

TRAILER SAILER CLUB
OF
QUEENSLAND
INC
CONSTITUTION

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CONSTITUTION

1. NAME

The name of the incorporated association shall be,
"THE TRAILER SAILER CLUB OF QUEENSLAND " in these rules called the TSCQ

2. OBJECTS

The objects for which the TSCQ is established are:

- (1) The encouragement of sailing, particularly in trailer sailers.
- (2) The promotion of such sailing races and the giving of such prizes therefore as the TSCQ may from time to time determine.

3. POWERS

The powers of the TSCQ are:

- (1) To take over the funds, assets and liabilities of the presently unincorporated association known as the TRAILER SAILER CLUB OF QUEENSLAND.
- (2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the TSCQ. Provided that the TSCQ shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the TSCQ under or by virtue of Rule 26 (10).
- (3) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, Easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the TSCQ. Provided that in case the TSCQ shall take or hold any property which may be subject to any trusts, the TSCQ shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (4) In furtherance of the objects of the TSCQ to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the TSCQ or persons frequenting the TSCQ premises.
- (5) To enter into any arrangements with any Government or Authority that is incidental or conducive to the attainment of the objects of the TSCQ. To obtain from any such Government or Authority any rights, privileges and concessions which the TSCQ may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the TSCQ.

- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the TSCQ, or in or about the TSCQ or promotion of the TSCQ or in furtherance of its objects.
- (8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the TSCQ's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (9) To invest and deal with the money of the TSCQ not required immediately, in such manner as may from time to time be thought fit.
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (11) In furtherance of the objects of the TSCQ, to lend and advance money or give credit to any person or body corporate. To guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise assist any person or body corporate.
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such a manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any money and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock, perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the TSCQ property or assets present or future and to purchase, redeem, or pay-off any such securities.
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (14) In furtherance of the objects of the TSCQ to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the TSCQ.
- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the TSCQ's property of whatsoever kind sold by the TSCQ, or any money due to the TSCQ from purchasers and others.
- (16) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the TSCQ, but subject always to the proviso in sub-rule (4).
- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the TSCQ, in the shape of donations, annual subscriptions or otherwise.

- (18) To print and publish any newspapers, periodicals, books or leaflets that the TSCQ may think desirable for the promotion of its object.
- (19) In furtherance of the objects of the TSCQ, to amalgamate with any one or more incorporated associations, clubs or organisations having objects altogether, or in parts similar to those of the TSCQ and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the TSCQ under or by virtue of Rule 26 (10).
- (20) In furtherance of the objects of the TSCQ to purchase or otherwise acquire and undertake all of any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations, clubs or organisations with which the TSCQ is authorised to amalgamate.
- (21) In furtherance of the objects of the TSCQ, to transfer all or part of the property, assets, liabilities and engagements of the TSCQ to any one or more associations, organisations or clubs with which the club is authorised to amalgamate.
- (22) To make donations for patriotic, charitable or community purposes.
- (23) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the TSCQ.

4. CLASSES OF MEMBERSHIP

The membership of the TSCQ shall consist of ordinary members, family members, sailing associate, associate and honorary members. An applicant may nominate for any class of membership.

- (1) Ordinary Members.
Ordinary membership is by election at an ordinary general meeting. The applicant must be the owner of a trailable sailing craft, the common definition being a 'trailer sailer'. Such craft shall comply with the rules of the Yachting Australia except as otherwise approved by the TSCQ.
The applicant may sail 2 races with the club in his/her own boat and may attend 2 club meetings before becoming eligible for full membership.
The applicant shall not become entitled to any privileges of membership until such time that the entrance fee and annual membership fee, as the TSCQ may determine, is paid.
The number of ordinary members of the TSCQ is unlimited.
- (2) Family Members.
Family membership is by election at an ordinary general meeting. The applicant for this purpose is the principal family member and must be the owner of a trailable sailing craft, the common definition being a 'trailer sailer'. Such craft shall comply with the rules of the Yachting Australia except as otherwise approved by the TSCQ.
The principal family member may nominate their immediate family to affiliation with YA/YQ.
The applicant may sail 2 races with the club in his/her own boat and may attend 2 club meetings before becoming eligible for full membership.
The applicant shall not become entitled to any privileges of membership until such time that the entrance fee and annual membership fee, as the TSCQ may determine, is

paid.

The number of Family members of the TSCQ is unlimited

- (3) **Sailing Associate Members.**
Sailing Associate membership shall be offered to persons other than trailer sailer owners on the payment of a fee to be decided annually. This fee to include a levy to permit YA/QYA affiliation for each applicant.
Sailing Associate members shall be entitled to the privileges of the TSCQ.
The number of Sailing Associate members of the TSCQ is unlimited.
- (4) **Associate Members.**
Associate membership shall be offered to persons other than trailer sailer owners on the payment of a fee to be decided annually.
Associate members shall be entitled to the privileges of the TSCQ.
The number of Associate members of the TSCQ is unlimited.
- (5) **Honorary Members.**
Honorary membership may be offered to owners of sailing craft other than specified in subclause (1), who then by invitation shall be entitled to participate in sailing events conducted by the TSCQ, but shall not be entitled to any prizes or trophies offered for such events.
The number of honorary members of the TSCQ is unlimited.
- (6) **Notwithstanding anything contained in the preceding clauses of this rule, all members of the management and sailing committees shall be ordinary members or family members or sailing associate or associate members of the TSCQ during their membership of such committees, with the exception of the position of President, who must be an ordinary member.**
Every person who, at the date of incorporation of the TSCQ was a member of the unincorporated TSC,Q on or before the 1st day of February, 1990, agrees in writing to become a member of the TSCQ incorporated, shall be admitted by the management committee to the same class of membership as that held in the unincorporated TSCQ.
Every member of the unincorporated TSCQ, who before agreeing to become a member of the TSCQ incorporated, has paid his/her subscription due on the 1st day of July, 1989, as a member of the unincorporated TSCQ, shall not be liable to pay a further sum by way of annual subscription until the 1st day of July, 1990.
Every applicant for any class of membership of the TSCQ, other than the members of the unincorporated TSCQ as referred to in this rule shall be proposed by one member and seconded by one other member of the TSCQ. The application for membership shall be in writing, signed by the applicant and his/her proposer and seconder, and be in such form as the management committee of the TSCQ may from time to time prescribe.
As every member upon joining the TSCQ becomes entitled to all privileges it can impart and as his/her joining is a voluntary act on his/her part, so his/her acquiescence in these rules or any that thereafter may be enacted is hereby implied as well as his/her submission to the restrictions enjoined and penalties imposed by them.

5. MEMBERSHIP FEES

- (1) The membership fee for each class of member shall be such as may be determined by members at any general meeting of the TSCQ.
- (2) The membership fee of each class of member shall be paid on the first day of each financial year. The financial year of the TSCQ shall run from the 1st day of July in any one year up to and including the 30th day of June in the following year.

6. ADMISSION AND REJECTION OF MEMBERS

- (1) At the next meeting of the members of the TSCQ after the receipt of any application for membership and the fee that applies for that class of membership, such application shall be considered by the members, who shall thereupon decide upon the admission or rejection of the applicant, taking into account the provisions of Rule 4 of this Constitution.
- (2) Any applicant who receives a majority of the votes of the members of the TSCQ present at a general at which his/her application is being considered shall be accepted as a member to the class of membership applied for.
- (3) Upon acceptance or rejection of an application for any class of membership, the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

7. TERMINATION OF MEMBERSHIP

- (1) A member may resign from the TSCQ at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time the secretary receives such notice, unless a later date is specified in the notice when it shall take effect on that later date.
- (2) Any member resigning from the membership of the TSCQ, who at the time of resignation has not paid his/her annual subscription of the current or any previous year shall remain liable for such subscription.
- (3) No person who has resigned from membership of the TSCQ as stated in this rule and who has not paid any subscription due to the TSCQ at the time of his/her resignation shall not be eligible to become a member again until such time as the outstanding subscription has been paid.
- (4) If a member:
 - (a) is convicted of an indictable offence-, or
 - (b) fails to comply with any of the provisions of this Constitution; or
 - (c) has membership fees in arrears for a period to two months or more; or
 - (d) conducts him/herself in a manner considered to be injurious or prejudicial to the character or the interests of the TSCQ,

then the management committee shall consider whether his/her membership shall be terminated.

- (5) The TSCQ may, by a clear three-fourths majority of members present at a specially convened general meeting called for that purpose, expel any member who, in the opinion of that majority, has been guilty of any flagrant breach of these rules as detailed in Rule 7 (4) or for any other reason which such majority may deem adequate. Provided however that no member shall be expelled unless at least seven (7) clear days of such intended proceedings be given in writing by the secretary to such member.

8. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) A person whose application for membership has been rejected or whose membership has been terminated may within one (1) month of receiving written notice thereof lodge with the secretary of the TSCQ written notice of his/her intention to appeal against the decision of the membership of the TSCQ.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership, the secretary shall convene within three (3) months of the date of receipt of such notice a general meeting to determine such appeal. At any such meeting the applicant shall be given the opportunity to fully represent his/her case. Likewise the members of the TSCQ who rejected the application for membership or terminated the membership shall have the opportunity to fully represent their case. The appeal shall be determined by the vote of the members present at such meeting.
- (3) Where a person whose application is rejected, does not appeal against the decision of the members of the TSCQ within the time prescribed by these rules or does appeal and the appeal is unsuccessful, then the secretary shall forthwith refund the amount of any fee paid by the unsuccessful applicant

9. REGISTER OF MEMBERS

- (1) The management committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the TSCQ and the dates of their admission
- (2) Particulars shall also be entered into such register of deaths, resignations, terminations and reinstatements of membership and any further particulars that the management committee or the members present at any general meeting may require from time to time.
- (3) The register shall be open to allow inspection at all reasonable times by any member who has previously applied to the secretary for such inspection.

10. MANAGEMENT AND SAILING COMMITTEES

- (1) The management committee shall consist of the following members

President	Chairman -Sailing Committee
Immediate Past President	Programmer
Secretary	Publicity Officer
Treasurer	Newsletter Editor

- (2) The sailing committee shall consist of the following members
- | | |
|-----------------------------|--------------------------|
| Chairman -Sailing Committee | Handicapper Division One |
| President | Handicapper Division Two |
| Programmer | Recorder Division One |
| Starter | Recorder Division Two |
| Cruising Co-ordinator | Safety Officer |
- (3) The immediate Past President shall be an officer ex officio and in the absence of the President shall act in his/her place. The immediate Past President has the same voting rights as an ordinary member of the TSCQ, and if he/she acts in the capacity as President, in the absence of the President, at any meeting of the TSCQ, then he/she also has a casting vote in the same manner as the President.
- (4) Any member of the TSCQ may hold more than one (1) office position
- (5) At the annual general meeting of the TSCQ, all office bearers shall retire from their position, but shall be eligible for re-election.
- (6) In addition to the above, the TSCQ also has individual officers as detailed below-
- | | |
|-------------------|---------------------------|
| Assistant Starter | |
| Crew Co-ordinator | Assistant Programmer |
| Providore | QYA Delegates (maximum 2) |
| Sargeant-at-arms | Assistant Providore |
- (7) The election of office bearers shall take place in the following manner
- (a) Any two members of the TSCQ shall be at liberty to nominate any other member of the TSCQ to serve as an office bearer of the TSCQ.
- (b) The nomination, which shall be in writing and signed by the nominee and his/her proposer and seconder, shall be lodged with the secretary at least fourteen (14) days before the annual general meeting at which the election is to take place
- (c) A list of candidates' names in alphabetical order with the proposer's and seconder's names shall be posted prior to the annual general meeting at the place of the meeting.
- (d) Each member present at the annual general meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies. This voting shall be by a show of hands
- (e) If insufficient nominations have been received prior to the annual general meeting, nominations may be called from the floor.

11. RESIGNATION OR REMOVAL OF OFFICERS

Any member of the TSCQ, elected to any office of the club as detailed in Rule 10, may resign from such office at any time by giving notice in writing to the secretary but 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 or such member may be removed from office at a general meeting of the TSCQ where the member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

12. VACANCIES ON COMMITTEES AND CLUB OFFICES

- (1) The management committee shall have power at any time to appoint any member of the TSCQ to fill any casual vacancy on any committee and club office until the next general meeting.
- (2) The continuing members of any committee may act, notwithstanding any casual vacancy in such committee or club office, but if and so long as their number is reduced below the number fixed by or pursuant to the Constitution for any committee, the continuing members of such committee may act for the purpose of increasing the number of members to that number or of summoning a general meeting of the TSCQ, but for no other purpose.

13. FUNCTION OF THE MANAGEMENT AND SAILING COMMITTEES

- (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the TSCQ carried at any general meeting, the management committee,
 - (a) shall have general control and management of the administration of the affairs, property and funds of the TSCQ.
 - (b) shall have authority to interpret the meaning of this Constitution and any matter relating to the TSCQ on which this Constitution is silent.
- (2) The management committee may exercise all the powers of the TSCQ:
 - (a) to borrow or raise or secure the payment of money in such manner as the members of the TSCQ may think fit and secure the same or payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the TSCQ in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the TSCQ property, both present and future, and to purchase, redeem or pay off any such securities-
 - (b) to borrow from members at a rate of interest not more than that charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be long or short, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the TSCQ, and to provide and pay off any such securities.
 - (c) to invest in such manner as the members of the TSCQ may from time to time determine.
- (3) Except as otherwise provided by these Rules and subject to resolutions of the members of the TSCQ carried at any general meeting, the sailing committee:
 - (a) shall ensure that all those persons taking part in races and other club events do so entirely at their own risk.

- (b) shall ensure that all persons taking part in sailing events organised by the TSCQ are aware of the rule fundamental in yacht racing that 'It shall be the sole responsibility of each yacht to decide whether or not to start or continue to race'.
- (c) shall ensure that all members are made aware of their responsibilities to account for the safe return to shore of all boats that participate in any TSCQ sailing event.
- (d) shall recommend a sailing programme, as per the programming guide, through the programmer and the management committee to the TSCQ members.
- (e) shall be responsible for the proper conduct of all sailing events and for the proper recording of such events and for publishing of results.
- (f) shall ensure that the sailing rules of the Yachting Australia as adopted from time to time by that Federation and as amended by the TSCQ sailing instructions for any one year, are the sailing rules of the TSCQ.
- (g) shall keep a register of boats and trailers owned by members. this register may be held in conjunction with the membership register mentioned in Rule 9.

14. MEETINGS OF MANAGEMENT COMMITTEE

- (1) A meeting of the management committee shall be held every second calendar month and at such other times as the president or three (3) other committee members may require.
- (2) A special meeting of the management committee shall be convened by the secretary of the requisition in writing signed by not less than one-third of the members of the committee. Which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business being transacted thereat.
- (3) At every meeting of the management committee a simple majority of a number equal to the number of members elected an/or appointed to the management committee as at close of the last general meeting of members, shall constitute a quorum.
- (4) Subject as previously provided in this rule, the management committee may meet together and regulate its proceedings as it thinks fit. Provided that 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 question shall be deemed to be decided in the negative.
- (5) A member of the management committee shall not vote in respect of any contract or proposed contract with the TSCQ in which he/she is interested, or any matters arising thereof, and if he/she does so vote his/her vote shall not be counted.
- (6) Not less than fourteen (14) days notice shall be given by the secretary to members of the management committee of any special meeting of the management committee. Such notice shall clearly state the nature of the business to be discussed thereat.

- (7) The president shall preside as chairman at every meeting of the management committee, or if there is no president, or if at any meeting he/she is not present within ten (10) minutes after the time appointed for holding the meeting. The immediate past president shall be chairman of if the immediate past president is not present at the meeting the members may choose one of their number to be chairman of the meeting,
- (8) If within half an hour from 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. 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 place and at such other time and day as the management committee may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

15. SUB-COMMITTEES

- (1) The management committee may delegate any of its powers to a subcommittee consisting of such members of the TSCQ as the members think fit. Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the management committee. The president of the TSCQ shall be an ex officio member of any sub-committee.
- (2) A sub-committee may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

16.

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

17.

A resolution in writing signed by all the members of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the management committee.

18. ANNUAL AND GENERAL MEETINGS

The first general meeting shall be held at such time, not being less than one month or more than three months after the incorporation of the TSCQ, at such time and place as the management committee may determine.

- (1) The annual general meeting shall be held within three (3) months of the close of the financial year.
- (2) The business to be transacted at every annual general meeting shall be:
 - (a) the receiving of the management committees report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the TSCQ for the preceding financial year.
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year.
 - (c) the election of members of the management committee.
 - (d) the appointment of an auditor
 - (e) the election of other officers of the TSCQ, not being members of the management committee as detailed in Rule 10.
- (3) Newly elected officers shall assume their duties immediately upon completion of the annual general meeting.

19.

The secretary shall convene a special general meeting:

- (1) When directed to do so by the management committee.
- (2) On the requisition In writing signed by not less than one third of the members presently on the management committee or not less than the number of ordinary members of the TSCQ which equals double the number of members presently on the management committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.
- (3) On being given a notice in writing of an intention to appeal against the decision of the members of the TSCQ to reject an application for membership or terminate the membership of any one person.

20. QUORUM

- (1) At any one general meeting, the minimum number of ordinary together with associate members required to constitute a quorum, shall be seven (7).
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of the rule 'member' included a person attending as a proxy or as representing a corporation which is a member.
- (3) If within half an hour from the time appointed for the commencement of any general meeting a quorum is not present the meeting, if convened by members of the management committee of the TSCQ, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other time and place or day as the management committee may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those members present shall form a quorum.

- (4) The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21.

The secretary shall convene all general meetings of the TSCQ by giving not less than fourteen (14) days notice of any such meeting to the members of the TSCQ

The manner in which such notice shall be given shall be determined by the management committee. Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the members of the TSCQ shall be given in writing. Notice of such a general meeting shall clearly state the nature of the business to be discussed thereat.

22.

Unless otherwise provided by these rules, at every general meeting.

- (1) the president shall preside as chairman, or if there is no president, or if he/she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the immediate past president shall be chairman of the meeting or if he/she is also not present or unwilling to act then the members shall elect one of their number to be chairman of the meeting.
- (2) the chairman shall maintain order and conduct the meeting in a proper and orderly manner.
- (3) every question, matter or resolution shall be decided by a majority of members present.
- (4) every member present shall be entitled to one vote and in the case of an equality of votes the chairman shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his/her annual subscription is more than one (1) month arrears at the date of the meeting.
- (5) voting shall be by show of hands or a division of members unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot. The chairman shall appoint two members to conduct the secret ballot in such manner as he/she shall determine and the result of the ballot as declared by the chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- (6) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote,

- (7) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may, but need not, be a member of the TSCQ. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- (8) 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 and near thereto as circumstances admit:

TRAILER SAILER CLUB OF QUEENSLAND INC. :

I.....of.....
 being a member of the abovenamed Association, hereby appoint

.....of.....as

my proxy to vote for me on my behalf at the (annual) general meeting of the TSCQ, to be held on
 the..... day of.....20 ,

and at any adjournment thereof

Signed this _____ day of 20 ,

.....

This form is to be used * in favour of the resolution. * against the resolution.

* Strike out whichever is not desired.
 (Unless otherwise instructed, the proxy may vote as he/she thinks fit.)

- (9) the instrument appointing the proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (10) the secretary shall cause full and accurate minutes of all questions, matters and other proceedings of every management committee meeting or general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every management committee meeting shall be signed by the chairman of that meeting or the chairman of the next succeeding management committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the chairman of that meeting, or the chairman of the next succeeding general meeting.

Provided that the minutes of any annual general meeting shall be signed by the chairman of that meeting or the chairman of the next succeeding general meeting or annual meeting.

23. BY-LAWS

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 TSCQ and any by-law may be set aside by a general meeting of members

24.

Subject to the provisions of the Associations Incorporation Act 1981 these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting. Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, Department of Justice, Brisbane.

25. COMMON SEAL

The management of the TSCQ shall provide for a Common Seal and for its safe custody. The common seal shall only be used by the authority of the management committee. Every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned by the secretary or by a second member of the management committee or some person appointed by the management committee for the purpose.

26. FUNDS AND ACCOUNTS

- (1) The funds of the TSCQ shall be banked in the name of the TSCQ in such bank as the management committee may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the TSCQ and the particulars shown in books of a similar nature.
- (3) All moneys shall be banked as soon as practicable after receipt thereof.
- (4) All amounts of twenty dollars or over shall be paid by cheque signed by any two of the president, secretary, treasurer or other member authorised from time to time by the management committee.
- (5) Cheques shall be crossed "NOT NEGOTIABLE" except those in payment of wages, allowances or petty cash recoupments which may be open.
- (6) The management committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at any general meeting, other than any annual general meeting.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:
 - (a) the income and expenditure for the financial year just ended
 - (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the TSCQ at the close of that year.

- (9) All such statements shall be examined by the auditor who shall present his/her report upon such audit to the secretary prior to or at the annual general meeting next following the financial year in respect of which such audit was made.
- (10) The income and property of the TSCQ whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the TSCQ provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him/her or of remuneration to its officers or servants of the TSCQ or to any member of the TSCQ or other person in return for any services actually rendered to the TSCQ provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper rent for premises demised or let to the TSCQ.

27.

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

28.

If the TSCQ shall be wound up in accordance with the provisions of the Associations Incorporations Act, 1981 and there remains after satisfaction of all its debts and liabilities, any properties whatsoever, the same shall not be paid to or distributed amongst members of the TSCQ. Such proceeds shall be given or transferred to some other institution or institutions having objects similar to the TSCQ. Any such institution which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed on the TSCQ under or by virtue of Rule 26 (10) of this Constitution.

Such institutions shall be determined by members of the TSCQ.