

Corporations Law of Queensland
CONSTITUTION
OF
YACHTING QUEENSLAND LTD
ACN 010 268 014
(A company limited by guarantee)

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In these rules unless otherwise provided or unless there is something in the subject matter or context which is inconsistent, the following expressions shall have the definitions or meanings provided below:-

- (a) **"Affiliate member"** means any Class Association or Club which is:
 - (i) an incorporated body; and
 - (ii) admitted to membership in accordance with these rules;
- (b) **"Affiliated Association"** means any:
 - (i) Affiliate member; or
 - (ii) unincorporated body whose Authorised Delegate is admitted to membership as a Delegate member;
- (c) **"Authorised Delegate"** means any person who is appointed by resolution of the members or governing body of:
 - (i) an Affiliate member; or
 - (ii) an unincorporated body;

to represent the Affiliate member or unincorporated body;
- (d) **"Board"** means the board of Directors of YQ LTD;
- (e) **"body"** includes a firm, a body corporate, an unincorporated association, or an authority but does not include a natural person;
- (f) **"Class Association"** means a body which administers either a class of boat or a sailing vessel sailing under ISAF rules;
- (g) **"Club"** means a body which is interested in the control, conduct, promotion or management of sailing;

- (h) **"Delegate member"** means the Authorised Delegate of an unincorporated body which is either a Club or Class Association and who is admitted to membership in accordance with these rules;
- (i) **"Director"** means a Director for the time being on the Board of YQ LTD;
- (j) **"Executive Officer"** means the person appointed to perform the duties of chief executive officer of YQ LTD from time to time.
- (k) **"Immediate Past President"** means the most recent former President who retired before the current elected President and who was not re-elected as a Director.
- (l) **"ISAF"** means the International Sailing Federation;
- (m) **"Law"** means the Corporations Law;
- (n) **"member"** means any person or body admitted as a member of YQ LTD;
- (o) **"person"** means a natural person;
- (p) **"President"** means the president for the time being of YQ LTD;
- (q) **"Register"** means the register of members of YQ LTD;
- (r) **"rules"** mean the rules contained in the Constitution of YQ LTD and all amendments or additions from time to time;
- (s) **"Seal"** means the common seal of YQ LTD;
- (t) **"Secretary"** means any person appointed to perform the duties of a Secretary of YQ LTD.
- (u) **"YQ"** means the company limited by guarantee called YACHTING QUEENSLAND LTD ACN 010 268 014;

1.2 Interpretation

- (a) In these rules:-
 - (i) words importing any gender include the other gender
 - (ii) the singular includes the plural and vice versa; and
 - (iii) a reference to a statute, code or the Corporations Law (or to a provision of same) means the statute, code, Corporations Law (or provision of same) as modified or amended and in operation for the time being, or any statute, code or provision enacted (whether by the State of Queensland or the Commonwealth of Australia) in lieu thereof and includes any regulation or law for the time being in force under the statute, code or Corporations Law.
- (b) An expression used in a particular part or division of the Corporations Law that is given by that part or division a special meaning for the purposes of that part or division has, in any of these rules that deals with the matter dealt with by that

part or division, unless the contrary intention appears, the same meaning as in that part or division.

- (c) Headings are inserted for convenience and do not affect the interpretation of these rules.

1.3 Replaceable Rules

The Replaceable Rules pursuant to the Law shall not apply to YQ LTD.

2. NAME

The name of the company is "Yachting Queensland Limited".

3. OBJECTS

The objects for which YQ LTD is established are:

- (a) to promote and encourage the knowledge and education of people participating in sailing;
- (b) to initiate, organise, administer, arrange, control and promote Yachting Australia National Proficiency Scheme, YA Approved Training Centres, schools, facilities, curriculums or programs for the education and/or accreditation of people participating in sailing;
- (c) to liaise with Yachting Australia Inc. and Queensland Clubs and Class Associations for the purposes of advancing knowledge, education and skills in sailing;
- (d) to promote the development and adherence to national competency standards adopted by the Board;
- (e) to encourage and promote sailing for educational purposes; as a means of personal development; as a sport; and for recreation;
- (f) to do all such things as are incidental or conducive to the attainment of the above objects.

4. POWERS

Solely for the purpose of carrying out the objects in rule 3 and not otherwise, YQ LTD has the legal capacity of a natural person with all the consequential powers as conferred by section 124 of the Law.

5. INCOME AND PROPERTY

5.1 Income and property to be applied to company's objects

The income and property of YQ LTD must be applied solely towards the promotion of the objects of YQ LTD.

5.2 Income and property not to be distributed to members

The income and property of YQ LTD must not be paid or transferred directly or indirectly to the members of YQ LTD.

5.3 Services and interest

Notwithstanding rules 5.1 and 5.2, YQ LTD may pay:

- (a) reasonable and proper remuneration to any officer, servant or member of YQ LTD in return for services rendered to YQ LTD;
- (b) interest at a rate not exceeding interest at the time being charged by the Bank of Queensland in Brisbane for overdrawn accounts and money lent, for reasonable and proper rent for premises demised or let by any member of YQ LTD;
- (c) to the Directors, a reasonable sum determined by the Board, for expenses (if any) for attendance at Meetings of YQ or meetings of the Board.

6. AMENDMENTS TO THE CONSTITUTION

No addition, alteration or amendment shall be made to the Constitution for the time being in force unless the same shall have been previously submitted to and approved by a special resolution of the members in General Meeting.

7. WINDING UP OR DISSOLUTION

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

- (a) has objects similar to those of YQ;
- (b) prohibits the distribution of its or their income and property amongst its or their members to at least the same extent as that imposed on YQ LTD; and
- (c) is a society, association or club which is similarly exempt from income tax under item 9.1(c) of sub-division 50-45 of the Income Tax Assessment Act 1997.

8. AMALGAMATION

YQ LTD may amalgamate with any one or more organisations which:

- (a) has objects similar to those of YQ LTD;

- (b) prohibits the distribution of its or their income and property amongst its or their members to at least the same extent as that imposed upon YQ LTD; and
- (c) is a society, association or club which is similarly exempt from income tax under item 9.1(c) of sub-division 50-45 of the Income Tax Assessment Act 1997.

9. MEMBERS LIMITED LIABILITY & UNDERTAKING

- (a) The liability of the members is limited to an amount not exceeding \$20.00.
- (b) Each member of YQ LTD undertakes to contribute to the assets of YQ LTD in the event of its being wound up while a member or within one year after he or she ceasing to be a member for payment of the debts and liabilities of YQ LTD incurred before he or she ceasing to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of contributing among themselves such amounts as may be required not exceeding \$20.00.

10. PATRON

The patron for YQ LTD shall be the Governor of Queensland. If the Governor declines to act as patron for YQ LTD, then the Board may appoint an alternative patron.

11. STATUS OF YQ LTD

11.1 Recognition of YQ LTD

YQ LTD is:

- (a) recognised as being the peak body and controlling authority of sailing; and
- (b) responsible for the administration of sailing;

in Queensland.

11.2 Operation of these rules

YQ LTD and members acknowledge that:

- (a) they are bound by these rules; and
- (b) these rules are intended to operate to create uniformity in the way in which the purposes of YQ LTD and sailing in Queensland are to be controlled, conducted, promoted and managed.

11.3 Compliance by Affiliated Associations

- (a) An Affiliated Association shall appoint 2 Authorised Delegates to represent the Affiliated Association and, subject to rule 15 only 1 Authorised Delegate may exercise the Affiliated Associations powers at any one time;
- (b) An Affiliated Association must notify YQ LTD in writing of such appointments or any change of appointment;
- (c) Affiliate members and Delegate members shall:
 - (i) deliver to YQ LTD a copy of the Affiliated Association's annual report immediately after it is adopted by the Affiliated Association in general meeting;
 - (ii) deliver to YQ LTD annually at the time of payment of membership fees:
 - (A) details of the Affiliated Association's categories of membership;
 - (B) a list of boats on the Affiliated Association's register (if applicable);
 - (C) particulars of any changes made to the Affiliated Association's rules in the previous 12 month period;
 - (D) a list of the Affiliated Association's office bearers and their respective addresses;
 - (E) a list of the Affiliated Association's current members names and addresses for inclusion in YQ LTD database;
 - (F) any duly completed census forms or other information of an administrative nature requested by YQ LTD;
 - (iii) recognise YQ LTD as the authority for Queensland sailing; and
 - (iv) have regard to the purposes of YQ LTD and, in particular, its purpose to create a single, uniform entity for the control, conduct, promotion and management of sailing in Queensland.
- (d) If an Affiliate member is a company, then the persons appointed in accordance with

rule 11.3(a) act as the representative of the Affiliate member for the purposes of section 250(D) of the Law.

- (e) Notwithstanding anything to the contrary, a Delegate member may represent more than one unincorporated body and shall be admitted to membership and have a corresponding voting right for each unincorporated body he or she represents.

12. MEMBERSHIP

12.1 Classes of members

The classes of members shall consist of:

- (a) Affiliate members;
- (b) Delegate members;
- (c) Personal members;
- (d) Life members; and
- (e) Director members.

12.2 Members on adoption of these rules

Upon adoption of these rules:

- (a) Any person previously admitted as a personal member will continue as a Personal member of YQ LTD;
- (b) Any person previously admitted as a life member will continue as a Life member of YQ LTD;
- (c) Any person elected as a Director at the Annual General meeting immediately before the adoption of this Constitution, will continue as a Director member of YQ LTD. Those persons elected to a particular office will continue in that office, except for the elected Vice-Presidents who will continue as the North, Central and South Queensland Representatives for their respective regions.
- (d) Any incorporated body previously admitted to membership as an affiliated association will continue as an Affiliate member of YQ LTD provided it is eligible for admission under rule 12.6.
- (e) The authorised representative of any unincorporated body previously admitted to membership as an affiliated association will continue as a Delegate member of YQ LTD provided he or she is eligible for admission under rule 12.7.

12.3 Number of members

The number of members of YQ LTD shall be unlimited.

12.4 Register of members

A register of members shall be kept in accordance with the Law.

12.5 New members

There shall be admitted to membership of YQ LTD:

- (a) Affiliate members;
- (b) Delegate members;
- (c) Life members; and
- (d) Director members;

who shall, not including Life members and Directors members, apply in writing to become members and shall be approved and granted membership by YQ LTD in general meeting.

12.6 Affiliate members

An incorporated body which is either a Club or Class Association shall be eligible for Affiliate membership of YQ LTD if:

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

12.7 Delegate members

A person shall be eligible for Delegate membership of YQ LTD if:

- (a) the person is appointed to represent an unincorporated Club or Class Association by its members, trustees or governing body; and
- (b) he or she has agreed to be bound by and to comply with YQ LTD Constitution and any by-laws or rules of YQ LTD from time to time and to accept and enforce all decisions of YQ LTD made in conformity with such documents;
- (c) he or she supplies to the Board for approval a copy of the Club's or Class Association's rules, certified as being a true and correct copy by its Secretary or other principal administrative officer and such other particulars as may from time to time be prescribed by the Board;
- (d) he or she ensures that the Club's or Class Association's rules contain such provisions (if any) as may from time to time be required by the Board as a qualification for Delegate membership.

12.8 Life members

- (a) Any person who has rendered distinguished service to YQ LTD and/or an Affiliated association may be admitted as a Life member.
- (b) A person may only be admitted as a Life Member by special resolution of YQ LTD at an Annual General Meeting.
- (c) The motion to admit a person as a Life member may only be put to the members at an Annual General Meeting after an ordinary resolution has been passed by the Board for that purpose.
- (d) Any resolution of the annual general meeting to confer life membership on any person, must be a special resolution and voted on by ballot.
- (e) A person may either accept or reject YQ LTD's resolution to confer life membership; acceptance must be made in writing whereupon the person's details shall be entered upon the Register as a life member.
- (f) Life members shall not be required to pay any membership fees, levies or other dues to YQ LTD.

12.9 Director members

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

12.10 Membership fees

- (a) YQ LTD in general meeting may impose such membership fees, levies and requirements for payment as it may determine from time to time.
- (b) In determining membership fees:

- (i) an Affiliate member which is a Club shall pay membership fees comprising an affiliation fee and a capitation fee;
- (ii) an Affiliate member which is a Class Association shall pay an affiliation fee only;
- (iii) a Delegate member representing a Club shall pay membership fees comprising an affiliation fee and a capitation fee;
- (iv) a Delegate member representing a Class Association shall pay an affiliation fee only.

12.11 Applications for membership

Applications for membership shall be made in such manner as the Board shall from time to time prescribe and, in the case of a Delegate member, shall be accompanied by a certified copy of the resolution of the members of the unincorporated body or its trustees or governing body, appointing the person as their Delegate member.

12.12 Applications to be referred to a general meeting

Any application for membership shall be submitted to a general meeting of YQ LTD for determination within 6 months of the application being presented. The Board may make a recommendation to the meeting with respect to the acceptance or rejection of any application but without being obliged to do so in any case.

12.13 Refusal of applications

YQ LTD may refuse any application for membership without specifying any reason for such refusal.

12.14 Registered address

Each applicant for membership of YQ LTD shall notify the Secretary of an address within Australia to which notice may be sent to such party and upon the granting of membership the Secretary shall enter the address in the Register. Every member shall notify the Secretary within 7 days of any change in its registered address provided that if a member shall not have an address within Australia the registered address of that member shall be deemed to be the registered office for the time being of YQ LTD.

12.15 Cessation of membership

A member shall cease to be a member of YQ LTD if the member:

- (a) being a person:
 - (i) dies;

- (ii) becomes of unsound mind;
 - (iii) becomes a person whose person or estate is liable to be dealt with in any way under any law relating to mental health; or
 - (iv) is convicted of any offence punishable by imprisonment;
- (b) being an unincorporated body, is liquidated or dissolved or otherwise ceases to exist;
- (c) being an incorporated body
 - (i) has a liquidator, provisional liquidator, receiver, receiver and manager or official manager appointed to it;
 - (ii) has an administrator appointed to it;
 - (iii) resolves to wind-up or is subject to an order to wind-up;
 - (iv) enters into a scheme or arrangement with its creditors or otherwise compromises or compounds with its creditors;
- (d) resigns;
- (e) in the case of a Delegate member, notice in writing is received by the Secretary from the governing body of the unincorporated Club or Class Association revoking the Delegate member's appointment;
- (f) in the case of a Director member, he or she ceases to hold office; or
- (g) is expelled from YQ LTD.

12.16 Suspension of membership

Subject to the provisions of rule 12.17, the membership of any member other than a Director member, may at any time be suspended by the Board if:

- (a) in the opinion of the Board such member:
 - (i) is not acting or is not being conducted by its governing body in accordance with the member's objects as stated in rules; or
 - (ii) is acting or is being conducted by its governing body in a manner which may bring itself or YQ LTD into disrepute; or
 - (iii) fails to meet its financial or other obligations to YQ LTD; or
- (b) in the case of Affiliated Associations, any alteration is made to the Affiliated Associations rules without the consent of the Board (other than alterations solely designed to cover administrative matters of such member).

12.17 Right of appeal

- (a) If the membership of a member is suspended by the Board pursuant to the previous rule the Board shall immediately forward to such member (in this rule called "**Appellant**") by prepaid security post addressed to the Appellant at its registered address, notice in writing of such suspension which notice shall contain details of the reasons for such suspension.
- (b) Within 60 days from the date of posting such notice of suspension (or with the written approval of the Board at any later time) the Appellant may give notice in writing to the Board delivered to the registered office of YQ LTD of its intention to appeal against such suspension (in this rule called "**Notice of Appeal**"). The Notice of Appeal shall specify the reasons why, in the opinion of the Appellant, the suspension of its membership should be cancelled and its full rights of membership restored.

(c) If the Appellant:

- (i) has been duly served with a notice of suspension of its membership pursuant to rule 12.17(a); and
- (ii) shall fail to deliver the Notice of Appeal within the time provided in rule 12.17(b);

then the Board may, in its discretion, either convene a general meeting for the purpose of considering and resolving upon the revocation of the membership of the Appellant or take such other action in respect to the Appellant's membership (including the members continued suspension) as the Board may deem expedient.

- (d) At any general meeting convened pursuant to the previous rule, the Appellant shall be entitled to be heard or to present a written submission containing reasons why its membership should not be revoked. The members present at the general meeting (other than the Appellant) may resolve by special resolution to expel the Appellant from membership of YQ LTD in which case the membership of the Appellant shall be immediately revoked and the Appellant shall then cease to be a member. If no such special resolution is passed, the suspension of the Appellant's membership may be cancelled or varied in such manner as a majority of the members (other than the Appellant) present may determine by ordinary resolution.

(e) If the Appellant delivers the Notice of Appeal to the registered office of YQ LTD in the manner provided in rule 12.17(b) the Board shall either:

- (i) notify the Appellant that the suspension of its membership has been cancelled (in which case the full rights of membership of YQ LTD shall be restored immediately to the Appellant); or
- (ii) convene a general meeting of YQ LTD for the purpose of hearing the appeal on a date not being later than 40 days after delivery of the Notice of Appeal (or such later date as shall be mutually agreed between the Board and the Appellant).

- (f) At the general meeting convened in accordance with rule 12.17(e), the Appellant shall be entitled to be heard or to present a written submission containing reasons why the suspension of its membership should be cancelled and its full right of membership restored. The members present at the general meeting (other than the Appellant) may resolve by special resolution to dismiss the appeal and to expel the Appellant from membership of YQ LTD in which case the membership of the Appellant shall be revoked immediately and the Appellant shall cease then to be a member. If no such special resolution is passed the suspension of the Appellant's membership may be cancelled or varied by ordinary resolution of the members present.

12.18 Suspended member not to vote

No member which has been served with a notice of suspension of its membership, nor any representative of that member, shall be entitled to attend or vote at any meeting of YQ LTD or the Board (other than as provided in rule 12.17) until such time as the suspension of its membership has been cancelled and its full rights of membership of YQ LTD restored.

13. GENERAL MEETINGS

13.1 Annual general meeting

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

13.2 Business of annual general meeting

The business of the annual general meeting shall be to:

- (a) read and confirm minutes of the previous annual general meeting;
- (b) receive the annual reports;
- (c) receive the auditor's reports;
- (d) receive the audited accounts;
- (e) appoint an auditor when necessary;
- (f) elect or declare the results of any postal ballot for the election of the President;
- (g) elect or declare the results of any postal ballot for the election of the Treasurer;
- (h) elect or declare the results of any postal ballot for the election of the North, Central and South Queensland Representatives;
- (i) elect or declare the results of any postal ballot for the election of the other Directors;
- (j) admit Life members to YQ LTD, if any;

- (k) declare the results of any postal ballots to be declared at the annual general meeting; and
- (l) consider any other business the general nature of which shall have been specified in the notice convening the meeting or which the Chairperson of the meeting permits to be brought before the meeting.

13.3 General meetings

- (a) All meetings, other than the annual general meeting, shall be called "general meetings".
- (b) The Secretary shall convene a general meeting within 7 days of being:-
 - (i) directed to do so by the President or any 3 Directors; or
 - (ii) given a requisition in writing signed by not less than 4 Affiliate members or Delegate members.
- (c) A requisition mentioned in rule 13.3(b)(ii) shall clearly state reasons why such general meeting is being convened and the nature of the business to be transacted at such meeting;
- (d) In addition to the annual general meeting, at least 2 general meetings shall be held each year including a general meeting to set membership fees for the ensuing year.
- (e) The business of a general meeting shall be to consider the business, the general nature of which shall have been specified in the notice convening the meeting or which the chairman permits to be brought before the meeting.
- (f) At least 21 days notice specifying the date, day and time of the general meeting and the business to be transacted at the meeting shall be given to the members in the manner provided in rule 25 or in such other manner if any as may be prescribed by YQ LTD in general meeting.

13.4 Special business

Any item of business transacted at the annual general meeting or at a general meeting shall be considered special only if so specified in the respective notice of meeting.

14. PROCEEDINGS OF MEETINGS

14.1 Quorum

The number of members personally present to make a quorum for a meeting shall be twice the number of Directors plus 1.

14.2 Lack of quorum

- (a) If within 30 minutes from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved but 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 (not being more than 14 days after such meeting) time and place as the President or the Secretary may then appoint.
- (b) If at such adjourned meeting a quorum of members is not present in person within 30 minutes from the time appointed for the meeting, the meeting shall be dissolved.

14.3 Adjournment of meeting

The Chairperson of a meeting may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place 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.

14.4 Notice of adjournment

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

14.5 Method of voting

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

- (a) it is being voted on by postal ballot only;
- (b) before, or upon the declaration of the show of hands, a poll is demanded by:
 - (i) the Chairperson of the meeting; or
 - (ii) not less than 2 members present at the meeting in person by attorney or by proxy.

14.6 Poll

- (a) If a poll is required pursuant to rule 14.5(b) it shall be taken either at once or after an interval or adjournment or otherwise as the Chairperson directs.
- (b) A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken immediately.

- (c) The result of the poll shall be the resolution of the meeting at which the poll was demanded.

14.7 Evidence of vote

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

14.8 Dispute as to vote

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

14.9 Resolutions

- (a) A resolution of any business at any meeting, other than special business, shall be decided by a majority of votes ("**ordinary resolution**").
- (b) A resolution of any special business shall be decided by a majority of three quarters of votes ("**special resolution**").
- (c) A resolution in writing signed by all the members for the time being shall be as valid and effectual as if it had been passed at a meeting of members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members.

15. VOTES OF MEMBERS

15.1 Giving of votes

- (a) At meetings of members each member entitled to vote may vote in person or by proxy or by attorney provided that only 1 Authorised Delegate of each Affiliated Association may vote on a show of hands.
- (b) However, on a poll, every member present in person or by proxy or attorney, or in the case of a postal ballot, every member taking part in the ballot, shall have the following voting rights:
 - (i) an Affiliate member which is a Club shall have 1 vote plus 1 extra vote for every 200 senior members (or part thereof) up to a maximum of 7 votes. The number of members of the Affiliate member shall be taken as at the end of its financial year immediately preceding the date of the meeting;
 - (ii) an Affiliate member which is a Class Association shall have 1 vote only;
 - (iii) a Delegate member for a Club shall have 1 vote plus 1 extra vote for every 200 senior members (or part thereof) up to a maximum of 7 votes. The number of members of the Affiliated Association represented by the Delegate member shall be taken as at the end of its financial year immediately preceding the date of the meeting;
 - (iv) a Delegate member for a Class Association shall have 1 vote only;
 - (v) a Personal member shall not be entitled to vote at annual general meetings but shall have 1 vote at general meetings.
 - (vi) a Life member shall have 1 vote;
 - (vii) a Director member shall have 1 vote.
- (c) In rule 15.1(b), the voting entitlement of the Delegate members appointed by the same unincorporated Affiliated Association, shall be taken to be the total combined voting entitlement for both appointees as if only 1 appointee was admitted as a Delegate member.
- (d) In the case of a vote being taken by poll or postal ballot:
 - (i) an Affiliated member may split its voting entitlement between the 2 persons appointed as its Authorised Delegates; and
 - (ii) the Authorised Delegates of an unincorporated Affiliated Association may split their total voting entitlement between themselves,

provided that the combined voting entitlement shall not exceed the members entitlement pursuant to rule 15.1(b) and the voting entitlements are whole numbers of votes.

- (e) In rule 15.1(b) the term "senior members" means the members of the relevant Affiliated Association that have voting rights and for whom a capitation fee has been paid.

15.2 Objections

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

15.3 Attorney

The instrument creating the power of attorney must be deposited at the registered office of YQ LTD or at such other place as is specified for that purpose in the notice convening the meeting before the commencement of the meeting in respect of which such power of attorney is intended to be used.

15.4 Proxy

The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his or her attorney duly authorised in writing. A proxy may but need not be a member of YQ LTD. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. If the member is entitled to cast 2 or more votes at the meeting, they may appoint 2 proxies.

15.5 Form of proxy

Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

YACHTING QUEENSLAND LTD

I/We,

of

being a member/members Yachting Queensland Limited, hereby appoint

of

or failing him or her the Chairperson of the meeting as my/our proxy to vote for me/us on my/our behalf at the (annual or general, as the case may be) general meeting of YQ LTD, to be held on the day of 19 , and at any adjournment thereof.

Signed this day of 20

This form to be used in *favour of/against the resolution (or resolutions) set out hereunder.

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

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

* Strike out whichever is not desired.

15.6 Deposit of proxy

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the registered office of YQ LTD, or at such other place within Queensland as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

15.7 Validity of votes

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind, revocation, as aforesaid has been received by YQ LTD at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

15.8 Postal ballot

- (a) A resolution of the members decided by postal ballot shall be as valid and effective as if it had been passed at a meeting of YQ LTD duly called and constituted.
- (b) A postal ballot must not be by fax or electronic means.
- (c) A postal ballot must not be combined with any other method of voting provided for in these rules.
- (d) A postal ballot may be held for the election of the Board;
- (e) A postal ballot must be held in the following circumstances:
 - (i) when the Board by special resolution approves an ordinary or a special resolution being decided by postal ballot;
 - (ii) when the members by ordinary resolution approve an ordinary or a special resolution being decided by postal ballot.
- (f) The Board must by special resolution, adopt by-laws regulating the method of conducting postal ballots and ensure that all postal ballots are secret ballots.
- (g) The Board must cause the details of the proposal on which the ballot is to be held to be set out in a statement and fix the dates for the forwarding of ballots to members and the closing of the ballot.
- (h) Every ballot must be conducted by the returning officer appointed by the Board.
- (i) If a returning officer is not appointed in enough time to allow the postal ballot procedure to be followed, the Secretary is the returning officer.
- (j) Any person, other than a Director of YQ LTD, may be appointed by the Board to act as returning officer.
- (k) The returning officer may appoint any person to assist with the performance of functions or powers under this rule by the persons provided that such person would also be eligible to be a returning officer.
- (l) The returning officer must prepare a roll of the full names and addresses of the members of YQ LTD as disclosed by the register of members together with particulars of the number of votes each member would be entitled to exercise on a poll.
- (m) A person whose name is on the roll, may vote in a postal ballot, and no-one else is eligible or entitled to vote.
- (n) The Returning officer must cause ballot papers to be prepared and distributed to members in accordance with these rules and the by-laws.
- (o) The Returning officer must ensure that postal ballots are received and processed in accordance with these rules and the by-laws.
- (p) The Returning officer must provide a ballot box.

- (q) The ballot box must be locked immediately before the ballot papers are distributed to members and remain locked until the close of the ballot.
- (r) Ballot papers received after noon on the day the ballot closes must not be taken into account at the ballot.
- (s) As soon as practicable after noon on that day, the returning officer in the presence of scrutineers appointed by the Board must open the ballot box and deal with the contents in accordance with these rules and the by-laws.
- (t) The decision of the returning officer as to the formality of a ballot paper is final and not open to appeal.
- (u) The returning officer must count votes cast and make out and sign a statement of:
 - (i) the number of formal votes cast in favour of the proposal; and
 - (ii) the number of formal votes cast against the proposal; and
 - (iii) the number of informal votes cast; and
 - (iv) the proportion of the formal votes polled which were in the affirmative; and
 - (v) on the declaration of the returning officer of the result of the postal ballot the Secretary is to make an entry in the minute book showing the particulars mentioned in sub-paragraphs (i) to (iv).
- (v) The returning officer must forward the statement to the Secretary who must either announce the result of the ballot either at the next general meeting or by giving notice of the result in writing to each member within 60 days of the ballot closing, whichever is the earlier.
- (w) The proposal which received the required majority of votes must be declared won.
- (x) The returning officer must retain all ballot papers (whether formal or otherwise), and rolls used for the conduct of the ballot, locked in the ballot box until the returning officer has been directed by the Board, in writing to destroy them.
- (y) Notice of the result of the ballot (other than a ballot conducted to alter these rules) must be displayed on the notice board at YQ LTD's registered office.
- (z) For a postal ballot altering the rules, YQ LTD must cause the alteration to be notified in writing to its members as soon as practicable after the alteration takes effect but not later than the day notice is given to the members of the next annual general meeting of YQ LTD after the alteration takes effect.

16. MANAGEMENT

16.1 The Executive

YQ LTD shall be managed by the Board.

16.2 Number of Directors on the Board

- (a) The Board shall consist of not less than 7 nor more than 12 persons as Directors who shall be appointed in accordance with these rules.
- (b) The Board may appoint the company Secretary and determine the period for which he or she is to hold office. If the Board does not appoint a company Secretary then, the Executive Officer shall be the company Secretary until the Board makes an appointment under this rule.
- (c) YQ LTD may from time to time by ordinary resolution passed at an annual or general meeting increase or reduce the maximum number of Directors.

16.3 Membership of the Board

- (a) The Board shall comprise:
 - (i) the President;
 - (ii) the Treasurer;
 - (iii) the North Queensland Representative;
 - (iv) the Central Queensland Representative;
 - (v) the South Queensland Representative;
 - (vi) the Immediate Past President; and
 - (vii) such other number of elected persons as is necessary to make up the required number of Directors from time to time.
- (b) The Immediate Past President shall only hold office for 1 year and retire at the first Annual General Meeting following his or her appointment under this rule, but shall be eligible for re-election.

16.4 Election of Directors to the Board

- (a) A person must be either a member or an Authorised Delegate to be eligible for election as a Director of YQ LTD.
- (b) An Authorised Delegate shall immediately resign as Authorised Delegate upon being elected as a Director, unless the rules of that Affiliated Association disqualify the person from being an Authorised Delegate in that event.

- (c) The elected Directors shall hold office for 2 years and retire from office at the second Annual General Meeting following the Annual General Meeting at which they were elected.
- (d) A retiring Director is eligible for re-election.
- (e) An person must reside in the North Queensland region to be elected as the North Queensland Representative unless there isn't a person resident in the North Queensland region nominated as a Director, in which case the members may elect a member who is not resident in that region to be the North Queensland Representative.
- (f) A person must reside in the Central Queensland region to be elected as the Central Queensland Representative unless there isn't a member resident in the Central Queensland region nominated as a Director, in which case the members may elect a member who is not resident in that region as the Central Queensland Representative.
- (g) A person must reside in the South Queensland region to be elected as the South Queensland Representative unless there isn't a member resident in the South Queensland region nominated as a Director, in which case the members may elect a member who is not resident in that region as the South Queensland Representative.

16.5 Casual vacancies

- (a) Any casual vacancy shall be filled by appointment by the Board with the person so appointed taking the place of the Director in respect of whom the vacancy occurred.
- (b) In the event that the number of Directors is reduced to less than 6 then the continuing Directors may only act for the purpose of filling the vacancies until there are at least 6 members of the Board.

16.6 Cessation of membership of the Board

A Director shall cease to be a Director and his or her position as Director shall become vacant if:-

- (a) he or she dies;
- (b) he or she retires or resigns his or her position by giving 1 months notice in writing to the Secretary;
- (c) without permission of the Board, he or she fails to attend 3 consecutive meetings of the Board and in any such case the Board then declares him or her to be no longer a Director;
- (d) he or she is adjudicated bankrupt or enters into a deed of arrangement or assigns his or her estate for the benefit of his or her creditors;
- (e) he or she is or becomes incapable of continuing to act as a Director due to physical or mental incapacity or is convicted of an indictable offence;

- (f) he or she fails to comply with the rules of YQ LTD;
- (g) he or she is excluded from the Board by the members of YQ LTD whether or not on the recommendation of the Board by the passing of an ordinary resolution in general meeting that he or she be excluded from the Board.

16.7 Notice of proposed exclusion

Every Director to be excluded from the Board under rule 16.6(g) shall have 28 clear days notice in writing sent to him or her of the general meeting and such notice shall contain a draft of the proposed resolution and a statement outlining the reasons for proposing such resolution and such Director may attend the general meeting and shall be given the opportunity to place before the meeting orally or in writing any explanation or defence he or she may think fit but shall not be entitled to vote on the resolution.

16.8 Executive officer

- (a) The Board may appoint a person as Executive Officer of YQ LTD.
- (b) The Executive Officer shall be directly responsible to the Board.
- (c) The Executive Officer shall report directly to the Board.
- (d) The Executive Officer shall be responsible for the day to day administration of YQ LTD including, and without limiting the generality of the foregoing, the Executive Officer's duties may include:
 - (i) giving notices of all meetings;
 - (ii) keeping a correct record of all proceedings;
 - (iii) keeping the register of members as required by the constitution; and
 - (iv) discharging such other duties as are usually discharged by an executive officer or general manager or as devolve upon the Executive Officer under the constitution or by resolution of the Board.

17. MEETINGS OF THE BOARD

17.1 Meeting times

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

17.2 Quorum

A quorum shall consist of at least 5 Directors and no business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of the meeting.

17.3 Notice of board meetings

The Board shall appoint a day, or days, in any month or months for regular meetings at an hour to be named and no additional notice to Directors of such meetings shall be required.

17.4 Special meetings of the Board

- (a) The President or any 3 Directors may requisition a special meeting of the Board at any time whereupon the Secretary shall convene a meeting of the Board within 7 days from the date of receiving the requisition.
- (b) The Secretary shall give notice in writing of the time and place of a special meeting of the Board to every Director as soon as possible after receiving the requisition. The notice shall be given as provided in rule 25. The business of the meeting need not be specified in the notice and the accidental omission to give notice or the non-receipt of any such notice by any of the Directors shall not invalidate any resolution passed at any such meeting.
- (c) The President shall have power to dispense with the requirement for notice when dealing with matters of extreme urgency.

17.5 Voting at Board meetings

Subject to rule 17.7, each Director present shall be entitled to 1 vote on any question arising at any meeting of the Board.

17.6 Resolution

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

17.7 No vote in respect of interested contracts

A Director shall not be entitled to vote at any Board meeting or general meeting of YQ LTD in respect of any contract or proposed contract with YQ LTD in which he or she is in any way directly or indirectly interested or in respect of any matter arising out of such contract or proposed contract.

17.8 Resolution in writing

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

17.9 Electronic communication

- (a) For the purpose of these rules, the contemporaneous linking together by telephone,

radio, closed circuit television or other electronic means of audio or audio-visual communication or other means of communication of a number of Directors not less than the quorum together with the Secretary, whether or not any one or more of the Directors is out of the Commonwealth of Australia, shall be deemed to constitute a meeting of the Directors and all the provisions in these rules as to meetings of the Directors shall apply to such meetings as long as the following conditions are met:-

- (i) all the Directors for the time being entitled to receive notice of a meeting of the Directors may receive notice of such a meeting by telephone or other means of communication and be linked by telephone or such other means for the purposes of such meeting;
- (ii) each of the Directors taking part in the meeting by telephone or other means of communication and the Secretary or Treasurer must be able to hear each of the other Directors taking part at the commencement of the meeting;
- (iii) at the commencement of the meeting each Director must acknowledge his or her presence for the purpose of a meeting of the Board to all the other Directors taking part.

- (b) A Director may not leave the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid.

17.10 Directors may contract with YQ

Any Director shall, notwithstanding his or her office, be at liberty to enter into any contract with YQ LTD either as vendor purchaser or otherwise or to perform any services for YQ LTD for a reward or remuneration provided that where the nature and extent of his or her interest in any such contract does not appear on the face thereof he or she shall disclose the same to the Board at or prior to the meeting of the Board at which the contract is considered and provided that he or she shall not unless invited by the Board so to do take part in any discussion or debate and shall not vote on any resolution relating to any such contract or to any services to be performed as aforesaid.

18. CHAIRPERSON

18.1 President to Chair meetings

The President shall preside as Chairperson at every YQ meeting and Board meeting. If there is no President or the President is not present at any meeting within 30 minutes after the time appointed for the holding of such meeting or is unwilling to act, the members of YQ LTD or the Board (if it is a Board meeting) present in person or by attorney or by proxy may choose from their number a Chairperson for the meeting.

18.2 Casting vote

The Chairperson of any YQ or Board meeting shall be entitled to vote and in case of an equality of votes he or she shall be entitled to a casting vote in addition to his or her deliberative vote.

19. MINUTE BOOK

- (a) The Secretary shall cause minutes to be duly entered in the records provided for the purpose of recording:-
 - (i) all elections of Directors of the Board;
 - (ii) the names of the persons present at each meeting of the Board and general meetings;
 - (iii) all resolutions and proceedings of each meeting of the Board and general meetings;
- (b) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every meeting of the Board shall be adopted by the Board at the next succeeding meeting then signed by the Chairperson of the meeting or the Chairperson of the next succeeding Board meeting verifying their accuracy.
- (c) Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting.
- (d) However, the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

20. POWERS AND DUTIES OF THE BOARD

20.1 Control of management

Subject to the Law and to any other provision of these rules, the Board:-

- (a) shall have the general control and management of the administration of the affairs, property and funds of YQ LTD; and
- (b) may exercise all such powers of YQ LTD as are not, by the Law or by these rules, required to be exercised by YQ LTD in general meeting.

20.2 General powers

Without limiting the generality of rule 20.1, the Directors may exercise all the powers of YQ LTD to:

- (a) borrow or raise or secure the payment of money in such manner as the members of the Executive 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 YQ LTD in any way;
- (b) borrow amounts from members and pay interest on the amounts borrowed;
- (c) charge any property or business of YQ LTD;
- (d) issue debentures or give any other security for a debt, liability or obligation of YQ LTD or of any other person or body corporate;
- (e) invest in such manner as the Board may from time to time determine;
- (f) make, amend or repeal by-laws or regulations, not inconsistent with these rules for the general conduct and management of YQ LTD and the business of the Board provided that any by-law may be set aside by a general meeting of members;
- (g) appoint, employ, remove or suspend such employees, contractors, agents, consultants and other persons as may be necessary or convenient for the purposes to YQ LTD on such terms and conditions as shall be determined by the Board; and
- (h) enter into any trust arrangements with a trustee, corporate or otherwise, for the purpose of creating a trust fund or funds.

20.3 Committees

- (a) **(Appointment of committees):** The Board may from time to time appoint committees of the Board consisting of Directors and/or members and may delegate thereto such business or matters as the Board may deem fit.
- (b) **(Quorum):** The quorum of any committee consisting of 4 or more members shall be 3 and if the committee consists of less than 4 the quorum shall be 2
- (c) **(Chairperson):** The Chairperson of each committee shall be selected by the Directors on the Board.
- (d) **(Appointment):** Any Director may be appointed to any committee and any Director may be appointed to more than one committee.
- (e) **(Observers):** Any Director may attend any meeting of a sub-committee of which he or she is not a member, as an observer.
- (f) **(Membership):** Membership of committees shall not necessarily be confined to Directors.
- (g) **(Committee can co-opt others):** Each committee may co-opt any person to serve on that committee with the approval of the Board.
- (h) **(Meetings of committees):** The meetings and proceedings of each committee shall be governed by such rules as may from time to time be made by the Directors

on each such committee and, in default of such rules, by the provisions contained in these rules, where applicable, for regulating the meetings and proceedings of the Board.

21. SEAL

21.1 Execution without a company seal

The Company may execute a document without a Seal in accordance with the Corporations Law.

21.2 Company seal

The Directors may obtain and provide for the safe custody of a Seal.

21.3 Use of seal

The Seal shall only be used with the authority of the Board and every document to which the Seal is affixed shall be signed by the President and shall be counter-signed by the Secretary or a Director appointed by the Board to countersign that document or a class of documents in which that document is included

22. INSPECTION OF RECORDS

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

23. FUNDS

23.1 Funds to be banked

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

23.2 Signing of cheques

All bills of exchange, promissory notes or other negotiable instruments shall be accepted, made, drawn or endorsed on behalf of YQ LTD by any 2 Directors or any Director and the Secretary authorised to accept, make, draw or endorse bills of exchange, promissory notes or other negotiable instruments on behalf of YQ LTD from time to time by the Board or in such other manner as may be approved by the Board.

23.3 Imprest accounts

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

23.4 Endorsement of cheques

Cheques or other negotiable instruments paid to the financial institution of YQ LTD for collection requiring the endorsement of YQ LTD may be endorsed by any Director as may be appointed from time to time by the Board or in such other manner as may be approved by the Board.

23.5 Expenditure

All expenditure shall be approved at a Board meeting then ratified at the next Board meeting after the expenditure.

23.6 Books of account

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

24. ACCOUNTS OF YQ LTD

24.1 Consideration of accounts

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

24.2 Audit of accounts

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

- (e) The Board shall fix the remuneration of auditors.

25. NOTICE

25.1 Notice requirements

- (a) A notice may be given by YQ LTD to any member or Director personally or by sending it either:
 - (i) by post to the member or Director at the member's or Director's registered address; or
 - (ii) by facsimile to the member's or Director's registered facsimile number; or
 - (iii) by Email to the member's Email address.
- (b) 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, whether the notice forms part of or is accompanied by other material, and to have been effected in the case of a notice of a meeting, on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile service of the notice shall be deemed to be effected on the date of its transmission.
- (d) Where a notice is sent by Email service of the notice shall be deemed to be effected on the date of its transmission.

25.2 Recipients of notice

Notice of every general meeting shall be given in any manner authorised in these rules to-

- (a) every member whose name and address is recorded in the Register; and
- (b) every Director of the Board.

26. FINANCIAL YEAR

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

27. INDEMNITY

27.1 Officer indemnity and insurance premiums

Every person who is or has been an officer of YQ LTD will be indemnified out of the property of YQ LTD against:

- (a) a liability to another person (other than YQ LTD or a related body corporate) incurred by the person in his or her capacity as officer unless the liability arises

out of conduct involving a lack of good faith; and

(b) a liability for costs and expenses incurred by the person:

- (i) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; and
- (ii) in connection with any application, in relation to those proceedings referred to in the previous sub-clause (i) in which the Court grants relief to the person under the Corporations Law.

27.2 Payment of premiums

YQ LTD may pay any premiums in respect of a contract insuring a person who is or has been an officer of YQ LTD against liabilities incurred by that person as an officer of YQ LTD to the extent permitted by the Law.

27.3 Definition of "officer"

"Officer" has the same meaning ascribed to that term in section 241(4) of the Law.

28. INTERPRETATION OF RULES

If any doubt shall arise as to the proper construction or meaning of any of these rules or of any expression used therein the decision of the Board thereon shall be final and conclusive provided such decision be reduced to writing and recorded in the minute book of the proceedings of the Board.

29. ALTERATION OF RULES

These rules, or any other rules for the time being in force, may be altered, rescinded or repealed and new rules may be made by YQ LTD in the manner prescribed by the Law. Nothing whether contained in the rules for the time being in force or otherwise howsoever shall be construed as implying or creating any privilege, priority or right in favour of any member so as to limit the power of YQ LTD at any time to alter rescind or repeal the same to make new rules in their place.

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CONSTITUTION
OF
YACHTING QUEENSLAND LTD
ACN 010 268 014
(A company limited by guarantee)

DUNHILL

MADDEN

BUTLER

Solicitors

Level 8

Comalco Place

12 Creek Street

BRISBANE Q 4000

Tel: (07) 3307 8888

Fax: (07) 3307 8800

Ref: PPH:KJW:972346

BRISBANE CANBERRA SYDNEY MELBOURNE