

WHITTLEY CLUB QUEENSLAND INC

CONSTITUTION, RULES AND BY-LAWS

NAME

1. **The name** of the incorporated association shall be **WHITTLEY CLUB QUEENSLAND INC.** (in these rules referred to as "the Club").

OBJECTS

2. **The objects** for which the CLUB is established are:
 - (1) To acquire the assets of and continue the activities of the Club presently known as WHITTLEY CLUB QUEENSLAND.
 - (2) To encourage and further the sport of Boating by any means which may from time to time bedetermined.
 - (3) To encourage and promote Social and Boating-related activities among members.
 - (4) To foster and develop Safe Boating procedures and to familiarise members with safety procedures e.g. navigation.
 - (5) To convene meeting and discussions and issue newsletters disseminating Boating information and bandy hints and other Club news and matters of interest.
 - (6) To purchase for and/or arrange on behalf of members, Club apparel and Boating and fishing gear at discount prices, to negotiate discounts on other items such as Insurance and generally provide service and advice for the benefit of members.

POWERS

3.
 - (1) The Club has, in the exercise of its affairs, all the powers of an individual.
 - (2) The Club may, for example:
 - (a) enter into contracts: and
 - (b) acquire, hold, deal with and dispose of property: and
 - (c) make charges for services and facilities it supplies: and
 - (d) do other things necessary or convenient to be done to carry out its affairs.
 - (3) The Club may take over the funds and other assets and liabilities of the presents unincorporated Club known as "CLUB WHITTLEY QUEENSLAND".
 - (4) The Club may issue secured and unsecured notes, debentures and debenture stock for the Club.

CLASSES OF MEMBERSHIP

4. (1) The membership of the Club shall comprise:
- (a) Ordinary Members who own a Whittley boat, and
 - (b) Social Members who have disposed of their Whittley Boat, provided they have maintained continuous financial membership at the same rate of Ordinary Members however Social Members will not be eligible to vote at the Annual General Meeting or hold a position on the Committee or as an Officer of the Club. If a Social Member who has maintained continuous financial membership purchases a Whittley boat again then all rights of Ordinary Members shall revert to them including consideration for Honorary Life Membership.
 - (c) Honorary Life Members, and
 - (d) Honorary Junior Members (up to the age of 18 years)
- (2) In the instance of Joint-ownership of a Boat, the joint-owners **each** may become an ordinary or social member on the basis of a **maximum of two ordinary or social members per boat.**
- (3) Each member who at the date of incorporation of the Club, was a financial member of the unincorporated Club and who on or before the date fixed by the management committee for the purpose, agrees in writing to become a member of the Club, shall be admitted to the same class of membership of the Club as that member held in the unincorporated Club.
- (4) The application for membership shall be made in writing, signed by the applicant and shall be in such form as the management committee from time to time prescribes.

MEMBERSHIP FEES

6. (1) The membership fees will apply to ordinary and social membership and shall be such sum and shall be payable and in such a manner as the management committee shall from time to time determine.
- (2) Membership fees become due annually on 1 July.
- (3) For any Ordinary members joining between 1 January and 30 June, the initial amount due will be an amount equal to fifty percent of the membership for that current year.
- (4) There will not be no pro-rata refund of membership fees for any member who may resign or have his or her membership terminated.

TERMINATION OF MEMBERSHIP

7. (1) A member may resign from the Club at any time by giving notice in writing to the Club Secretary.
- (2) Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (3) If a member:
- (a) fails to comply with any of the provisions of these rules: or
 - (b) has membership fees in arrears for a period of in excess of 2 months: or
 - (c) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Club, the management committee shall consider whether the member's membership shall be terminated.
- (4) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the management committee resolves to terminate the membership, it shall instruct the Secretary to advise the member in writing accordingly.

REGISTER OF MEMBERS

8. (1) The management committee shall cause a register to be kept in which shall be entered details of the names, residential addresses, telephone and facsimile numbers of all persons admitted to membership of the Club including the dates of their admission. Boat details also shall be entered.
- (2) The register shall be open for inspection at all reasonable time by any member who previously applies to the Secretary for such inspection.

OFFICERS OF THE CLUB

9. The Officers of the Club shall comprise the following:
- (a) Patron
 - (b) Commodore
 - (c) Vice-Commodore
 - (d) Honorary Secretary
 - (e) Honorary Treasurer
 - (f) Honorary Auditor
 - (g) Junior Commodore

HONORARY SECRETARY AND HONORARY TREASURER

10. (1) If a vacancy happens in the office of Honorary Secretary (in these rules referred to as "the Secretary") or Honorary Treasurer (in these rules referred to as "the Treasurer") the members of the management committee must appoint or elect a Secretary or Treasurer within 1 month after the vacancy occurs.
- (2) The Secretary and Treasurer must be individuals residing in Queensland, each of whom is:
- (a) a financial ordinary member of the Club elected by members of the Club at a general meeting, as Secretary or Treasurer; or
 - (b) a financial ordinary member of the management committee appointed by that committee, as Acting Secretary or Acting Treasurer.

MEMBERSHIP OF MANAGEMENT COMMITTEE

11. (1) The management committee of the Club shall comprise a Commodore, Vice-Commodore, Treasurer and Secretary each of whom shall be a financial ordinary member of the Club plus such a number of other financial ordinary members as the financial ordinary members of the Club at a general meeting may from time to time elect.
- (2) At a general meeting of the Club, all the members of the management committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (3) The election of officers and other members of the management committee shall take place in the following manner:
- (a) any one financial ordinary member of the Club shall be at liberty to nominate any other financial ordinary member to serve as an officer or other member of the management committee; and
 - (b) all nominations shall be taken from the floor of the annual general meeting.

DUTIES OF OFFICERS

12. (1) The duties of the Commodore shall be to:
- (a) Take command of the fleet at Club events;
 - (b) Preside at all meeting of the Club;
 - (c) Be the Chief Executive and representative of the Club for all formal and business occasions, including interaction with Whittley Industries Ltd, Northside Marine Ltd and other sponsors;
 - (d) Prepare and maintain a business plan for the Club;
 - (e) Prepare and maintain an Internet Web Page for the Club;
 - (f) Edit the Club newsletter; and
 - (g) In the exercise of these duties, delegate at his or her discretion to the Vice-Commodore and management committee members and be subject to the direction of the management committee.

- (2) The duties of the **Vice-Commodore** shall be to:
 - (a) Research ideas and venues for Club scheduled events:
 - (b) Organise and advise members of scheduled events:
 - (c) Research ideas for fund raising for the Club:
 - (d) Maintain a record of Club events for presentation to the annual general meeting:
 - (e) Assist the Commodore in the discharge of duties and in his or her absence, shall officiate in his or her stead.
- (3) The duties of the Secretary shall be to:
 - (a) Prepare and issue a notice of meeting including agenda of business to be conducted at each meeting:
 - (b) Keep a true and correct record of the proceedings at all meetings:
 - (c) Conduct all correspondence and maintain documents and files of all Club business in both paper and electronic form:
 - (d) Attend all meeting of the Club with all necessity books and papers and in the case of inability to do so, cause the books and papers to be conveyed to the place of the meeting:
 - (e) Conduct correspondence and application forms with a copy of the Club constitution, rules and by-laws to all new members:
 - (f) Conduct correspondence for the renewal of membership to all members:
 - (g) Confirm their election in writing, to elected officers and management committee members:
 - (h) Confirm their removal in writing, to removed officers and management committee members:
 - (i) Prepare and distribute a regular club newsletter to all financial members:
 - (j) Maintain a register of member details and their respective boat description details:
 - (k) Maintain a register of all Club assets:
 - (l) Ensure that all Club assets and the Common Seal are kept in a secure location; and
 - (m) In the exercise of these duties, be subject generally to the direction of the Commodore.
- (4) The duties of the **Treasurer** shall be to:
 - (a) Exercise general supervision over accounts of the Club subject to the direction of the management committee and issue receipts for all monies received and to bank all such monies in the Club's bank account:
 - (b) Maintain a progressive budget report:
 - (c) Prepare and present to each management committee meeting, a progressive budget statement, a statement of receipts and payments and bank reconciliation statement for the period since the last management committee meeting:
 - (d) Prepare and present to the Annual General Meeting, an audited and certified statement of receipts and payments up to the end of the financial year i.e. 30 June:
 - (e) Discharge all other such duties as resolved by the management committee.
- (5) The Treasurer, Commodore, Vice Commodore and Secretary shall operate the Club's bank account with any two officers to sign the cheques.

RESIGNATION OR REMOVAL FROM OFFICE

13. (1) Any officer or member of the management committee may resign from membership of the management committee at any time by giving notice in writing to the Secretary, and such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) An officer or management committee member may be removed from office at a general meeting of the Club where that member shall be given the opportunity to fully present his or her case.
- (3) An officer or management committee member may be removed from office by the management committee if that member does not comply with the rules of the management committee.
- (4) The question of removal in all cases shall be determined by the vote of the financial members present at the general meeting or by management committee members present at the Committee meeting.

VACANCIES ON MANAGEMENT COMMITTEE

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- (1) The management committee shall have power at any time to appoint any financial ordinary member of the Club to fill any casual vacancy on the management committee, until the next Annual General Meeting.
 - (2) The continuing members of the management committee may act notwithstanding any casual Vacancy in the management committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the management committee, the continuing members may act for the purpose of increasing the number of members of the management committee to that number.

FUNCTIONS OF MANAGEMENT COMMITTEE

- 15
- (1) Except as otherwise provided by these rules and subject to resolutions of the members of the Club carried at any general meeting, the management committee:
 - (a) shall have the general control and management of the administration of the affairs, property and funds of the Club; and
 - (b) shall have authority to interpret the meaning of these rules and any matter relating to the Club on which these rules are silent.
 - (2) The management committee may exercise all the powers of the Club:
 - (a) 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.
 - (b) to invest in such a manner as the members of the Club may from time to time determine.

MEETINGS OF MANAGEMENT COMMITTEE

- 16.
- (1) The management committee shall meet at least once every 2 calendar months to exercise its functions.
 - (2) The management committee must decide how a meeting is to be called.
 - (3) Notice of a meeting including an agenda is to be given in the way decided by the management committee.
 - (4) A special meeting of the management committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the management committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted there at.
 - (5) At every meeting of the management committee, a simple majority of a number equal to the number of members elected and/or appointed to the management committee as at the close of the last general meeting of members, shall constitute a quorum.
 - (6) Subject as previously provided in this section, the management committee may meet together and regulate its proceedings as it thinks fit.
 - (7) However, questions arising at any meeting of the management committee shall be decided by a majority of votes and in the case of equality of votes, the Chairperson has the determining vote.
 - (8) A member of the management committee shall not vote in respect of any contract or proposed contract with the Club in which the member is interested or any matter arising thereout and if the member does so vote, the member's vote shall not be counted.
 - (9) Not less than 14 days' notice shall be given by the Secretary to members of the management committee of any special meeting of the management committee.
 - (10) Such notice shall clearly state the nature of the business to be discussed thereat.

- (11) If within 30 minutes after the time appointed for the commencement of a management committee meeting, a quorum is not present, the meeting, if convened upon the requisition of members of the management committee, shall lapse.
- (12) In any other case, it shall stand adjourned to the same day in the next week at the same time and venue, or to such other day and at such other time and venue as the management committee may determine, and if at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting shall lapse.
- (13) The Commodore shall preside as Chairperson at every meeting of the management committee or if the Commodore is unavailable, the Vice-Commodore shall be the Chairperson or if the Vice-Commodore is unavailable, then the members may choose one of their number to be Chairperson of the meeting.
- (14) The Secretary shall record full and accurate minutes of all question. matters, resolutions and other- proceedings of every management meeting. These minutes are to be distributed to management committee members within 10 days of the meeting.
- (15) The minutes of every management committee meeting shall be signed by the Chairperson of the respective meeting following confirmation of their accuracy, at the next management committee meeting.

DELEGATION OF POWERS OF MANAGEMENT COMMITTEE

17. (1) The management committee may delegate any of its powers to a sub-committee consisting of such members of the Club as the management committee thinks fit. The Secretary shall confirm details of such delegation in writing:
- (2) Any sub-committee so formed shall in the exercise of the powers so delegated, conform to any scope and regulations that may be imposed by the management committee.

FIRST ANNUAL GENERAL MEETING

13. (1) The first annual general meeting must be held within 18 months after the day the Club is incorporated.
- (2) The business to be transacted at his first meeting must include the election officers and a committee as well the appointment of an auditor.

SUBSEQUENT ANNUAL GENERAL MEETINGS

19. Each subsequent amwal general meeting must be held:
 - {a) once each year: and
 - (b) within 3 months after the end of the Club's last financial year.

BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING

20. (1) The following business must be transacted at every annual general meeting:
 - (a) the confirmation of the minutes of and completion of business from the last general meeting:
 - (b) the receipt of the report of Club activities for the last financial year:
 - (b) the receipt of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Club, for the last financial year:
 - (c) the receipt of the Auditor's report of the financial affairs of the Club, for the last financial year.
 - (d) the presentation of the audited statement to the meeting, for adoption:
 - (e) the presentation of any amendments to the Club's Constitution, Rules and By-laws as proposed by the management committee:
 - (e) the election of officers and members of the management committee:

- (f) the appointment of an auditor; and
- (g) any general business items.
- (2) Voting shall be by show of hands-one vote per financial ordinary member:
- (3) The Secretary shall cause full and accurate minutes of all questions, matter, resolutions and other proceedings of every general meeting and these minutes made available to all financial members.
- (4) Following the confirmation of their accuracy, the minutes of the last general meeting shall be signed by the Chairperson of that meeting or by the Chairperson of the current general meeting.

QUORUM AT GENERAL AND ANNUAL GENERAL MEETING

- 21. (1) At any general or Annual General Meeting the number of financial ordinary members required to constitute a quorum shall be double the number of members presently on the management committee, plus one.
- (2) No business shall be transacted at any general meeting unless a quorum of financial ordinary members is present at the time when the meeting proceeds to business,

PROCEDURES AT GENERAL AND ANNUAL GENERAL MEETINGS

- 22. Unless otherwise provided by these rules, at every general meeting:
 - (a) The Commodore shall preside as Chairperson or if the Commodore is not present, the Vice Commodore shall preside as Chairperson or if the Vice-Commodore also is not present, then the financial ordinary members present may elect one of their number to be Chairperson of the meeting:
 - (b) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner:
 - (c) Each question, matter or resolution shall be decided by a majority of votes of financial ordinary members present:
 - (d) Each financial ordinary member shall be entitled to one vote and in the case of an equality of votes, the Chairperson shall have the degerming vote:
 - (e) Voting shall be by show of hands:
 - (f) The Chairperson shall appoint two members as scrutineers to count votes i.e. show of bands.

SAFETY DECLARATION

- 23. In signing the application for Club membership and subsequent applications for renewal thereof, a member agrees to abide by the constitution, rules and by-laws of the Club, including the following code of behavior:

"The member accepts and acknowledges that the natural environment and in particular, the marine environment, may at times be hazardous and further agrees and confirms that at all times, the member shall be responsible for the safety of his or her vessel and all persons on board from time to time, whether they be crew members or family or guests".

RELEASE AND INDEMNITY

- 24. In signing the application for Club membership and subsequent applications for renewal thereof, a member agrees to abide by the constitution, rules and buy-laws of the Club, including the following releases and indemnities:

- (a) "The member expressly releases Whittleby Club Queensland, its officers, management committee members, servants and other agents from any claims for damages or liability whatsoever and howsoever caused or arising for any injury or damages suffered to the member himself or herself, the member's vessel, the member's, crew members, the member's family or the member's guests and which may occur or as a result of an event organised by Whittleby Club Queensland".
- (b) "The member indemnifies and keeps indemnified Whittleby Club Queensland, its officers, management committee members, servants and agents against all actions, suits, claims, damages, loss and or expenses whatsoever and howsoever incurred as a result of the member's participation in an event organised by Whittleby Club Queensland."

BY-LAWS

- 25. The management 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 financial ordinary members.

ALTERATION TO CONSTITUTION AND RULES

- 26. Subject to the provisions of the "Associations Incorporation's Act 1981", these rules may be amended, rescinded or added to from time to time by a special resolution carried at a general meeting.

FUNDS AND ACCOUNTS

- 27.
 - (1) The funds of the Club must be kept in the name of the Club in a financial institution decided by the management committee.
 - (2) Proper books and accounts shall be kept and maintained either in written or printed form showing correctly the financial affairs of the Club and the particulars usually shown in books of a like nature.
 - (3) All monies received shall be deposited as soon as possible after receipt thereof
 - (4) All amounts owing shall be paid by cheque signed by any two of the Commodore, Secretary or Treasurer or other financial member authorised from time to time by the management committee.
 - (5) All expenditure shall be pre-approved, approved or ratified at a management committee meeting.
 - (6) As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared, a statement containing the particulars of the income and expenditure for the financial year just ended and the assets and liabilities affecting the property of the Club at the close of that year.
 - (7) The Auditor must examine the statement prepared under sub-section 27 (6) and present a report on it to the Secretary before the next annual general meeting following the end of the financial year for which the audit was performed.
 - (8) The income and property of the Club must be used solely in promoting the Club's objects and exercising the Club's powers.

DOCUMENTS

- 28. The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the Club.

COMMONSEAL

29. (1) The management committee shall provide for a common seal and for its safe custody.
(2) The common seal shall be used only by the authority of the management committee and each instrument to which the seal is affixed shall be signed by the Commodore and shall be countersigned by the Secretary or another committee member appointed by the management committee.

CLUBLOGOS

30. (1) The Whittley Club **Queensland** logo shall be kept in the name of the Club with an appropriate clothing manufacturer and embroiderer, as agreed by the management committee.
(2) The Whittley Club **Generic** logo shall be kept in the name of the Club with an appropriate clothing manufacturer and embroiderer, as agreed by the management committee.
(3) Changes to the Whittley Club **Queensland** logo shall be approved by the management committee.
(4) Changes to the Whittley Club **Generic** logo shall be agreed by the management committee in conjunction with a representative of Northside Marine Ltd. or Whittley Industries Ltd.
(5) All logos may be registered as patents and become the intellectual property of the Club.

Commented [JH1]: Do we need to change this?

FINANCIAL YEAR

31. The financial year of the Club shall close on 30 June in each year.

DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

32. If the Club is wound-up and there are surplus assets, these assets must not be distributed among members but must be given to another entity that:
(a) Has objects similar to the Club's objects and
(b) Has rules which prohibit the distribution of the entity's income and assets to members.

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Document Version 1.2

Approved at the General Meeting

of

WHITTLEY CLUB QUEENSLAND INC.

held on 6th November 2021



WHITTLEY
CLUB
QUEENSLAND