



CLUB RULES

BAYVIEW HARBOUR CLIPPER CLUB INC.

Version 4.0 – 21 July 2023

1. Interpretation

1.1. In these rules:

- (a) "**Accommodation Towers**" refers to the four strata titled accommodation buildings located in the Bayview Harbour, specifically:
 - (i) Broadwater Tower
 - (ii) Les Colonnades
 - (iii) Leeward Tower and
 - (iv) Bayview Tower
- (b) "**Act**" means the *Associations Incorporation Act 1981* (Qld)
- (c) "**Bayview Harbour**" means the area located in Bayview Street, Runaway Bay in the State of Queensland, bounded on the northern side by Oatland Esplanade, and includes the Accommodation Towers and the Bayview Harbour Marina.
- (d) "**Bayview Harbour Marina**" means the marina forming part of the Bayview Harbour complex consisting of an inner and outer harbour the subject of a registered lease between Bayview Harbour Yacht Squadron Pty Ltd and the Department of Natural Resources and Mines, QLD
- (e) "**Chief Executive**" is the chief executive as defined in the Act and who keeps the register of incorporated associations in Queensland.
- (f) "**Management Committee**" means persons elected to one of 7 positions see rule 20.
- (g) "**present**":
 - (i) at a management committee meeting, see rule 25.6 or
 - (ii) at a general meeting, see rule 39.2.

1.2. A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2. Name and Address

2.1. The name of the incorporated association is "Bayview Harbour Clipper Club Inc" ("**the Association**"). Its registered address is Lot 110, 21 Bayview St, Runaway Bay QLD 4216

3. Objects

3.1. The object of the Association is to provide such facilities and services as the Association may determine as appropriate from time to time including, without limitation, restaurant, and bar facilities.

4. Powers

4.1. The Association has the powers of an individual.

4.2. The Association may, for example:

- (a) enter into contracts
- (b) acquire, hold, deal **with** and dispose of property
- (c) make charges for services and facilities it supplies and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

4.3. The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

5. Classes of members

5.1. The membership of the Association consists of any of the following classes of members:

- (a) Ordinary members
- (b) Associate members
- (c) Life members

5.2. Membership in any class is restricted to persons who have attained the age of eighteen (18) years.

5.3. The number of members of any class is unlimited other than Associate members per rule 12.7.

6. Ordinary Members

6.1. A person is entitled to become an ordinary member if:

- (a) they are the registered owner, including any joint registered owner whether as joint tenant or tenant in common, of a unit in one of the Accommodation Towers
- (b) they are the spouse, partner or issue of a person who qualifies under the preceding rule 6.1(a)
- (c) they are nominated by a corporation pursuant to rule 6.3
- (d) they are the spouse or partner of a person who qualifies under the preceding rule 6.1(c).

6.2. A maximum of two (2) people can become members from any unit in the Accommodation Towers, notwithstanding how many registered owners there are under rule 6.1(a) or children there may be under rule 6.1(b).

6.3. Where the registered owner of a unit in one of the Accommodation Towers is a corporation, that corporation may nominate in writing one (1) person who will represent the corporation in relation to that particular unit and be entitled to ordinary membership.

7. Associate Members

7.1. Associate membership is open to any one person who is

- (a) A berth holder within the Bayview Harbour Yacht squadron or
 - resident within Bayview Harbour
 - or has been a previous Ordinary Member through ownership within Bayview Harbour
- (b) or has been a previous approved Associate member.

8. Life membership

8.1. Life membership of the Association will be bestowed upon any person so nominated pursuant to rule 9 who is subsequently approved by resolution of the members at any general meeting of the Association.

8.2. Life members are entitled to all the rights and privileges of an ordinary member, including voting rights in accordance with these rules.

9. New membership

9.1. An applicant for Ordinary membership of the Association must be applied for via the Clipper Club Website at www.clipperclub.com.au. The Association Management Committee considers for approval all applications. Upon approval payment will be

required if not already paid or refunded if not approved.

- 9.2. Where the application is for Associate membership of the Association, this must be applied for via the Clipper Club Website at www.clipperclub.com.au. The Association Management Committee considers for approval all applications. Upon approval payment will be required if not already paid or refunded in not approved.
- 9.3. Nomination for Life membership of the Association must be emailed to info@clipperclub.com.au outlining the reasons for the nomination. The Association Management Committee considers for approval all applications. Upon approval payment will be required if not already paid or refunded in not approved.

10. Membership fees

- 10.1. The membership fee for each ordinary membership and for each other class of membership (if any):
- (a) is the amount decided by the members from time to time at a general meeting and
 - (b) is payable when, and in the way, the management committee decides, including pro-rata where any member is a member for only part of any annual period.

11. Admission and rejection of new members

- 11.1. The management committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the management committee considers the persons application, the person is advised:
- (a) whether or not the Association has public liability insurance and
 - (b) if the Association has public liability insurance, the amount of the insurance.
- 11.2. The management committee must consider an application for membership not later than at the next committee meeting held after it receives:
- (a) the application for membership pursuant to rule 9 and
 - (b) the appropriate membership fee for the application.
- 11.3. Where the application is for Ordinary membership, an eligible applicant will automatically be admitted as an Ordinary member upon delivery to the management committee of their application and payment of the relevant membership fee.
- 11.4. Where application is for Associate membership:
- (a) The management committee must decide at the meeting whether to accept or reject the application.
 - (b) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as an Associate member.
 - (c) The Secretary, or delegate, of the Association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant written notice of the decision.

12. When membership ends

- 12.1. A member may resign from the Association by giving a written notice of resignation to the Secretary.
- 12.2. The resignation takes effect at:
- (a) the time the notice is received by the Secretary or
 - (b) if a later time is stated in the notice, the later time.

12.3. The management committee may terminate a member's membership if the member:

- (a) is convicted of an indictable offence or
- (b) does not comply with any of the provisions of these rules or
- (c) has membership fees in arrears for at least two (2) months or
- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association, or fails to comply with the Code of Conduct as outlined in Clause 15, 15.1 and 15.2.

12.4. The management committee may terminate a member's membership pursuant to rule 12.3(c) without notice.

12.5. Before the management committee terminates an Ordinary member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

12.6. If, after considering all representations made by the Ordinary member, the management committee decides to terminate the membership, the Secretary of the committee must give the member a written notice of the decision.

12.7. The management committee is empowered to regulate the number of Associate members and may, at its absolute discretion, at or near the anniversary of an Associate member's membership terminate such membership by written notice to the person concerned.

12.8. Where an Associate member's membership is terminated pursuant to rule 12.7 the management committee is not obliged to provide any reason or explanation for the termination to the person concerned.

13. Appeal against rejection or termination of membership

13.1. A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the persons intention to appeal against the decision.

13.2. A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.

13.3. If the Secretary receives a notice of intention to appeal. the Secretary must, within one (1) month after receiving the notice, call a general meeting to decide the appeal.

14. General meeting to decide appeal

14.1. The general meeting to decide an appeal must be held within three (3) months after the Secretary receives the notice of intention to appeal.

14.2. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

14.3. Also, the members of the management committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

14.4. An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

14.5. If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the full or pro rata membership fee paid by the person.

15. Clipper Club Code of Conduct

15.1 Clipper Club Members have a right to:

- a) Be treated fairly, equitably and with respect by the Association's Management Committee and other members.
- b) Socialise in an environment free from all forms of harassment and discrimination.
- c) Privacy and confidentiality concerning records, documentation and any other communication containing a member's personal information, unless consent is otherwise provided.
- d) Be informed and actively involved in all club events and offerings.
- e) Voice their opinions, requirements, and suggestions to the Committee.
- f) Enjoy member benefits that accrue including members discounts that may be offered and any favourable pricing to functions of the Association.

15.2 Clipper Cub Members must:

- a) Treat other members, guests, staff of venues and other patrons (where a social club function is being held) fairly, equitably and with respect and courtesy.
- b) Behave responsibly and ensure they conduct themselves in a manner which will not injure the reputation of the Association, its events, organisers, participants, or sponsors)
- c) Not physically or verbally harass or cause harm to others.
- d) Report any inappropriate behaviour of a member to the management committee of the Association for action and follow-up.
- e) Abide by this Code and the Rules of the Association.
- f) Pay any fees in relation to an event, or offering (e.g. tickets or memberships) which that member has committed to, regardless of whether the member subsequently attends the event or not.
- g) Notify the Association's Membership Officer of any changes to address or details of spouse, partner or issue of a person.
- h) Not use their membership privileges to purchase tickets to any event or other offering, at a membership price, for non-members of the Association (except for parties entitled to such prices as advised by the management committee from time to time).
- i) Reimburse the Association for the difference in price, if a ticket purchased by a member is then on sold to a nonmember.

16. Register of members

- 16.1. The management committee must keep a register of members of the Association. This is maintained by the committee member nominated as the Membership Officer
- 16.2. The register must include the following particulars for each member:
 - (a) the full name of the member
 - (b) the postal or residential address of the member
 - (c) the date of admission as a member
 - (d) the date of death or time of resignation of the member
 - (e) details about the termination or reinstatement of membership
 - (f) any other particulars the management committee or the members at a general meeting decide.
- 16.3. The register must be open for inspection by members of the Association at all reasonable times and records maintained during the term of membership and for 7 years
- 16.4. A member must contact the Secretary to arrange an inspection of the register.
- 16.5. However, the management committee may, on the application of a member of the Association, withhold information about the member (other than the members full name from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

17. Prohibition on use of information on register of members

- 17.1. A member of the Association must not:
- (a) use information obtained from the register of members of the Association to contact or send material to another member of the Association for the purpose of advertising for political, religious, charitable, or commercial purposes or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable, or commercial purposes.
- 17.2. Rule 16.1 does not apply if the use or disclosure of the information is approved by the management committee.

18. Appointment or election of Secretary

- 18.1. The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
- (a) a member of the Association elected by the Association as Secretary; or
 - (b) any of the following persons appointed by the management committee as Secretary:
 - (i) a member of the Association's management committee
 - (ii) another member of the Association
 - (iii) another person.
- 18.2. If a vacancy happens in the office of Secretary, the members of the management committee must ensure a Secretary is appointed or elected for the Association within one (1) month after the vacancy happens.
- 18.3. If the management committee appoints a person mentioned in rule 17.1(b)(ii) as Secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- 18.4. However, if the management committee appoints a person mentioned in rule 17.1(b)(ii) as Secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- 18.5. If the management committee appoints a person mentioned in rule 17.1(b)(iii) as Secretary, the person does not become a member of the management committee.
- 18.6. In this rule "**casual vacancy**" on a management committee means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

19. Removal of Secretary

- 19.1. The management committee of the Association may at any time remove a person appointed by the committee as the Secretary.
- 19.2. If the management committee removes a Secretary who is the person mentioned in rule 17.1(b)(i), the person remains a member of the management committee.
- 19.3. If the management committee removes a Secretary who is a person mentioned in rule 17.1(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 17.4, the person remains a member of the management committee.

20. Functions of Secretary

- 20.1. The Secretary's functions may be delegated to a person appointed as Administration Manager and include, but are not limited to:
- 20.2. Calling meetings of the Association and/or management committee, including preparing

notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association

- (i) keeping minutes of each meeting
- (ii) keeping copies of all correspondence and other documents relating to the Association for a period of 7 years
- (iii) maintaining the register of members of the Association, with routine functions delegated to the membership officer.

21. Membership of management committee

The management committee of the Association consists of a President, Vice-President, Secretary, Treasurer (the "**Office Bearers**") and not more than three (3) additional members of the Association (the "**Committee members**"). One member of the management committee will also be nominated as the membership officer.

- 21.1. A member of the management committee, other than a Secretary appointed by the management committee under rule 17.1(b)(iii), must be an Ordinary member of the Association.
- 21.2. At each annual general meeting of the Association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- 21.3. A member of the Association may be appointed to a casual vacancy on the management committee under rule 23.

22. Electing the management committee

- 22.1. A member of the management committee may only be elected as follows:
 - (a) any two (2) Ordinary members of the Association may nominate another member ("**the candidate**") to serve as a member of the management committee
 - (b) the nomination must be:
 - (i) in writing and
 - (ii) signed by the candidate and the members who nominated him or her and
 - (iii) given to the Secretary at least fourteen (14) days before the annual general meeting at which the election is to be held
 - (c) each Ordinary member of the Association present and eligible to vote at the annual general meeting may vote for one (1) candidate for each vacant position on the management committee
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 22.2. A person may be a candidate only if the person:
 - (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- 22.3. A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate and the Accommodation Tower which they represent, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the annual general meeting.
- 22.4. If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order and include the Accommodation Tower which they represent.
- 22.5. The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised:

- (a) whether or not the Association has public liability insurance and
- (b) if the Association has public liability insurance, the amount of the insurance.

23. Resignation, removal, or vacation of office of management committee member

- 23.1. A member of the management committee may resign from the committee by giving written notice of resignation to the Secretary.
- 23.2. The resignation takes effect at:
 - (a) the time the notice is received by the Secretary or
 - (b) if a later time is stated in the notice, the later time.
- 23.3. A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 23.4. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 23.5. A member has no right of appeal against the member's removal from office under this rule.
- 23.6. A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

24. Vacancies on management committee

- 24.1. If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.
 - 24.2. The continuing members of the management committee may act despite a casual vacancy on the management committee.
 - 24.3. However, if the number of committee members is less than the number fixed under rule 26.1 as a quorum of the management committee, the continuing members may act only to:
 - (a) increase the number of management committee members to the number required for a quorum or
 - (b) call a general meeting of the Association.

25. Functions of management committee

- 25.1. Subject to these rules or a resolution of the members of the Association carried out at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the Association.
- 25.2. The management committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 25.3. To the extent of any inconsistency between these rules and the Act, the Act shall prevail.
- 25.4. The management committee may exercise the powers of the Association:
 - (a) to borrow, raise or secure the payment of amounts in a way the members of the Association decide
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future

- (c) to purchase, redeem or pay off any securities issued
 - (d) to borrow amounts from members and pay interest on the amounts borrowed
 - (e) to mortgage or charge the whole or part of its property
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association
 - (g) to provide and pay off any securities issued
 - (h) to invest in a way the members of the Association may from time to time decide.
- 25.5. For rule 24.4(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) the financial institution for the Association or
 - (b) if there is more than one (1) financial institution for the Association, the financial institution nominated by the management committee.

26. Meetings of management committee

- 26.1. Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 26.2. The management committee must meet at least once every four (4) months to exercise its functions.
- 26.3. The management committee must decide how a meeting is to be called.
- 26.4. Notice of a meeting is to be given in the way decided by the management committee.
- 26.5. The management committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 26.6. A committee member who participates in the meeting as mentioned in rule 25.5 is taken to be present at the meeting.
- 26.7. A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 26.8. A member of the management committee must not vote on a question about a contract or proposed contract **with** the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 26.9. The President is to preside as chairperson at a management committee meeting.
- 26.10. If there is no President or if the President is not present within ten (10) minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

27. Quorum for, and adjournment of, management committee meeting

- 27.1. At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 27.2. If there is no quorum within thirty (30) minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 27.3. If there is no quorum within thirty (30) minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee:
 - (a) the meeting is to be adjourned for at least one (1) day and
 - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

27.4. If, at an adjourned meeting mentioned in rule 26.3, there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

28. Special meeting of management committee

28.1. If the Secretary receives a written request signed by at least 33% of the members of the management committee, the Secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within fourteen (14) days after the Secretary receives the request.

28.2. If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

28.3. A request for a special meeting must state:

- (a) why the special meeting is called and
- (b) the business to be conducted at the meeting.

28.4. A notice of a special meeting must state:

- (a) the day, time and place of the meeting and
- (b) the business to be conducted at the meeting.

28.5. A special meeting of the management committee must be held within fourteen (14) days after notice of the meeting is given to the members of the management committee.

29. Minutes of management committee meetings

29.1. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book and retain records thereof.

29.2. To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy. Signing can be by wet ink or via electronic signing.

30. Appointment of subcommittees

30.1. The management committee may appoint a subcommittee consisting of members of the Association considered appropriate by the committee to help with the conduct of the Associations operations.

30.2. A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.

30.3. A subcommittee may elect a chairperson of its meetings.

30.4. If a chairperson is not elected, or if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.

30.5. A subcommittee may meet and adjourn as it considers appropriate.

30.6. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

31. Acts not affected by defects or disqualifications.

31.1. An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.

31.2. Rule 30.1 applies even if the act was performed when:

- (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee or

- (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

32. Resolutions of management committee without meeting

- 32.1. A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 32.2. A resolution mentioned in rule 31.1 may consist of several documents in like form, each signed by one or more members of the committee.

33. First annual general meeting

- 33.1. The first annual general meeting of the Association was held on 9 October 1987.

34. Subsequent annual general meetings

- 34.1. Each subsequent annual general meeting must be held:
 - (a) at least once each year; and
 - (b) within six (6) months after the end date of the Association's reportable financial year.

35. Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

- 35.1. This rule applies only if the Association is:
 - (a) a level 1 incorporated association or
 - (b) a level 2 incorporated association to which section 59 of the Act applies or
 - (c) a level 3 incorporated association to which section 59 of the Act applies.
- 35.2. The following business must be conducted at each annual general meeting of the Association:
 - (a) receiving the Association's financial statement, and audit report, for the last reportable financial year
 - (b) presenting the financial statement and audit report to the meeting for adoption
 - (c) electing members of the management committee
 - (d) for a level 1 incorporated association, appointing an auditor or an accountant for the present financial year
 - (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies, appointing an auditor, an accountant, or an approved person for the present financial year.

36. Business to be conducted at annual general meeting of other level 2 incorporated associations.

- 36.1. This rule applies only if the Association is a level 2 incorporated association to which section 59A of the Act applies.
- 36.2. The following business must be conducted at each annual general meeting of the Association:
 - (a) receiving the Association's financial statement, and signed statement, for the last reportable financial year
 - (b) presenting the financial statement and signed statement to the meeting for adoption
 - (c) electing members of the management committee

- (d) appointing an auditor, an accountant or an approved person for the present financial year.

37. Business to be conducted at annual general meeting of other level 3 incorporated associations

- 37.1. This rule applies only if the Association is a level 3 incorporated association to which section 59B of the Act applies.
- 37.2. . The following business must be conducted at each annual general meeting of the Association:
 - (a) receiving the Association's financial statement, and signed statement, for the last reportable financial year
 - (b) presenting the financial statement and signed statement to the meeting for adoption
 - (c) electing members of the management committee.

38. Notice of general meeting

- 38.1. The Secretary may call a general meeting of the Association.
- 38.2. The Secretary must give at least fourteen (14) days' notice of the meeting to each member of the Association.
- 38.3. If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 38.4. The management committee may decide the way in which the notice must be given.
- 38.5. However, notice of the following meetings must be given in writing:
 - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision
 - (i) to reject the person's application for membership of the Association or
 - (ii) to terminate the person's membership of the Association
 - (b) a meeting called to hear and decide a proposed special resolution of the Association.
- 38.6. A notice of a general meeting must state the business to be conducted at the meeting.

39. Quorum for, and adjournment of, general meeting

- 38 .1. The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the Association's last general meeting plus one (+1).
- 38.2. However, if all members of the Association are members of the management committee, the quorum is the total number of members less one (-1).
- 38.3. No business may be conducted at a general meeting unless there is a quorum of Ordinary members when the meeting proceeds to business.
- 38.4. For the avoidance of doubt, any calculation of numbers for the purpose of establishing a quorum must include proxies appointed pursuant to rule 42.
- 38.5. If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called on the request of members of the management committee or the Association, the meeting lapses.
- 38.6. If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the Association:

- (a) the meeting is to be adjourned for at least seven (7) days and
 - (b) the management committee is to decide the day, time, and place of the adjourned meeting.
- 38.7. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 38.8. If a meeting is adjourned under rule 38.7, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 38.9. The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days.
- 38.10. If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

40. Procedure at general meeting

- 40.1. An Ordinary member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 40.2. A member who participates in a meeting as mentioned in rule 39.1 is taken to be present at the meeting.
- 40.3. At each general meeting:
- (a) the President is to preside as chairperson and
 - (b) if there is no president or if the President is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the Ordinary members present must elect one of their number to be chairperson of the meeting and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

41. Voting at general meeting

- 41.1. At a general meeting, each question, matter, or resolution, other than a special resolution, must be decided by a majority of votes of the Ordinary members present.
- 41.2. Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 41.3. A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 41.4. The method of voting is to be decided by the management committee.
- 41.5. However, if at least 20% of the Ordinary members present demand a secret ballot, voting must be by secret ballot.
- 41.6. If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.
- 41.7. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.


42. Special general meeting

- 42.1. The Secretary must call a special general meeting by giving each member of the Association notice of the meeting within fourteen (14) days after:
- (a) being directed to call the meeting by the management committee or
 - (b) being given a written request signed by:
 - (i) at least 33% of the number of members of the management committee when the

- request is signed or
 - (ii) at least the number of Ordinary members of the Association equal to double the number of members of the Association on the management committee when the request is signed plus one (+1) or
 - (c) being given a written notice of an intention to appeal against the decision of the management committee:
 - (i) to reject an application for membership or
 - (ii) to terminate a person's membership.
- 42.2. A request mentioned in rule 41.1(b) must state:
- (a) why the special general meeting is being called and
 - (b) the business to be conducted at the meeting.
- 42.3. A special general meeting must be held within three (3) months after the Secretary:
- (a) is directed to call the meeting by the management committee or
 - (b) is given the written request mentioned in rule 41.1(b) or
 - (c) is given the written notice of an intention to appeal mentioned in rule 41.1(c).
- 42.4. If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

43. Proxies

- 43.1. . An instrument appointing a proxy must be in writing and be in the following or similar form:
- 43.2.** The instrument appointing a proxy must:
- (a) if the appointer is an individual, be signed by the appointer or the appointor's attorney properly authorised in writing or
 - (b) if the appointor is a corporation:
 - (i) be under seal or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.
- 43.3. A proxy must be an Ordinary member of the Association.
- 43.4. A person may only be appointed the proxy for a maximum of five (5) Ordinary members.
- 43.5. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 43.6. Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meetings at which the person named in the instrument proposes to vote.
- 43.7. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 43.8. If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

BAYVIEW HARBOUR CLIPPER CLUB INC.	
_____	of _____
being a member of the Association, appoint _____	
	as my proxy to vote for me on my behalf at
the (annual) general meeting of the Association, to be held on the ____ day of _____	
20__ and at any adjournment of the meeting.	
Signed this ____ day of _____ 20__ .	
Signature _____	

44. Minutes of general meetings

- 44.1. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each general meeting are entered in a minute book.
- 44.2. To ensure the accuracy of the minutes:
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.
- 43.3. If asked by a member of the Association, the Secretary must, within twenty-eight (28) days after the request is made:
 - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place and
 - (b) give the member copies of the minutes of the meeting.
- 43.4. The Association may require the members to pay the reasonable costs of providing copies of the minutes.

45. By-laws and Code of Conduct

- 45.1. The management committee may make, amend, or repeal by-laws and Code of Conduct, not inconsistent with these rules, for the internal management of the Association.
- 45.2. A by-law or Code of Conduct clause may be set aside by a vote of Ordinary members at a general meeting of the Association.

46. Sale of Liquor

- 46.1. Should the Association stop leasing out the Association's premises and reinstate its own liquor licence, the Association will ensure that liquor is not sold or supplied at the Association's premises to the following:
 - (a) any guest of the Association unless that guest is present at the Association's premises on the invitation of a member and in the company of a member
 - (b) any person who has not attained the age of eighteen (18) years.

47. Alteration of rules

- 47.1. Subject to the Act, these rules may be amended, repealed, or added to by a special resolution carried out at a general meeting.
- 47.2. However, an amendment repeal or addition is valid only if it is registered by the chief executive.

48. Common seal

- 48.1. The management committee must ensure the Association has a common seal.
- 48.2. The common seal must be:

- (a) kept securely by the management committee and
 - (b) used only under the authority of the management committee.
- 48.3. Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
- (a) the Secretary
 - (b) another member of the management committee or
 - (c) someone authorised by the management committee.

49. Funds and accounts

- 49.1. The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the management committee.
- 49.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 49.3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 49.4. All payments by the Association must be made by electronic funds transfer.
- 49.5. Other than regular payments (e.g. each month) that have been authorised at a management committee meeting, must be authorised by any two of the following:
- (a) the President
 - (b) the Vice-President
 - (c) the Secretary
 - (d) the Treasurer
 - (e) any 1 of 3 other members of the management committee
- 49.6. All expenditure that has been approved must be maintained in an electronic register held by the Treasurer and available to all management committee on request. Regular payments that are pre authorised as per 48.5 must be recording in the minutes of the management committee.

50. General financial matters

- 50.1. On behalf of the management committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 50.2. The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

51. Documents

- 51.1. The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

52. Financial year

- 52.1. The end date of the Association's financial year is 30 June in each year.

53. Distribution of surplus assets to another entity

- 53.1. This rule applies if the Association:
- (a) is wound-up under part 10 of the Act and
 - (b) has surplus assets.
- 53.2. If the Association's major asset, being the premises, is to be sold then the final sale

price must be approved by special resolution of the members.

- 53.3. The surplus assets must not be distributed among the members of the Association.
- 53.4. The surplus assets must be given to another entity:
 - (a) having objects similar to the Association's objects and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- 53.5. In this rule "**surplus assets**" is as defined in section 92(3) of the Act.