

MORETON BAY BOAT CLUB

A.C.N. 009 922 132



CONSTITUTION AND BY-LAWS

(March 2010)

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Revised by the MBBC Constitution Review Sub Committee 2008/10 and ratified at the Extraordinary General Meeting, 29 March 2010.

Sub Committee Members: 2008/10

Neville Cullen, (Chairman); Vice Commodore, Des Thomson; Greg Hamilton; and Ron Lewis.

Legal Advice: Mr Paul Tierney of Beston & Company.



MORETON BAY BOAT CLUB



CONSTITUTION

SECTION 1: GENERAL

1.1 Name and Short Title.

- 1.1.1 The name of the company is "MORETON BAY BOAT CLUB".
- 1.1.2 The Short Title is, MBBC.

1.2 Address.

- 1.2.1 The principal place of business of the Moreton Bay Boat Club shall be Bird O Passage Parade, Scarborough, Queensland, Australia or such other address as the Board may from time to time determine.

1.3 Interpretation.

- 1.3.1 In these regulations:-
 - "the Act" means the Corporations Act 2001 as amended from time to time.
 - "the Club" means the incorporated body known as the Moreton Bay Boat Club.
 - "the seal" means the Common Seal of the Club.
 - "the Board" means the Board of Directors, the governing body of the Club.

1.4 Objects.

The objects for which the company is established are:-

- 1.4.1 To promote and foster prudent and safe seamanship in all forms of boating and aquatic sporting activities.
- 1.4.2 To provide facilities that promotes boating, sociability and good fellowship for Members, their families, guests and bona-fide visitors.
- 1.4.3 To provide and maintain building and boating facilities on all MBBC leased areas.

1.5 Aims.

- 1.5.1 To promote marine safety in boating and aquatic Sections of the Club that will provide training and safe practices that will serve Club Members and others using boats on Moreton Bay.
- 1.5.2 To promote the training of youth in all aspects of safe boating and seamanship.
- 1.5.3 To maintain and protect the natural environment through sustainable practices.
- 1.5.4 To build, maintain and operate, a licensed clubhouse and associated infrastructure in any location as may be determined by an Annual General Meeting or Extraordinary General Meeting.
- 1.5.5 To build, maintain and operate secure marina facilities.
- 1.5.6 To maintain and improve all MBBC property, buildings, leases, facilities, including Cowan Cowan on Moreton Island, including as follows:
 - a) MBBC will use the leased land at Cowan Cowan for sporting group purposes and for occupancy of members;
 - b) MBBC will be responsible for the maintenance and upkeep of the leased Cowan Cowan land and cabins;
 - c) A strategic business plan will be developed and updated every (twelve) 12 months to ensure that the leased Cowan Cowan area is kept in good condition and utilised;
 - d) MBBC will prepare a budget yearly to include upkeep of the leased Cowan Cowan area and cabins;
 - e) MBBC will work with all relevant departments (including Heritage) to ensure that the leased Cowan Cowan structural buildings are maintained within the guidelines of all Government departments.
- 1.5.7 In furtherance of the objects of the Club to amalgamate with any company, institution, society or association having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members.
- 1.5.8 In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- 1.5.9 In furtherance of the objects of the Club to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.

SECTION 2: MEMBERSHIP

2.1 Number.

2.1.1 The Board shall have the power to limit the number of Members in any category of membership.

2.2 Membership.

2.2.1 The subscribers to the MBBC Constitution and By-Laws and such other persons interested in furthering the objects of the Club may be admitted to membership of the company in accordance with the Constitution and By-Laws.

2.3 Age Limitation.

2.3.1 Unless the law allows otherwise, persons under the age of eighteen (18) shall only be permitted to join the Club as Junior Members, and that such persons are not permitted in the Bar area of the Club, nor shall they be served, sold or supplied with alcohol.

2.4 Application for Membership.

2.4.1 Applicants for membership to the Club shall complete such form of application for membership as the Board determines and pay the prescribed fees.

2.4.2 The names of persons proposed for Full, Social and Junior membership of the Club shall be displayed in a conspicuous place in the Club premises for at least a week before membership ratification by the Board, and that an interval of not less than two weeks shall elapse between the proposal and ratification of such Members.

2.4.3 All proposals for Full, Social or Junior membership of the Club shall be dealt with and determined by the Board at a meeting or meetings duly convened. A record shall be kept by the Secretary of the Club of the time and date of the holding of every such meeting, the names of the Board Members present and voting on the question of the admission of each and every person proposed for membership and the result.

2.4.4 The Board may reject any application for membership without assigning any reason for such rejection. Rejection of membership is subject to the appeals process as described below.

2.5 Appeals against Rejection of Membership.

2.5.1 A person whose application for membership has been rejected may, within one month after receiving written notification of such rejection, appeal against the decision of the Board to an Extraordinary General Meeting of the Members of the Club held for the purpose of determining that appeal. Notice in writing of the intention to appeal shall be given to the

Secretary, together with a bond as determined by the Board and refundable only if the appeal is successful.

- 2.5.2 The Board shall convene such an Extraordinary General Meeting so that the Extraordinary General Meeting is held within three months of the date of receipt by the Secretary of a notice to appeal.
- 2.5.3 At such meeting the appellant shall be given the opportunity to fully present a case either orally or in writing or partly by one of these means and partly by the other and the Board or those Members thereof who rejected the application shall subsequently likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the majority of the financial Members present at that meeting.
- 2.5.4 Where a person, whose application is rejected, does not within the time prescribed by this constitution, appeal against the decision of the Board, or so appeals but the appeal is unsuccessful, the Secretary shall refund all membership fees paid.

2.6 Due Date.

- 2.6.1 All annual subscriptions shall become due and payable on the 30th of June. If the subscription is not paid prior to this date, members will be deemed un-financial and will not be entitled to Club concessions, as determined by the Board, e.g. membership draws and bar discounts.
- 2.6.2 A grace period up to the 31st July, is provided for un-financial members to pay annual subscription fees, without incurring further penalties of reapplication and payment of joining fees, (where applicable) as determined by the Board.

2.7 Categories of Membership.

- 2.7.1 The categories of membership of the Moreton Bay Boat Club shall be:
- a) Full Member;
 - b) Life Subscriber;
 - c) Life Member;
 - d) Associate Member;
 - e) Social Member;
 - f) Honorary Member;
 - g) Junior Member; and
 - h) Temporary Member.

2.8 Full Member.

A person may apply to be a Full Member of the Moreton Bay Boat Club by completing a formal application for Full membership, which will require a proposer and seconder, both of whom shall be current Full Members, Life Subscribers or Life Members of the Club. The following conditions will apply for Full Members:

2.8.1 Fees:

Full Members will be required to pay a joining fee and annual subscription fee as determined from time to time by the Members at a General Meeting. Full Members will be required to pay all levies as determined by the Board and failure to pay such levies will render the Full Member un-financial.

2.8.2 Renewals:

On receipt of payment of the prescribed annual subscription fee for a Full Member of the Club, before the expiry of the specified two month period for membership renewals, membership shall continue as an un-financial Member and conditions as stated above shall apply.

2.8.3 Status:

A Full Member will be entitled to enjoy such amenities as the Club has to offer, the right to vote at a Club General Meeting and to hold office within the Club.

2.8.4 Should a Full Member remain un-financial after the prescribed two month period, reapplication with joining fee and annual subscription will apply.

2.8.5 If upgrading from a Social or Associate Member to a Full Member, the member will be required to pay the joining fee and annual subscription fee, less the pro rata amount of membership fees already paid.

2.9 Life Subscriber.

Exemption from annual subscription only for a Full Members lifetime may be purchased for an amount as determined by the Board.

2.9.1 Life Subscribers will receive all benefits and status as Full Members.

2.9.2 Life Subscribers will be required to pay all levies as determined by the Board and failure to pay such levies will render the Life Subscriber un-financial.

2.10 Life Member.

Any Full Member or Life Subscriber may be appointed a Life Member of the Club pursuant to a resolution in that regard at an Annual General Meeting of the Club. Such resolution shall only be proposed pursuant to a resolution of the Board of Directors, resolving to submit such resolution to an Annual General Meeting of the Club.

2.10.1 Each Full Member or Life Subscriber upon whom Life membership is conferred shall have rendered outstanding service or assistance to the Club in furthering its objects.

2.10.2 Life Members shall not be liable for the payment of subscriptions, fees or levies and shall be entitled to continue such membership for their lifetime.

2.10.3 Life Members will receive all benefits and status of Full Members and any other benefits as determined by the Board.

2.11 Associate Member.

A Full Member, Life Subscriber or Life Member may nominate only, their spouse or partner for Associate membership. If the spouse or partner relationship is dissolved, such Associate membership will be discontinued, upon notification by the nominating member.

2.11.1 Fees:

Associate Members will be required to pay an annual subscription fee as determined by the Board. Associate Members will not be liable for the payment of levies as determined by the Board.

2.11.2 Renewal:

On payment of such determined subscription fee, Associate Membership shall be continued.

2.11.3 Cancellation:

Associate membership may be deemed to be cancelled should the Full Member, Life Subscriber or Life Member nominating such Associate Member cease to be a Full Member, Life Subscriber or Life Member for any reason except in the case of the following clause.

2.11.4 Death of a Member:

Following the death of the Full Member, Life Subscriber or Life Member, the Associate Member may continue their membership at the discretion of the Board.

2.11.5 Status:

Associate Members may enjoy such amenities as the Club has to offer. Associate Members have no right to hold office on the Board of the Club nor attend or vote at any General Meeting of the Club but may hold office in any of the Club's Sections.

2.12 Social Member.

Any person not wishing to be a Full Member may apply for Social Membership, by completing an application form for Social membership which will require a proposer and seconder, both of whom must be a Full Member, Life Subscriber or Life Members of the Club.

2.12.1 Fees:

Social Members will be required to pay an annual subscription fee as determined by the Board. Social Members will not be liable for the payment of levies as determined by the Board.

2.12.2 Renewal:

On renewal and payment of such determined subscription fee, Social membership shall be continued. If renewal of membership is not paid within the prescribed period, reapplication with annual subscription fee will apply.

2.12.3 Status:

Social Members may access the facilities of the Clubhouse areas only. Social Members have no right of using MBBC boating facilities unless they pay an appropriate fee as determined by the Board, nor the right to attend or vote at any Club General Meeting or to

hold office on the Board of the Club but may hold office, except for senior Executive positions of President/Chairman, Deputy or equivalent e.g. Vice President or Section Captain, in any of the Club's Sections.

2.13 Honorary Member.

Any person not being a member of the Club may be appointed an Honorary Member of the Club pursuant to a resolution in that regard at an Annual General Meeting of the Club. Such resolution may be proposed by any Full Member, Life Subscriber or Life Member:

- 2.13.1 Each person, upon whom Honorary membership is conferred, shall have rendered service, considered to be of value to the Club or to be considered a person of sufficient standing in the community.
- 2.13.2 Each such Honorary membership shall continue only until the next Annual General Meeting, but each Honorary Member may be reappointed.

2.14 Junior Member.

Any junior under the age of eighteen (18) years shall be nominated by an adult member for Junior membership in an activity section of the Club, by completing such form of application as the Board may prescribe for Junior Members. The junior's parent/guardian must complete the acknowledgement on the application form.

2.14.1 Fees:

Junior Members will be required to pay an annual subscription fee as determined by the Board. Junior Members will not be liable for the payment of levies as determined by the Board.

2.14.2 Renewal:

On renewal of the Junior membership by the nominator or parent/guardian and payment of such determined subscription fee and providing that the Junior has not attained the age of eighteen (18) years, Junior membership shall continue.

2.14.3 Status:

Junior Members may enjoy the programming, coaching and training the Club has to offer but only whilst that programming, coaching and training is taking place. At all other times Junior Members may enjoy the facilities available to them at the level of their parent/guardian or nominator member class and as long as they are supervised by an adult Club member.

2.14.4 Rules:

The parent or guardian or other Club nominated supervisor will be responsible for the Junior Member at all times the Junior Member is involved in Junior Member activities at the Club.

- a) No access keys will be available to Junior Members.
- b) Junior Members do not have the right of vehicle access to the secure car parking facility of the Club.
- c) Junior Members are not allowed in either the Bar or Gaming areas of the Clubhouse at any time.
- d) Junior Members have no right to attend or vote at any Club General Meeting or to hold Office within the Club, but may hold office in any junior activity section of the Club.

2.15 Temporary Member.

Any person not being a member of the Club, may upon the recommendation of a member be appointed a Temporary Member of the Club by any two Directors. The Directors may revoke any such appointment at any time.

2.15.1 Temporary membership may be granted in any of the following categories:

- a) Twenty-four hour Temporary membership;
- b) Seven day Temporary membership;
- c) Four week Temporary membership.

2.15.2 The following may also be granted Temporary membership to the Club as a requirement of the Liquor Licensing Act:

- a) Overseas or Interstate visitors, for a period of one day at a time only;
- b) Intrastate visitors whose principal place of residence is located beyond fifteen (15) radial kilometres from the Club, for a period of one day at a time only;
- c) Members of other Clubs and their guests (at a limit of two (2) guests per member) provided that appropriate reciprocal rights, are in force with those Clubs for a period of one day at a time only;
- d) Persons who have made application for membership who have paid the prescribed application fee, during the period they are awaiting a decision from the Board of Directors, for a period not exceeding thirty (30) days from the date of receipt of such application;
- e) Members of other Clubs who are either the managers or the members of a sporting team visiting the Club for the purpose of taking part in sporting competitions or social functions, for the days of the competition or function only. Such Temporary Members are allowed the use of Club facilities as necessary, only until the completion of the event.

Provided that before those persons are admitted as Temporary Members they provide to a person appointed by the Club, some adequate form of proof that they fall within at least one of the above categories.

2.15.3 Adequate Forms of Proof.

To be provided by persons applying for Temporary membership as stated above and as a requirement of the Liquor Licensing Act:

- a) and b) A passport or driver's licence showing the persons principal place of residence or a Public Transport ticket showing the persons point of embarkation.
- c) A current membership badge or card of a Club that has appropriate reciprocal rights, or a verbal assurance from member of a Club who has shown such a badge or card that a person is their guest.
- d) A copy of an application for full membership certified by an official of the Club as being a true copy.
- e) Satisfactory evidence such as a Club membership badge or card or an invitation to take part in a certain sporting competition or social function.

2.15.4 After an acceptable form of proof is given, those persons may be admitted as Temporary Members and the application date, their names and addresses, names of their Clubs in the case of categories c) and e) above, the category of temporary membership and expiry date of their Temporary membership must be transcribed into a Temporary Members Register.

- 2.15.5 The Temporary Members Register must be in a format as determined by the Board.
- 2.15.6 After those details are placed in the Temporary Members Register those persons who have been granted Temporary membership must be given a Temporary membership card or receipt, transcribed with the entry number, category of Temporary membership, issue date and expiry date.
- 2.15.7 All Temporary Members must show their Temporary membership card or receipt when purchasing liquor or when requested to do so by a Club employee or a member of the Board.
- a) **Fees:**
A subscription fee for the above categories of Temporary membership shall be payable of such amount as determined by the Board.
- b) **Status:**
Temporary Members will be entitled to the facilities of the Club only for such period of their Temporary membership, but no right to attend or vote at any Club General Meeting or to hold office within the Club.

2.16 Guests.

Subject to any determination of the Board to the contrary a Full, Life, Associate or Social Member may invite guests to accompany them upon Club premises at any time such Full, Life, Associate or Social Members are authorised to enter upon the Club premises.

- 2.16.1 While guests are upon Club premises the Full, Life, Associate or Social Member inviting such guests shall be responsible for extending to them hospitality, and the use of facilities of the Club as applicable to that Full, Life, Associate or Social Member and shall be responsible for the adherence by such guests to the Constitution, By-Laws and rules of the Club and the behaviour of such guests.
- 2.16.2 Guests shall not be supplied with liquor upon the Club premises, unless in the company of a Full, Life, Associate or Social Member.
- 2.16.3 Members guests must not remain on Club premises after the departure of the introducing Member.

2.17 Non-Payment.

- 2.17.1 If fees and/or levies of any member remains unpaid at the completion of the prescribed two calendar month period, then such members name shall be removed by the Board from the register of members provided that the Board may reinstate the member and restore their name to the register on payment of all arrears as determined by the Board. Such persons wishing to rejoin the Club must fulfil all new membership requirements.

2.18 Resignation.

2.18.1 Any member may at any time by giving notice in writing to the Secretary resign their membership.

2.19 Non-Compliance.

2.19.1 Any member, regardless of membership category, who wilfully refuses or neglects to comply with the provisions of the MBBC Constitution and By-laws, or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interest of the Club, the Board shall have power to deal with such members in accordance with By-Law No: 3 - Disciplinary Procedures.

2.20 Pro-rata of Fees.

2.20.1 The Board may from time to time, pro-rata any category of membership joining and/or subscription fee.

SECTION 3: GENERAL MEETINGS

3.1 Annual General Meeting.

- 3.1.1 An Annual General Meeting of the Club shall be held in accordance with the provisions of the Act. All general meetings, other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 3.1.2 Only Full, Life and Life Subscriber Members are eligible to attend and vote at Annual General Meetings.

3.2 Calling an Extraordinary General Meeting.

- 3.2.1 Any Director may call an Extraordinary General Meeting of Members.
- 3.2.2 Full Members, Life Subscribers and Life Members, may call an Extraordinary General Meeting and such Extraordinary General Meeting will be convened only upon the requisitions meeting the requirements as provided by the Act.

3.3 Business.

- 3.3.1 All business shall be “special” that is transacted at any General Meeting, except at Annual General Meetings, where the consideration of the accounts, balance-sheets, and the report of the Directors and auditors, the election of the Board of Directors in the place of those retiring and the appointment and fixing of the remuneration of the Auditors shall take place.

3.4 Notices of Motions.

- 3.4.1 Notices of Motions, proposed and seconded, shall be deposited with the Club Management or in the receptacle provided for that purpose in the Moreton Bay Boat Club office, not less than twenty eight (28) days prior to the advertised time for holding an Annual General Meeting or Extraordinary General Meeting.
- 3.4.2 Notices of Motions will not be accepted from the floor at any Annual or Extraordinary General Meeting.

3.5 Notice of Meeting.

- 3.5.1 Subject to the provision of the Act, twenty one (21) day's notice of meeting shall be given to such persons as are entitled to receive such notice from the Club, setting out:
- a) the place the date and the time of the meeting;
 - b) the general nature of the meeting's business;
 - c) any special resolution/s that are to be proposed;

- 3.5.2 Notice of meetings shall be placed on the Club's Notice board and/or through a notice in the local press and/or sent to Members entitled to vote, by post, fax or electronic address, twenty one (21) days prior to the meeting.
- 3.5.3 Notice of every General Meeting shall be given in any manner hereinbefore authorized to:
- (a) every Full Member, Life Subscriber and Life Member, except those Full Members, Life Subscribers or Life Members who (having no registered address within the State) have not supplied to the Club an address within the State for the giving of notices to them; and
 - (b) the Auditor or Auditors for the time being of the Club.
- No other person shall be entitled to receive notices of General Meetings.

3.6 Quorum.

- 3.6.1 No business shall be transacted at any Annual General Meeting or Extraordinary General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, twenty (20) Members present in person shall be a quorum.

3.7 Absence of Quorum.

- 3.7.1 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than five (5)) shall be a quorum.

3.8 Chair.

- 3.8.1 The Commodore shall preside as Chair at every Annual General Meeting or Extraordinary General Meeting of the Club.
- 3.8.2 If there is no Commodore, or the Commodore is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice Commodore shall be the Chair.
- 3.8.3 If the Vice Commodore is not present or is unwilling to act, the Rear Commodore shall be Chair.
- 3.8.4 If the Rear Commodore is not present or is unwilling to act, the members present shall elect one of their number to be Chair of the meeting.

3.9 Adjournment.

- 3.9.1 The Chair might, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 3.9.2 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. If the adjournment is less than thirty (30) days, notices are not required.

3.10 Voting.

- 3.10.1 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before the declaration of the result of the show of hands):
- a) by the Chair; or
 - b) by at least three members present in person.
- 3.10.2 Unless a poll is so demanded a declaration by the Chair that a resolution has on a show of hands been carried or lost. An entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- 3.10.3 At all Annual General Meetings or Extraordinary General Meetings of the Club, voting for positions of Directors of the Club, should there be two or more candidates standing for a position, shall be done by poll.
- 3.10.4 Unopposed candidates are to be ratified by a majority of the members and results announced by the Chair.
- 3.10.5 Only Full Members, Life Subscribers or Life Members may vote in person at any MBBC General Meeting. On a show of hands or on a poll, every Full Member, Life Subscriber or Life Member present will be entitled to one vote.
- 3.10.6 Any Full Member, who is un-financial at the time of attending a General Meeting, will not be entitled to vote at that General Meeting.

3.11 Proxy.

- 3.11.1 A Full Member, Life Subscriber or Life Member may vote in person or by proxy and on a show of hands every person present who is a Full Member, Life Subscriber or Life Member or their representative of a member shall have one vote and on a poll every Full Member, Life Subscriber or Life Member present in person or by proxy shall have one vote.
- 3.11.2 A Full Member, Life Subscriber or Life Member can hold no more than one proxy vote at any Annual General Meeting or Extraordinary General Meeting at which a vote is called on any issue arising for determination at such meeting.

- 3.11.3 A proxy shall be in the following form or a form as near thereto as circumstances permit (see Appendix 1).
- 3.11.4 The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 3.11.5 The instrument appointing a proxy shall be deposited at the Club office in the receptacle provided for that purpose or at such other place as is specified for that purpose in the notice covering the meeting, not less than forty-eight hours before the advertised time for holding that meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- 3.11.6 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been communicated in writing or in person to the Returning Officer before the commencement of the meeting or adjourned meeting at which the instrument is used.

3.12 Poll.

- 3.12.1 If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.
- 3.12.2 A poll shall take the form of a secret ballot. Balloting lists shall be prepared containing the voting options of the members for each vote that is required at the meeting, and each member present at that meeting shall be entitled to one vote upon each option presented at that meeting.
- 3.12.3 For the election of Directors of the Club, a Returning Officer shall be nominated by the Board and advertised in the notice of meeting.
- 3.12.4 On declaration of a poll for any other purpose a Returning Officer shall be nominated by the Chair of that meeting.
- 3.12.5 The duties of the Returning Officer shall include:
- a) ensuring the accuracy of the nominations for positions on the Board;
 - b) overseeing the proper conduct of the ballot;
 - c) issuing and recovery of ballot papers;
 - d) overseeing the counting of votes;
 - e) declaring the result of the poll; and
 - f) declaring of ratified, unopposed candidates.

3.13 Casting Vote.

3.13.1 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

SECTION 4: MANAGEMENT

4.1 The Board of Directors.

- 4.1.1 The Board of Directors of the Moreton Bay Boat Club (MBBC) shall consist of the following:
- a) Flag Officers:
 - i) Commodore;
 - ii) Vice Commodore; and
 - iii) Rear Commodore.
 - b) Other Directors, consisting of:
 - i) Secretary;
 - ii) Treasurer; and
 - iii) four (4) additional Directors.
- 4.1.2 The above are to be elected from the MBBC Club membership, all of whom shall be financial Full Members, Life Subscribers or Life Members of MBBC.

4.2 Election.

- 4.2.1 At the Annual General Meeting of the MBBC in each year the Flag Officers and other Directors of the Board, shall be elected from the members in accordance with By-Law Number 4: Tenure of the Moreton Bay Boat Club Board of Directors. Such Flag Officers and other Directors of the Board shall hold office until the Annual General Meeting of the expired term of the tenure period. Board Members retiring after their tenure period shall be eligible for re-election.
- 4.2.2 The tenure of the MBBC Board of Directors will be for a period of two (2) years, as elected by members of MBBC (as provided in the MBBC Constitution) at an Annual General Meeting, (AGM) with approximately one half of the Board to be elected annually as stipulated below. This will provide continuity of the Board and allow the Board to implement and follow through on Board developed policies and procedures.

4.3 Mode of Election.

- 4.3.1 The election of Flag Officers and other Directors of the Board shall take place in accordance with By-Law Number 4: Tenure of the Moreton Bay Boat Club Board of Directors and in the following manner:
- a) Any two Full Members, Life Subscribers or Life Members of the Club shall be at liberty to nominate and second any eligible, (as per By-Law No: 4 - Tenure of the MBBC Board of Directors) Full Member, Life Subscriber or Life Member to serve as a Flag Officer or other Director of the Board.
 - b) The nomination shall be in writing and signed by the Full Member, Life Subscriber or Life Member, proposer and seconder, and shall be lodged with the Returning Officer at least fourteen (14) days before the General Meeting at which the election is to take place.

- c) A list of the candidates' names in alphabetical order with the proposers' and seconders' names, shall be posted in a conspicuous place in the Club for at least seven (7) days immediately preceding the General Meeting.
- d) Balloting lists shall be prepared for all candidates (even unopposed candidates) containing the Board position and name/s of the candidates in alphabetical order, (if more than one candidate) and each Full Member, Life Subscriber and Life Member present at the General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- e) In case there shall not be a sufficient number of candidates nominated, the Board shall appoint the remaining vacancy or vacancies.

4.4 Numbers.

- 4.4.1 Full Members, Life Subscribers and Life Members may from time to time by ordinary resolution passed at an Annual General Meeting or Extraordinary General Meeting increase or reduce the number of officers or other members of the Board.

4.5 Appointment.

- 4.5.1 The Board shall have power to appoint any Full Member, Life Subscriber or Life Member to the Board, to fill a vacancy or vacancies so that the total number of Officers or other Directors of the Board shall not at any time exceed the number fixed in accordance with this Constitution.
- 4.5.2 Any officer or other member of the Board so appointed shall hold office only until the next Annual General Meeting.
- 4.5.3 Should the number of continuing members of the Board be less than the necessary quorum, then those continuing Board members may act to fill the number of Board vacancies.

4.6 Removal.

- 4.6.1 Full Members, Life Subscribers and Life Members may by ordinary resolution at an Extraordinary General Meeting, remove any officer or other member of the Board before the expiration of their period of office.
- 4.6.2 The Board shall have the power to appoint another Director to fill the vacancy.

4.7 Ceasing to be a Board Member.

- 4.7.1 A position on the Board shall become vacant if the member:
 - a) becomes bankrupt or makes any arrangement or composition with creditors generally;
 - b) becomes prohibited from being a director of a Company by reason of any order made under the Act;

- c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- d) resigns from office by notice in writing to the Club;
- e) is absent, for more than three months from Board meetings held during that period, without approval of the Board;
- f) becomes an employee of the Club;
- g) ceases to be a Full Member, Life Subscriber or Life Member of the Club;
- h) is directly or indirectly financially interested in any contract or proposed contract with the Club provided, however, that a Board Member shall not vacate their office by reason of being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Club.

4.8 Management.

- 4.8.1 The matters of administrative and general policy of the Club shall be determined from time to time by the Board.
- 4.8.2 The Board may confer on an appointee, (e.g. Club Manager) any of the powers that the Board may exercise.
- 4.8.3 The Board may revoke or vary a conferral of powers on the appointee.

4.9 By-Laws.

- 4.9.1 The Moreton Bay Boat Club, Board of Directors, may from time to time make, amend or repeal By-Laws, consistent with this Constitution for the internal management of the Moreton Bay Boat Club. A By-Law may be set aside or varied by a vote of members at a General Meeting of the Moreton Bay Boat Club.

4.10 Powers.

The Board may.

- 4.10.1 Exercise all the powers of the Club to borrow money and to mortgage its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Club.
- 4.10.2 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 purpose of, or capable of being conveniently used in connection with, any of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 4.10.3 Enter into arrangements with Government or other authority, conducive to the Club's objects and obtain from such Government or other authority any rights, privileges and concessions and carry out, exercise and comply with such arrangements, rights, privileges and concessions.

- 4.10.4 Appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- 4.10.5 Construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 4.10.6 Invest and deal with the money of the Club not immediately required in such manner as may be permitted by law.
- 4.10.7 Borrow, raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayments 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 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.
- 4.10.8 Make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 4.10.9 Subject to any restrictions or obligations imposed under any licence granted under any relevant legislation, sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
- 4.10.10 Take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind.
- 4.10.11 Take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club.
- 4.10.12 Take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions, levies or otherwise.
- 4.10.13 Print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- 4.10.14 Make donations for patriotic or charitable purposes.
- 4.10.15 Transact any lawful business in aid of the Australian Government in the prosecution of any war in which the Commonwealth of Australia is engaged.
- 4.10.16 Do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

4.11 Code of Conduct and Corporate Governance.

4.11.1 The MBBC Board adopts the “Clubs Queensland” Code of Conduct and Corporate Governance policies in their entirety and agrees to abide by the Code of Conduct and sign the Declaration of Acceptance following election or re-election to the MBBC Board of Directors.

4.12 Meetings.

4.12.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may at any time call such meeting and the Secretary shall on the requisition of a member of the Board summon a meeting of the Board. The Board shall meet at least once each calendar month.

4.13 Minutes.

4.13.1 The Board shall cause minutes to be recorded and kept, that include:

- a) all appointments of officers and servants;
- b) the names of members of the Board present at all meetings of the Club and of the Board; and
- c) all resolutions and proceedings at all meetings of the Club and of the Board.

4.13.2 Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

4.14 Majority.

4.14.1 Subject to these regulations, resolutions arising at any meeting of the Board shall be decided by a majority of votes. A determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

4.15 Board Member’s Interest.

4.15.1 Members of the Board will not vote in respect of any matter, contract or proposed contract with the Club in which they have an interest. Should the Board consider that such a conflict exists then that member of the Board should be excluded from the meeting until the matter has been discussed and resolved.

4.16 Quorum.

4.16.1 The quorum necessary for the transaction of the business of the Board shall be five (5) Board members.

4.17 Chair.

- 4.17.1 The Commodore shall preside as Chair at every meeting of the Board.
- 4.17.2 If there is no Commodore, or the Commodore is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice Commodore shall be the Chair.
- 4.17.3 If the Vice Commodore is not present or is unwilling to act, the Rear Commodore shall be Chair.
- 4.17.4 If the Rear Commodore is not present or is unwilling to act, the Board members present shall elect one of their number to be Chair of the meeting.

4.18 Sub-Committees.

- 4.18.1 The Board may delegate any of its powers to a sub-committee consisting of Members of the Club and at least one (1) member of the Board as they think fit.
- 4.18.2 Any sub-committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

4.19 Sub-Committee Chair.

- 4.19.1 A sub-committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be the Chair of the meeting.

4.20 Sub-Committee Business.

- 4.20.1 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 Chair shall have a second or casting vote.

4.21 Acts of Board and Sub-Committee.

- 4.21.1 All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board 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 Board.

4.22 Resolution in Writing.

4.22.1 A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

4.22.2 Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

4.23 Indemnity.

4.23.1 Every member of the Board, Management, Auditor, Secretary and other officers of the Club, shall be and are hereby indemnified out of the assets of the Club, against all actions, suits, proceedings, claims or demands whatsoever which may be brought or made against them, or any one or more of them. Also against all penalties or other expenses which may be paid or incurred by them or any one or more of them, in consequence of the performance of their official duties or in consequence of any breach of any Law or Rule committed in the course of performing their official duties with the Club.

SECTION 5: ADMINISTRATION

5.1 Financial Year.

5.1.1 The financial year of the Club shall close at the end of February in each year.

5.2 Accounts.

5.2.1 The Board shall cause proper accounting and other records to be kept and shall make available fourteen (14) days prior to an Annual General Meeting, copies of every profit and loss account and balance-sheet accompanied by a copy of the Auditor's report thereon as required by the Act.

5.2.2 True accounts shall be kept of the sums of money received and expended by the Club, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Club; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Club shall be examined and correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors

5.3 Inspection of Accounts.

5.3.1 The Board shall from time to time determine at what times and places and under what conditions or regulations the accounts of the Club shall be open to the inspection of the members not being members of the Board. Members (not being a member of the Board) shall have the right to inspect any accounts of the Club except as conferred by statute or authorised by the Board or by the Club at a General Meeting.

5.4 Cheques, Bills etc.

5.4.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such other manner as the Board from time to time determines.

5.5 Income and Property.

5.5.1 The income and property of the Club, whensoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Club.

5.5.2 Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest at a rate not exceeding interest at the current rate for the time being charged by Banks for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Club; but so that no member of the Board of Directors of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees, and that no remuneration or other benefit in money shall be given by the Club to any member of such Board except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5.6 Auditor.

5.6.1 A properly qualified Auditor or Auditors shall be appointed at every Annual General Meeting of the Club and in accordance with the Act.

5.7 Alterations to Constitution.

5.7.1 Subject to the provisions of the Corporations Act (as amended), this Constitution may be modified or repealed from time to time by a special resolution carried at any General Meeting.

5.7.2 A copy of the special resolution adopting, modifying or repealing the Constitution must be lodged with ASIC within 14 days after it is passed at a General Meeting, along with a copy of the adopted constitution or modifications.

5.8 Seal.

5.8.1 The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a sub-committee of members of the Board authorised by the Board in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Honorary Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

5.9 Service of Notice.

5.9.1 A notice may be given by the Club to any member either personally or by sending it by post at the members registered address.

5.9.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected five (5) working days after the date of its posting.

5.10 Winding-up.

5.10.1 If upon the winding-up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Moreton Bay Boat Club.

5.10.2 Such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and in default thereof by the Chief Justice of the Supreme Court of Queensland or such other judge of that court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

5.11 Liability and Contribution.

5.11.1 The liability of the members is limited.

5.11.2 Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up whilst a member, or within one year after membership ceases, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding twenty dollars (\$20.00).



MORETON BAY BOAT CLUB

PROXY FORM

I, _____ Member No. _____ Signature _____
(Print full name)

hereby appoint

_____ Membership No. _____
(Print full name)

as my proxy to vote on my behalf at the Annual or Extraordinary (cross out whichever does not apply) General Meeting of the Club, to be held on:

Day _____ Month _____ Year _____

Signature _____ Date _____
(Proxy Holder)

NOTE:

Item 3.11.2 (Moreton Bay Boat Club Constitution) states:
“A Full Member, Life Subscriber or Life Member can hold no more than one proxy vote at any Annual General Meeting or Extraordinary General Meeting at which a vote is called on any issue arising for determination at such meeting.”

Item 3.11.5 (Moreton Bay Boat Club Constitution) states:
“The instrument appointing a proxy shall be deposited at the Club office in the receptacle provided for that purpose or at such other place as is specified for that purpose in the notice covering the meeting, not less than forty-eight hours before the advertised time for holding that meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.”

Proxy forms must be received by the Returning Officer, Moreton Bay Boat Club, no later than

For office use only. Time received: _____ Date received: _____ Returning Officers Signature: _____

MORETON BAY BOAT CLUB

A.C.N. 009 922 132



BY-LAWS

BY-LAW No: 1 – GENERAL RULES OF THE MORETON BAY BOAT CLUB

- 1.1 All members, visitors and guests, upon entry to Moreton Bay Boat Club (MBBC) premises are bound by the MBBC Constitution & By-Laws, rules and regulations.
- 1.2 In accordance with the Liquor Licensing Act requirements, all Members must produce their membership cards upon entry to the Club and upon demand from a staff or Board member, or as directed to obtain eligible concessions within the Club.
- 1.3 Membership cards are not transferable and members found lending their membership card to another person eg. to obtain concessions they are not entitled to, may be suspended at the discretion of the Board.
- 1.4 Members introducing guests or visitors must enter their visitors or guests name in the appropriate register book and are responsible for their conduct whilst on MBBC premises.
- 1.5 An electronic key card or tear drop is available to MBBC Full and Associate Members on payment of a refundable deposit as determined by the Board.
- 1.6 Visitors and guests shall remain on the premises only as long as their introducing member.
- 1.7 The Board and Management, reserve the right to refuse admission of any person to MBBC premises.
- 1.8 No one shall take away from the MBBC premises any article or property of the MBBC without the official permission from management.
- 1.9 Meetings of any description are not to be arranged or held on MBBC premises without official permission from management.
- 1.10 Animals (other than Seeing Eye dogs) are not permitted in the clubhouse, Restaurant or deck area.
- 1.11 Any act of an illegal nature is not to be carried out on MBBC premises.
- 1.12 In accordance with Liquor Licensing Act requirements, intoxicated persons are not permitted on MBBC Club premises and will be refused service.
- 1.13 In accordance with Liquor Licensing Act requirements, Members intoxicated on MBBC Club premises will be refused service and requested to vacate MBBC premises. Continual abuse of this by-law may result in a suspension and/or further action by the Board.
- 1.14 Members, guests or visitors are not to reprimand any servant of the Club. Complaints against any servant of the Club are to be submitted in writing to the Board.
- 1.15 Members, visitors or guests involved in any altercation, abusive language or other misdemeanours may be instructed to vacate the Club premises at the discretion of staff/Board members and shall not be permitted entry on Club premises until a determination is made on

the incident by the Board. If required staff/Board members may request police assistance to remove such person/s from Club premises. The Board at its review of an incident may impose such penalties on members as is permissible under MBBC By-Law No: 3 – Disciplinary Procedures.

- 1.16 A person, who has their application for membership rejected by the Board, or is currently suspended or has been expelled from the Club, will not be admitted as a visitor or guest.
- 1.17 Members, visitors and guests must adhere to the Clubs dress regulations at all times.
- 1.18 Members, visitors and guests must adhere to the Clubs policy regarding children at all times.
- 1.19 Children are not permitted to attend Club Cabaret shows/functions unless specifically allowed as indicated.
- 1.20 "How to vote" tickets are not to be distributed within the Club premises.
- 1.21 Any matter connected with the management of the Club not provided for in these By-Laws shall be dealt with by the Board whose decision shall be final and binding.

BY-LAW No: 2 – MORETON BAY BOAT CLUB MARINA RULES & REGULATIONS

2.1 General

- 2.1.1 Moreton Bay Boat Club (MBBC) Office hours are from 9:00am to 4:00pm Monday to Friday. Enquires out of these hours are to be made through the MBBC bar staff.
- 2.1.2 Persons using the MBBC Marina are bound by the MBBC Constitution and By-Laws, Port of Brisbane Corporation rules and relevant Commonwealth and State Laws.
- 2.1.3 Persons holding a MBBC Marina Sub Lease are required to pay an Occupancy fee as determined by the Board. Occupancy fees consist of seabed lease, maintenance charges, contribution to sinking fund and water and electricity costs.

2.2 Berthing Arrangements

- 2.2.1 A bond of \$200 will apply to bone-fide visitors berthing in excess of 48 hours on Club Pontoons or in the MBBC Marina.
- 2.2.2 Permanent and semi permanent live-aboard (as defined below) must be approved by the MBBC Board of Directors. A weekly live-aboard fee applies.
- 2.2.3 A live-aboard is defined as any MBBC boat owner/berth holder who resides on their vessel on the MBBC Marina for seventy two (72) or more consecutive hours in any more than two (2) successive weeks. Upon meeting this definition, live-aboard fees will apply payable in advance.
- 2.2.4 A Rental/Live-aboard application form and Full membership application form must be completed, signed by all parties and approved by the MBBC Board prior to the vessel taking up tenancy in the MBBC Marina.
- 2.2.5 All boats entering the MBBC Marina must be registered, be clearly identifiable and have current public liability insurance, details of which must be made available for office records. All vessels must comply with the lease schedule as to length overall requirements and maximum beam.

2.3 Breakdown Berth

- 2.3.1 For genuine boat breakdowns, the use of the Breakdown Berth located at the end of 'A' finger will be provided free of charge for the first two nights. This should allow sufficient time to organise repairs and move to the work pontoon or allocated berth.
- 2.3.2 Persons exceeding the two free nights will be charged \$40.00 per night for non-members and \$10 per night for members.

2.4 MBBC Marina - General

- 2.4.1 A boat within the MBBC Marina shall be subject to the direction of the MBBC Board.
- 2.4.2 A boat may be moved or re allocated to another berth at the discretion of the MBBC Board.
- 2.4.3 For all boats moored in MBBC Marina, owners are required to provide a set of access and ignition keys to the MBBC Office. Boats will only be accessed in an emergency.
- 2.4.4 The use of sails to berth a boat in the MBBC Marina is prohibited.
- 2.4.5 The speed limit within the Scarborough Harbour is six (6) knots. Within the MBBC Marina the speed limit is four (4) knots. The 'no wash' rule applies to both these speed limits.

2.5 Pollution Control

- 2.5.1 It is an offence under the Marina Act to pollute any Marina and surrounding waterways and failure to observe this ruling can attract heavy fines. Marine toilets with overboard discharge should not be used under any condition.
- 2.5.2 Normal rubbish is to be disposed of in the industrial bin provided in the secure car park.
- 2.5.3 All other items with potential environmental problems such as oil, fuel, paint, batteries and other chemicals must be disposed of under the direction of the MBBC Board.
- 2.5.4 Refuelling of vessels in the MBBC Marina is not permitted at any time.

2.6 Security

- 2.6.1 Access for members and their guests to the Marina is through a security gate. Unauthorised entry is not permitted.
- 2.6.2 Boats are to be secured with mooring lines of adequate size and must be maintained in good condition.
- 2.6.3 Eligible Members only, cars, motorbikes and bicycles can be parked in the secure car park. Bicycles, which must not be ridden on the MBBC Marina and walkways, may be stored on your boat, provided walkway access is not impeded.
- 2.6.4 Children are to be supervised at all times by an adult, who will be responsible for their safety and behaviour whilst on the MBBC Marina.

2.7 Fire

- 2.7.1 Boat crews should familiarise themselves with the location and method of operation of fire fighting equipment on the MBBC Marina.

- 2.7.2 Fire hoses are not to be used for any purpose other than for fighting fire. Please observe the Fire Procedures at the MBBC Marina entrance gate. Failure to observe this rule can incur heavy penalties.

2.8 Length Overall

- 2.8.1 Any vessel in the marina must be so moored as to not extend beyond the boundaries of the prescribed LOA of the respective berth.

2.9 Commercial Activity

- 2.9.1 Advertising, canvassing or conducting any commercial activity within the MBBC Marina is prohibited.

2.10 Clubhouse Toilets

- 2.9.1 If it is absolutely necessary to empty porta-pottys into the toilets, please ensure you do not leave the toilets in an unhygienic state.

2.11 Laundry Facility

- 2.11.1 Laundry users are to ensure they empty machines as soon as the cycle is finished. Leave the laundry clean and tidy. Report any maintenance problems to the MBBC office.

2.12 Power and Water

- 2.12.1 Connection to the electrical power outlets must only be made with a current tested 15amp extension lead. Electrical interference from your vessel is to be kept to a minimum. Water is provided for domestic use only. The use of excessive water may attract an additional charge.

2.13 Maintenance of Boats

- 2.13.1 Major repairs, spray painting or refitting of boats is not permitted within the MBBC Marina. Minor work may be permitted however this is at the discretion of the MBBC Board. Boat owners are responsible for any damage their activities may cause to neighbouring vessels.
- 2.13.2 All vessels shall be maintained in such condition that they do not reflect unfavourably on the general appearance of the MBBC Marina. Walkways are to be kept clean and free of all objects including dinghies and equipment. It is the responsibility of occupiers to keep their berth clean and tidy at all times.
- 2.13.3 Trolleys are provided for berth occupiers. Trolleys must be returned to the secure area immediately after use and are to be left empty of rubbish.

2.13.4 Contractors may only enter the MBBC Marina or work on boats with the approval of the MBBC office. They must be covered by public liability insurance and/or professional indemnity insurance, a copy of which must be presented to the MBBC office prior to commencement of work.

2.14 Insurance

2.14.1 Boats using the MBBC Marina are to be appropriately insured.

- a) The minimum requirement is for all boats to have public liability/third party insurance.
- b) Regular requests for presentation of insurance papers will be carried out.
- c) Uninsured vessels will not be allowed to remain in the MBBC Marina.
- d) A Certificate of Currency showing your public liability coverage must be provided to the MBBC office.
- e) This certificate must reflect the liability as well as dates of coverage, policy number and vessel name.
- f) The liability cover must be no less than \$10M.

2.15 Parking

2.15.1 A membership sticker will be issued to each Full and Life Member. Associate Members may also be issued with a sticker.

2.15.2 Only one vehicle per berth is permitted in the secure car park at any one time and a current membership sticker must be clearly visible.

2.15.3 Vehicles not displaying the current membership sticker may be towed away at the owner's expense.

2.16 Noise

2.16.1 Noise should be kept to a minimum.

2.16.2 Please use discretion when playing radios and musical instruments.

2.16.3 Stop noisy wind generators from running and keep loose halyards tied back to prevent noise nuisance.

2.16.4 Common sense will avoid problems and possible confrontations.

2.17 Pets

2.17.1 Pets are permitted on the Marina however any complaints received will be considered by the Board and may result in the pet/s having to be accommodated elsewhere.

2.17.2 Dogs are to be on a leash whilst on the MBBC Marina and members must take their dogs off the premises to defecate.

2.18 Membership

2.18.1 Persons intending to rent a berth for a period longer than four (4) weeks in any three (3) month period must become a Full Member of the Moreton Bay Boat Club. Monthly membership is available.

2.19 Non Observance of Rules and Regulations

2.19.1 Non compliance of these conditions or being in arrears beyond 28 days in the payment of any monies may cause cancellation of any agreement to use the facilities of the Moreton Bay Boat Club and MBBC Marina and may also result in disciplinary action being taken by the MBBC Board of Directors or the Port of Brisbane Corporation.

BY-LAW No: 3 – DISCIPLINARY PROCEDURES

3.1 Removal of Persons from the Premises

- 3.1.1 Any person infringing the Moreton Bay Boat Club (MBBC) Constitution or By-Laws, or whose conduct is in the opinion of the Board of Directors or their agent, not in the interests of the MBBC or of the Members, may be immediately suspended and asked to vacate MBBC premises and/or removed from the MBBC or from the vicinity of the MBBC or of any premises used by or being the property of the MBBC. The Board or their agent may obtain such assistance, including assistance from members of the Police Force, and may use such force as may be necessary to effect that person's removal.
- 3.1.2 Any Member removed pursuant to this By-Law shall have their membership suspended and such suspension shall remain in force until the Disciplinary Sub Committee expediently deals with the matter and the Board ratifies or varies the decision and the Member is notified in writing of the Board's decision.
- 3.1.3 A Member whilst so suspended shall be excluded from the MBBC and any premises used by or being the property of the MBBC, as determined by the Board.

3.2 Natural Justice

- 3.2.1 The MBBC is to deal fairly and reasonably with all disciplinary matters concerning Members, guests and visitors.
- 3.2.2 The rules of natural justice that are to apply in disciplinary procedures concern the rights of a Member:
- (a) To be provided with adequate notice and description of the allegations made against them;
 - (b) To answer the allegations; and
 - (c) To a fair and unbiased hearing to determine the allegations.

3.3 Disciplinary Sub Committee

- 3.3.1 The MBBC Board member or agent will report all misconduct matters occurring on the premises of the MBBC and involving members, guests and/or visitors to the Secretary. The Secretary will inform the MBBC Board of Directors, who will decide if the matter is appropriate for the Disciplinary Sub Committee to deal with and decide which Board members will make up the Disciplinary Sub Committee to hear the matter. Board members, who were involved/witness of the incident, or through a conflict of interest, are not to be allocated as members of the Disciplinary Sub Committee.
- 3.3.2 The Disciplinary Sub Committee is directly responsible to the MBBC Board of Directors.
- 3.3.3 The Disciplinary Sub Committee will comprise of four (4) members of the MBBC Board as follows:
- a) either the Commodore, Vice Commodore or Rear Commodore will act as Chairman;
 - b) the Minute Secretary is to record minutes of the meeting;

- c) any other two (2) Board Members.

3.4 MBBC Members

- 3.4.1 The MBBC Secretary will make the necessary arrangements to notify the Member in writing of the charges and/or allegations and the date and time the matter will be heard, giving the Member at least fourteen (14) days to present to the Disciplinary Sub Committee for the hearing. The Member and the MBBC will be allowed witnesses either by written statement or appearance at the hearing.
- 3.4.2 The MBBC Secretary is to arrange for the preparation of all reports (typed) for the Disciplinary Sub Committee and notify the Sub Committee members of the time and date of the hearing and provide them with all relevant information regarding the incidents.

3.5 Non MBBC Members

- 3.5.1 Non MBBC Members include guests of Members and visitors. Visitors can be either on a reciprocal Club basis or a person as defined by the Liquor Act.
- 3.5.2 The MBBC Secretary is to prepare all reports (typed) of information regarding incidents involving non MBBC Members, for the Disciplinary Sub Committee.
- 3.5.3 MBBC Members are responsible for guests that they sign into the MBBC and as such, the guest can only remain within the premises, whilst the MBBC Member who signed them in also remains on the premises.
- 3.5.4 Disciplinary procedures against a MBBC Member's guest are to be the same as for a MBBC Member if an address can be obtained. If an address cannot be obtained the Disciplinary Sub Committee should make a determination and the Member informed of the decision. The Disciplinary Sub Committee should determine if action is required against the MBBC Member and if so this By-Law is to apply.
- 3.5.5 If disciplinary action is required against a visitor of a reciprocal Club, the Disciplinary Sub Committee is to determine the appropriate action to be taken and the reciprocal Club will be informed of the decision and action taken by the MBBC.
- 3.5.6 If the person is a visitor as defined by the Liquor Licensing Act and not a visitor of a reciprocal Club, the Disciplinary Sub Committee is to determine the appropriate action and the visitor informed by letter forwarded to the visitors address given on the visitor's register.

3.6 Procedure at the Disciplinary Sub Committee Hearing

- 3.6.1 If the MBBC Member or Non MBBC Member does not attend the hearing, after having been sent adequate notice, the matter may be dealt with by the Disciplinary Sub Committee in the absence of the Member/Non Member. The MBBC Secretary is to inform the Member or Non Member in writing of the Disciplinary Sub Committee's decision and any necessary requirements or further rights. All decisions of the Disciplinary Sub Committees are to be ratified at the next Board meeting.

- 3.6.2 If the Member/Non Member attends the Disciplinary Sub Committee hearing, the hearing should proceed as follows:
- (a) Minutes of the hearing are to be kept and the proceedings may be recorded;
 - (b) The Disciplinary Sub Committee is introduced to the accused by the Chairman and informs the accused that the hearing will or will not to be recorded;
 - (c) The charges and/or allegations and evidence are presented to the accused who is asked to confirm that they understand the charges and/or allegations;
 - (d) The accused is asked to submit a defence. No time limit will be imposed on the accused and the accused and MBBC may produce evidence and/or witnesses at the hearing, to support their case;
 - (e) Witnesses brought to the hearing by either the MBBC or the accused and can be cross-examined by the other party. This cross-examination is not formal and must be kept simple and relevant;
 - (f) Once the accused has concluded a defence, the accused is asked by the Chairman to leave the room whilst the Disciplinary Sub Committee considers its decision;
- 3.6.3 Once the accused and witnesses have completed their defence, the Disciplinary Sub Committee is to deliberate on the evidence presented at the hearing and reach a decision of either:
- (a) Dismissing the allegations; or
 - (b) Impose a reprimand or a severe reprimand; and/or
 - (c) Suspend the Member for a period of time that is determined by the Disciplinary Sub Committee; or
 - (d) Termination of membership for the remainder of the year; or
 - (e) Expulsion from the MBBC.
- 3.6.4 Upon reaching a decision by a majority of the Disciplinary Sub Committee, the Chairman is to ask the accused to return to the Sub Committee's meeting where the Chairman is to inform the accused of the Disciplinary Sub Committee's decision and that;
- (a) This decision will be made as a recommendation to the Board for their determination at the next Board meeting; and
 - (b) The accused will be notified by the Secretary of the Board's decision by mail; and
 - (c) Any current suspensions will remain in place until notified otherwise by the Secretary.
- 3.6.5 If the Disciplinary Sub Committee makes the recommended decision to suspend, terminate membership or expel, this is to apply immediately and the accused is to be asked to return their membership card immediately. Members' computerized access/teardrop card is to be decoded accordingly.
- 3.6.6 The Disciplinary Sub Committee Chairmen is to present all Disciplinary cases and recommended decisions to the next Board of Directors meeting. The Board of Directors is to ratify or amend the Disciplinary Sub Committee's recommended decisions.

3.7 Notification of Suspension, Termination or Expulsion

3.7.1 The Secretary shall forthwith forward to a Member suspended, terminated or expelled by the Disciplinary Sub Committee, a notice in writing of such suspension, termination or expulsion.

3.8 Rejection of an Application for Membership

3.8.1 If an application for membership has been rejected, the applicant will be accorded a right to appeal in accordance with the MBBC Constitution, clause 2.5, Appeals against Rejection of Membership and is to be notified in writing by the Secretary of the right of appeal.

3.9 Disputes and Mediation

3.9.1 Members of the MBBC, (who are not members of the staff) shall not discipline employees of the MBBC. If a Member has any cause of complaint against an employee, they shall bring the claim in writing before the Board.

3.9.2 Any employee that has a grievance with a MBBC Member or management, that has not been resolved through their Section Supervisor, may place the grievance in writing addressed to the Board.

3.9.3 On receipt of the grievance the Secretary or person nominated by the Secretary, is to act as mediator and report findings back to the Board at its next meeting. The Board will determine the appropriate action required if necessary.

3.10 Return of MBBC Property

3.10.1 Any Member whose membership has been suspended, terminated or expelled under this By-Law shall forthwith deliver up to the Secretary/Office staff, the MBBC membership card and any property of the MBBC in the member's possession.

BY-LAW No: 4 – TENURE OF THE MORETON BAY BOAT CLUB BOARD OF DIRECTORS

4.1 Introduction

4.1.1 The Moreton Bay Boat Club (MBBC) Board of Directors is responsible for the corporate governance of the MBBC. Governance is about managing the MBBC affairs in such a way, that the MBBC remains operationally and financially viable in the short and long term. Corporate governance is achieved in several ways, including proactive compliance with legislation, assessing and managing exposure to risks, putting in place policies and procedures to promote accountability, transparency and ethics in the decision making process, ensuring Board stability, development and meeting wider community expectations. As MBBC is a non-profit, member-driven community-oriented organization, corporate governance in the MBBC is entrenched in the concept of 'stewardship', that is responsible management in all facets of the MBBC, in the best interests of current and future members.

4.2 Policy

4.2.1 The tenure of the MBBC Board of Directors will be for a period of two (2) years, as elected by members of MBBC (as provided in the MBBC Constitution) at an Annual General Meeting, (AGM) with approximately one half of the Board to be elected annually as stipulated below. This will provide continuity of the Board and allow the Board to implement and follow through on Board developed policies and procedures.

4.3 Implementation

- 4.3.1 MBBC will have a two-year elected rotating term for the Board, in the following way:
- a). At the AGM on the year the two-year term is approved all Board positions will be elected. This will be designated year zero (0);
 - b). At the AGM on the next year, designated year one (1), the following positions will be elected:
 - i). Vice Commodore;
 - ii). Rear Commodore;
 - ii). Treasurer;
 - iii). Designated Director one; and
 - iv). Designated Director two.
 - c). At the AGM on the next year, designated year two (2), the following positions will be elected:
 - i). Commodore;
 - ii). Secretary;
 - iii). Designated Director three; and
 - iv). Designated Director four.
 - d). The rotational system will then continue as for years one and two above.
 - e). Sitting Board members will be eligible for re-election at the end of their term.

- f). Present members of the Board may stand for vacant positions, however if they do, their present position will then become vacant upon their nomination, effective from the commencement of the AGM.
- g). If a present member of the Board does decide to stand for another position, they must notify the Board not later than the Board meeting before the AGM of their intention, so that their present position can be added to the list for that year's elections.
- h). If a position becomes vacant during the tenure period, the position may be filled by the Board in accordance with the MBBC Constitution. When the position is filled the newly elected incumbent will continue in that position until the next AGM where election into that position will be only for the remainder of the tenure period.
- i). The flag positions of Commodore, Vice Commodore can only be filled by a person who has previously held a position on the Board of Directors continuously for a full elected term.
- j). Directors designated numbers are to be identified after the first ballot in year zero and will be filled at that time only by the drawing of lots by the Returning Officer at the Annual General Meeting of year zero.

BY-LAW No: 5 – MORETON BAY BOAT CLUB DRESS REGULATIONS

5.1 General Dress Rules

5.1.1 The general rules of what is **not acceptable at any time** on Moreton Bay Boat Club premises include:

- a) Bare feet (including children);
- b) Bare chest;
- c) Singlets and Tank tops;
- d) Swimwear/wetsuits;
- e) Football jerseys;
- f) Headwear in the Clubhouse, except for:
 - i) deck area;
 - ii) fashion hats worn by females; and
 - iii) religious and medical requirements;
- g) Objectionable prints;
- h) Torn clothing;
- i) Dirty and/or greasy clothes;

5.2 Permitted in the Clubhouse until 7pm

5.2.1 Casual attire, Thongs, “T” shirts and reasonable work clothes are acceptable in the MBBC bar, gaming and Club deck area, up until 7pm.

5.2.2 Smart casual attire is required in the restaurant and lounge areas at **all** times.

5.3 Permitted in the Clubhouse after 7pm

5.3.1 Smart casual dress with footwear (no thongs or diving boots), in all areas of the Club, at the discretion of the door person or management, whose decision will be binding and final. Quality style shirts without collars are acceptable.

5.3.2 Fancy dress and/or costume for official functions are allowable, provided they are in line with the theme of the function, at the discretion of the door person, or management whose decision will be binding and final.

5.3.3 Each day, the senior duty bar staff, will be responsible for the notification of patrons, 10 minutes before 7pm, that, **“dress regulations come into force as of 7pm, patrons not suitably attired are to vacate the Club premises”**, or words to that effect. Patrons not suitably attired after 7pm are not to be served and will be asked to leave the Club.

BY-LAW No: 6 - CLUB PONTOONS

6.1 Full and Life Members

- 6.1.1 Use of pontoons are permitted for a maximum of four hours, for rigging of boats prior to racing/tournaments, waiting between races, utilising clubhouse facilities, setting off passengers/crew, awaiting race or fishing results or minor repairs etc, free of charge.
- a) outside the above four hours and overnight stay for non marina boats during race/tournament, or for boats where the intention is for setting off on an early morning departure, or for boats requiring minor repairs and cannot be moved, or during inclement weather, or in other extenuating circumstances, at the discretion of management. A fee as determined by the Board, payable in advance, for a maximum of five (5) consecutive nights.
 - b) If a request to stay for any other reason other than the above and there is no suitable MBBC Marina berth available, a charge at the current rate for MBBC Marina casual rentals will apply.
- 6.1.2 All major mechanical repairs, welding, sanding, painting and scraping of hulls etc. are not to be carried out on the club pontoons and/or in the MBBC Marina and must be carried out in another suitable facility. Minor repairs can only be carried out on number three pontoon, with prior approval from management and bookings made through the office, during office hours.

6.2 Bona-fide visitors

- 6.2.1 Pontoon use is permitted for a maximum of four hours, for minor emergency repairs or as a bona-fide visitor to the club, utilising clubhouse/restaurant (not as a member of an official club function), for a total of three visits only, free of charge.
- 6.2.2 For major emergency repairs, arrangements must be made, to transfer the boat to a facility that has the appropriate equipment etc.
- 6.2.3 Overnight stay for emergencies only or where there are no suitable marina berths available or in extenuating circumstances at the discretion of management, payment in advance at the current rate for MBBC Marina casual rentals will apply.
- 6.2.4 All other circumstances only with the Board of Directors official approval on application in writing addressed to the Secretary.

6.3 Booking of Pontoons

- 6.3.1 Booking of Pontoons will ensure preference.

BY-LAW No: 7 – MBBC SECTIONS AND AFFILIATED CLUBS

7.1 General

- 7.1.1 All MBBC Sections are bound by the MBBC Constitution and By-Laws. MBBC Sections may have their own rules and regulations for the running of the Section, however these rules and regulations are not to be inconsistent with the MBBC Constitution and By-Laws. MBBC Constitution and By-Laws override any similar or inconsistent Sections rules and regulations.
- 7.1.2 MBBC Sections are to maintain accurate and current records of membership details and minutes of all meetings held. Copies of all meeting minutes, including financial reports, are to be provided to the MBBC Board
- 7.1.3 Affiliated Clubs who utilise MBBC facilities may have their own Constitution and By-Laws, rules and regulations that are not inconsistent with MBBC Constitution and By-Laws. Affiliated Clubs are bound by MBBC Constitution and By-Laws at all times when utilising MBBC facilities.
- 7.1.4 MBBC Sections and affiliated Club Members must be Members of the MBBC. Members will only be entitled to utilise MBBC facilities that their relevant MBBC membership allows, as set out in the MBBC Constitution and By-Laws.
- 7.1.5 Moreton Bay Boat Club shall maintain the leased area of Cowan Base as per lease documents. A business plan shall be developed and maintained on a yearly basis. The Club shall be responsible for work carried out to maintain area including huts in accordance with the Heritage status and ensure that the huts are not neglected or deteriorate. A budget for works shall be implemented each 12 months for expenditure to achieve this.

7.2 Sections Raffles

- 7.2.1 MBBC Sections and affiliated Clubs may be granted permission to raise money for their Section, through the organised Club raffles, only on the days they are rostered, except Friday nights, which are MBBC Club raffle nights.
- a) If the Section/affiliated Club rostered for running a raffle is unavailable, then the raffle can be passed to another Club Section/affiliated Club, at the discretion of management.
 - b) Proceeds (after payment for prizes) from that raffle will then go towards the Section running the raffle.
- 7.2.2 Monies raised by Sections through the organised Sections raffles, are to be used for the improvement of the Section, e.g. purchase of equipment or provide trophies for tournament/races etc. At no time are Sections to use money raised through Club raffles to pay for any Section organised party e.g. Christmas parties.
- 7.2.3 Sections who fail to provide delegates for the rostered Friday raffle duty, may forfeit the right to run a section raffle at their next turn, at the discretion of the Board.

BY-LAW No: 8 – CHILDREN

8.1 General

- 8.1.1 It is a requirement that parents remain totally responsible for their children whilst they are on Club premises. At all times children must be with a responsible adult whilst on Club premises.
- 8.1.2 Adults must not have children accompanying them in the bar area and will be refused service whilst the child, (except for babies in a pram or being carried by an adult) remains in the bar area.

8.2 Children in the Clubhouse and Deck area

- 8.2.1 At no time are children:
- a) permitted to run, hurry or make loud noise in the Clubhouse and deck areas;
 - b) permitted in the vicinity of the bar;
 - c) permitted in the poker machine area;
 - d) to be barefooted in the MBBC Clubhouse and deck areas;
 - e) to play in the Club unsupervised;
 - f) under the age of ten (10) permitted on the dance floor during entertainment; and
 - g) under the age of ten (10) allowed to remain in the Clubhouse and deck area after 9:00pm, except in the Restaurant and Function Room.

8.3 Responsibilities

- 8.2.3 Management will be responsible for notifying patrons at 8:45pm that **“it is now 8:45pm and patrons are reminded that children under the age of ten (10) are not permitted in the Club after 9:00pm.”** or words to that effect.
- 8.2.4 It is the duty of staff (including catering) and management to ensure that this By-Law is enforced. Club members should report any breaches of the above to a management or on duty staff.
- 8.2.5 Breaches of the above may result in action being taken by the Board, on the parents concerned.

BY-LAW No: 9 SECURE PARKING AREA

9.1 General

9.1.1 The Moreton Bay Boat Club (MBBC) secure parking area, is reserved for vehicles and boats of MBBC Full, Life and Associate Members **only**. MBBC Full, Life and Associate Members utilising the secure park must display a **current** MBBC member sticker on the vehicle.

9.2 Restrictions

9.2.1 Members are not to:

- a) park or leave vehicles/boats/trailers for periods of time exceeding five (5) days without prior approval of management;
- b) allow or bring non Member cars/boats into the secure parking area;
- c) lend electronic keys to non Members so that they can utilise the facilities;
- d) park in wrong areas e.g. against ramp or hardstand gateways blocking entry/exit from these areas, park vehicle only in designated vehicle and trailer area or park vehicle and trailer in designated vehicle only areas or park in non designated parking areas;
- e) leave vehicles with or without trailers unattended on ramps; and
- f) reverse park against fence.

9.2.2 Offenders of the above shall be dealt with by the Board, which could result in the Members electronic key being decoded, vehicle towed away and/or suspension of membership.

9.2.3 Club members should report any breaches of the above to management.

BY-LAW No: 10 – MEMBERS INFORMATION SESSIONS

10.1 General

- 10.1.1 Members information sessions are not a constitutional/legal requirement. They are provided by the Board as an avenue for information sharing between the Board, Club sections and all Members of the Moreton Bay Boat Club.
- 10.1.2 Members cannot move/pass a motion/resolution, but may request the Board to investigate or follow up on items presented at the sessions. The Board should follow up on requested items by the next available session.
- 10.1.3 The sessions are to be held on an as needed basis.