put to the meeting that a percentage of any surplus funds from the previous year be transferred to the Development Fund Account. The quantum percentage of surplus funds to be determined by the meeting each year.
- d. Funds shall only be withdrawn from the Development Fund Account for major projects following approval by a majority vote of members at an annual General Meeting or special General Meeting at which no less than 10% of registered Club members are in attendance.
- e. A motion to withdraw funds from the Development Fund Account can only be put to a meeting if the motion has been presented to all members of the Club in writing as a Notice of Motion no less than 2 weeks prior to the meeting, at which the motion will be moved and voted on.

23. **DOCUMENTS**

The Executive Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Club.

24. **COMMON SEAL**

The Executive Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Executive Committee and every instrument to which the seal is affixed shall be signed by a member of the Executive Committee and shall be countersigned by the secretary or by a second member of the Executive Committee for the purpose.

25. **FINANCIAL YEAR**

The financial year of the Club shall close on the thirtieth day of June in each year.

26. DISTRIBUTION OF SURPLUS ASSETS

If the Club shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of rule 22(k) such institution or institutions to be determined by the members of the Club.

27. ALTERATION OF RULES

Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting. Provided that 80% of the registered yacht owners present have voted in favour of the resolution and provided further however that no such amendment rescission or addition shall be valid unless the same shall have been previously submitted to and approved by The Under Secretary, Department of Justice, Brisbane.

28. YACHT REGISTER

- a. Any yacht belonging to a member or members of the Club may upon application of the owner or owners and upon compliance with the following provisions and subject to Clause 29 be registered on the "Yacht Register" of the Club. The Sailing Committee shall be responsible for the registration of yachts, but the registration of a vessel on the Yacht Register will not necessarily imply that such vessel is acceptable for competition in Club events.
- b. Every application for registration shall be in writing in the form provided and shall state the name, rig and dimensions of the yacht and such other particulars as the Sailing Committee shall prescribe.
- c. Upon registration of a yacht the owner shall be notified in writing.
- d. In the event of alterations to a yacht affecting any of the particulars to be shown in the Yacht Register the owner shall notify the Secretary accordingly.
- e. In the event of a yacht on the Register being sold the owner shall notify the Secretary accordingly and return and return any Certificate issued by the Club in connection with the registration.

29. QUALIFICATIONS OF YACHTS

- a. Any type of configuration of a sailing vessel with overnight accommodation. No vessel which is used as a working boat or for letting for hire to non-members or which shall in the opinion of the Sailing Committee be otherwise unfit or undesirable shall be placed on the Club's Yacht Register.
- b. Except where approved by the Executive Committee a Yacht belonging to more than one owner shall not be registered on the Club's Register unless every owner of such yacht be a member of the Club.

- c. Where a yacht is registered as jointly owned by two or more members of the Club one of their number shall be nominated to be the registered owner of the Yacht.

30. CLUB BURGEES AND BADGES

- a. The Club Burgee shall be a pennant, the body of which shall be Black and the fly Gold, with a Capricorn motif on the body.
- b. The Commodore's flag shall be the Club Burgee swallowtailed with white.
- c. The Vice-Commodore's flag shall be the Club Burgee swallowtailed with white with a red ball in the lower canton.
- d. The Rear-Commodore's flag shall be the Club Burgee swallowtailed with white and having two red balls, one on the upper and lower canton respectively.
- e. The Past Commodore's flag shall be the Club Burgee squared with white.
- f. The Club Badge shall be a representation of the Club Burgee. A Life Member's badge shall be a miniature ring buoy in gold with the Club Badge superimposed.
- g. Every member shall be entitled to wear the Club Badge, no other person shall use the Club Badges. Every yacht on the Club's Register of Yachts shall be entitled to wear the Club's Burgee while in the charge of a member of the Club.

31. GENERAL

- a. A Notice may be served by the Club upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address, or by insertion in or supplement to any periodical or other publication posted or delivered to all members of the Club.
- b. Every member binds himself to observe and abide by this Constitution and By-Laws of the Club as may be duly made from time to time by the Executive Committee and shall not be entitled to appeal to any Court because of anything done under the provision of the said Constitution or By-Laws.
- c. No member shall carry on his profession or business in the Club and no person shall appoint the Club by advertisement or otherwise as a business medium.
- d. On the adoption by the Club of this Constitution all the provisions of any prior Constitution shall be deemed to be and are hereby repealed but this repeal shall not prejudice or affect any of the rights heretofore accrued to the Club or relieve any person from any obligation, penalty or forfeiture for which he was heretofore liable.