



Constitution

Royal Queensland Yacht Squadron Limited ACN 053 989 272

A company limited by guarantee
incorporated in Queensland
under the Corporations Act 2001 (Cth)

This Constitution is effective from 7 July 2023 (as approved by a special resolution of the members at an annual general meeting held on 6 July 2023).



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Constitution of
Royal Queensland Yacht Squadron Limited
ACN 053 989 272

1. Definitions and interpretation

1.1 Definitions

In this Constitution, unless the context requires otherwise:

Absentee Member	means the Category of Membership described in rule 5.5.
AGM	means annual general meeting.
Annual Subscription	means the annual subscription fee charged by the Squadron for Membership as determined by the Board from time to time.
Applicant	means a person who has submitted an Application Form for Membership under rule 6.
Application Form	means a consent and application form for Membership in a form determined by the Board from time to time.
Applications List	means the list of Applicants maintained by the Company Secretary under rule 6.2.
Board	means the board of Directors, being the board of directors of the Squadron.
By-Laws	means the by-laws, regulations, rules and policies determined by the Board from time to time in accordance with this Constitution.
Category	means each of the categories of Membership which constitute the Voting Category Members and Non-Voting Category Members referred to in rules 4 and 5.
CEO	means the person appointed to serve as the chief executive officer of the Squadron under rule 18.
Chair	means the person appointed to the position of chair under rules 10.2 or 12.11 (where appropriate).
Committee	means a committee established by the Board under rule 17.
Committee Member	means a Voting Category Member elected to be a member of a Committee in accordance with rule 13.

Commodore means the person elected to the position of Commodore and Director as described in rule 12.4.

Company Secretary means a person appointed to perform the duties of company secretary of the Squadron under rule 19 and if there are joint secretaries, any one or more of those joint secretaries.

Constitution means this document and includes all amendments or supplements to, or replacements of, this document.

Corporations Act means the *Corporations Act 2001* (Cth).

Country Member means a person elected to the Category of Membership described in rule 4.9.

Crew Member means a person elected to the Category of Membership described in rule 5.3.

Director means a director of the Squadron.

Entrance Fee means the fee charged by the Squadron to a Member upon admission of that Member to a Category of Membership, as determined by the Board from time to time.

Fifty Year Member means a person elected to the Category of Membership described in rule 4.5.

Flag Officers means a person elected to the position of Commodore, Vice Commodore or Rear Commodore described in rule 12.4.

FMSP Member means a person elected to the Category of Membership described in rule 4.8.

Full Member means a person elected to the Category of Membership described in rule 4.2.

Fully Paid Member means a person elected to the Category of Membership described in rule 4.4.

Honorary Member means a person elected to the Category of Membership described in rule 5.6.

Junior Member means a person elected to the Category of Membership described in rule 5.2.

Life Member means a person elected to the Category of Membership described in rule 4.7.

Member means a person whose name is entered into the Squadron's Member Register.

Member Present means:

- (a) in connection with a general meeting, a Voting Category Member present at the venue or venues for the general meeting in person, by proxy or by attorney;
- (b) in relation to a ballot, means those Members entitled and eligible to vote on the day the ballot is issued.

Member Register means the register of Members of the Squadron, maintained in accordance with rule 3.7.

Membership Year means the period of twelve (12) months commencing on 1 May and ending on 30 April, unless otherwise determined by the Board.

Ordinary Board Member means the Directors (other than the Flag Officers and the Treasurer) appointed to the Board as described in rule 12.10.

Premises means the Squadron's premises located at Manly and Canaipa, and such other locations acquired by the Squadron.

Protocol Policy means a policy approved by the Board for the purposes of rule 8.

Provisional Member means a person elected to the Category of Membership described in rule 5.7.

Rear Commodore means the person elected to the position of Rear Commodore and Director as described in rule 12.8.

RQYS Clubhouse means the Squadron's clubhouse located at 578 Royal Esplanade, Manly, Queensland.

Senior Long Term Member means a person elected to the Category of Membership described in rule 4.6.

Social Member means a person elected to the Category of Membership described in rule 5.4.

Non-Voting Category Members means a person who holds Membership in one of the following Categories:

- a) Junior Member;
- b) Crew Member;
- c) Social Member;
- d) Absentee Member;
- e) Honorary Member; and
- f) Provisional Member.

Special Resolution has the meaning given to that term in the Corporations Act.

Squadron	means the Royal Queensland Yacht Squadron Limited ACN 053 989 272.
Squadron Fees	means the fees, subscriptions and levies charged by the Squadron for Membership as determined by the Board from time to time, including Entrance Fees, Annual Subscriptions and any other such fees or subscriptions payable for membership of or affiliation to any community or sporting organisation where such membership or affiliation has a benefit to the members as a whole consistent with rule 2.2.
Suspended Member List	means the list of suspended Members maintained by the Company Secretary.
Treasurer	means the person appointed to the role of treasurer and Director of the Squadron as described in rule 12.9.
Vice Commodore	means the person elected to the position of Vice Commodore and Director as described in rule 12.7.
Voting Category Members	means a person who holds Membership in one of the following Categories: a) Full Member; b) Young Adult Member; c) Fully Paid Member; d) Fifty Year Member; e) Life Member; f) Senior Long Term Member; g) FMSP Member; and h) Country Member.
Yacht	means a sailing, auxiliary or motor vessel that is eligible for registration on the Yacht Register.
Yacht Register	means the register maintained by the Squadron of all Members who own a Yacht.
Young Adult Member	means a person elected to the Category of Membership described in rule 4.3.

1.2 Interpretation

Headings are for convenience only and do not affect interpretation. In this Constitution, unless the context requires otherwise:

- (a) the singular includes the plural and the plural includes the singular;

- (b) other parts of speech and grammatical forms of a word or phrase defined in this Constitution have a corresponding meaning;
- (c) the words 'include', 'including', 'for example', 'such as' or any form of those words or similar expressions are not words of limitation;
- (d) a reference to any thing (including any right) includes a part of that thing;
- (e) a reference to any legislation includes all delegated legislation made under it and includes all amendments, consolidations, replacements or re-enactments of any of them, from time to time;
- (f) a reference to a rule is a reference to a rule of this Constitution and a reference to this Constitution includes any rule;
- (g) a reference to a document or instrument (including this Constitution) includes all amendments or supplements to, or replacements or novations of, that document or instrument; and
- (h) a reference to 'notice' or 'notifying' a person or such other words of similar effect means any written notice or communication given pursuant to, or for the purposes of, this Constitution, the Corporations Act or other equivalent legislation applicable to the Squadron.

1.3 Application of Corporations Act

- (a) To the extent permitted by law, the replaceable rules applicable to a public company under section 135 of the Corporations Act (as referred to in section 141 of the Corporations Act) do not apply to the Squadron.
- (b) Unless the context requires otherwise, in this Constitution:
 - (i) a reference to the Corporations Act is a reference to the Corporations Act in force in relation to the Squadron after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Squadron; and
 - (ii) a word, phrase or meaning in the Corporations Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act, unless that word or phrase is otherwise defined in this Constitution.

1.4 Severance

If a provision of this Constitution is wholly or partly void, illegal or unenforceable in any relevant jurisdiction that provision or part must, to that extent, be treated as deleted from this Constitution for the purposes of that jurisdiction. This does not affect the validity or enforceability of the remainder of the provision or any other provision of this Constitution.

1.5 Transitional Provision

This Constitution must be interpreted in such a way that:

- (a) any person acting as Flag Officer, Treasurer or Ordinary Board Member immediately before this Constitution is adopted continues in that capacity subject to, and is taken to have been appointed under this Constitution;
- (b) any person acting as a Company Secretary before this Constitution is adopted continues in that capacity subject to, and is taken to have been appointed under this Constitution;
- (c) any register maintained by the Squadron immediately before this Constitution is adopted is taken to be a register maintained under this Constitution; and
- (d) unless a contrary intention appears in this Constitution, all persons, things, agreements and circumstances appointed, approved or created by or under the constitution of the Squadron in force before this Constitution is adopted continue to have the same status, operation and effect after this Constitution is adopted.

2. The Squadron

2.1 Status

The Squadron is a public company limited by guarantee.

2.2 Purpose and Objects

The purposes of the Squadron are as follows:

- (a) to encourage, promote and further the game or sport of yachting, yacht building, sailing, racing, boating and associated activities by any means which may from time to time be determined;
- (b) to provide education relating to the game or sport of yachting, yacht building, sailing, racing, boating and associated activities;
- (c) to provide facilities for and maintain premises and facilities for the use of the Members;

- (d) to acquire, hold, sell or deal with real or personal property of any description for use of the Members of the Squadron and in furtherance of any of the objects of the Squadron;
- (e) to do all such other lawful acts and things as are incidental or conducive to the attainment of the Squadron's objects and the exercise of its powers.

2.3 Income and Property

- (a) Subject to rule 2.3(b), the Squadron is a not-for-profit organisation and will apply the income and property of the Squadron, however derived, solely towards the promotion of the objects set out in rule 2.2.
- (b) No income, property, profits or financial surplus of the Squadron will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to a Member or Director, except that nothing in this Constitution will prevent the payment in good faith of:
 - (i) reasonable remuneration to any officer or employee of the Squadron or to any Member in return for services actually rendered to the Squadron for fair value and in the ordinary course of business;
 - (ii) supply of goods or services to the Squadron in the ordinary course of business by a Member;
 - (iii) reasonable allowance and travelling expenses to Directors; or
 - (iv) making a payment to a Member in carrying out the Squadron's objects and purposes.

2.4 Powers

Subject to rule 2.3, the Squadron has the following powers, which may only be used to carry out its objects and purposes as set out in rule 2.2:

- (a) the powers of an individual; and
- (b) all the powers of a public company limited by guarantee prescribed by the Corporations Act.

3. Membership

3.1 Members

The Members of the Squadron are:

- (a) the initial persons who consented to become Members in the application for registration of the Squadron; and

- (b) any other persons whom the Board admits to Membership in accordance with this Constitution.

3.2 Minimum Eligibility Criteria

A natural person may become a Member of the Squadron if that person:

- (a) assumes the liability to pay the guarantee amount in rule 3.6;
- (b) applies for Membership in accordance with rule 6;
- (c) is approved for Membership by the Board in one of the Categories of Membership in accordance with rule 3.3; and
- (d) pays the Squadron Fees applicable to the Category of Membership for which they have applied, as determined by the Board.

3.3 Categories of Membership

- (a) The number of Members in each Category of Membership will be determined by the Board from time to time.
- (b) In addition to the Categories of Membership described in this Constitution, the Board may establish new Categories of Membership and define the rights, restrictions and obligations of Members in that Category at its discretion.
- (c) A person may be admitted into any of the following Categories of Membership:
 - (i) Voting Category Members as described in rule 4;
 - (ii) Non-Voting Category Members as described in rule 5; or
 - (iii) any other Category of Membership established by the Board in accordance with this Constitution.

3.4 Member Rights and Obligations

- (a) Each Member is entitled to all the privileges of Membership and must observe this Constitution and any other rules and conventions adopted by the Board or by the Squadron at general meetings from time to time.
- (b) The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

3.5 Liability of Members

The liability of the Members is limited in accordance with rule 3.6.

3.6 **Guarantee**

- (a) In a winding up of the Squadron, each Member, and each person who was a Member in the year ending on the date of the commencement of the winding up, undertakes to contribute the maximum amount of ten dollars (\$10) to the Squadron for the payment of the:
 - (i) debts and liabilities of the Squadron incurred before the Member stopped being a Member;
 - (ii) costs, charges and expenses of any winding up; and
 - (iii) adjustments of the rights of the Members amongst themselves.
- (b) Rule 3.6(a) will not apply to Honorary Members, who shall be under no obligation and shall have no liability to contribute to the assets of the Squadron under this Constitution.

3.7 **Member Register**

- (a) The Member Register must be maintained by the Company Secretary and kept at the Squadron's Premises.
- (b) The Members' Register must contain the following information:
 - (i) the details of all current Members of the Squadron, including:
 - (A) the Category of Membership held by the Member;
 - (B) the name, residential address and date of birth of each Member as notified to the Squadron from time to time;
 - (C) any alternative address or electronic mailing address nominated for the service of notices;
 - (D) the date on which the Member's name was entered into the Members' Register; and
 - (E) particulars of payment of the Squadron Fees by each Member;
 - (ii) the name and residential address of each person who ceased to be a Member of the Squadron in the last seven (7) years and the date on which the person ceased to be a Member of the Squadron.
- (c) Each Member must notify the Company Secretary in writing of any change in the name, residential address, or contact information of the Member within one (1) month of the change.

3.8 Change of Residence

- (a) If a Member whose usual place of residence changes so that after the change the Member would be entitled to a different Category of Membership, the Board may in its absolute discretion:
 - (i) provide notice of this to the Member;
 - (ii) transfer the Member to a new Category of Membership in accordance with the Member's change of residence; or
 - (iii) give the Member the option of transferring to a new Category of Membership in accordance with the Member's change of residence.
- (b) If a Member's Category of Membership changes under rule 3.8(a) then from the first day of the next Membership Year:
 - (i) the change in that Member's Category of Membership is effective; and
 - (ii) the Member must pay the Squadron Fees applicable to the Member's new Category of Membership.
- (c) In respect of the Membership Year during which a Member changes his or her usual place of residence, the Member will not be liable for any additional payment, nor entitled to any refund of Squadron Fees as a result of the Member's change of residence, unless otherwise determined by the Board.

3.9 Committee Recommendations

The Board will have ultimate responsibility for determining matters relating to Membership, save that the Board may delegate to a Committee empowered to consider such matters under rule 17.

4. Voting Category Members

4.1 Voting Category Member Rights

Voting Category Members hold full rights as Members of the Squadron. Subject to this Constitution, a Voting Category Member is entitled to:

- (a) enter the Squadron's Premises, as determined by the Board from time to time and notified to Members;
- (b) access and participate in all advertised functions and activities of the Squadron;
- (c) apply for registration of a Yacht in the Yacht Register (subject to any applicable By-Laws);
- (d) attend all general meetings of the Squadron;

- (e) vote at any general meeting of the Squadron;
- (f) propose, second or nominate any Applicant for Membership; and
- (g) propose, second or nominate for, or be elected (subject to the eligibility criteria in rule 13) as a Director, Committee Member or to any office of the Squadron.

4.2 Full Members

- (a) A person will be eligible for nomination as a Full Member if they have attained twenty-four (24) years of age (or such other age as the Board may determine from time to time).
- (b) Subject to rules 3.2 and 7.3, a Full Member:
 - (i) shall have all the rights and privileges of a Voting Category Member as set out in rule 4.1; and
 - (ii) must pay the Squadron Fees payable for a Full Member from the time their appointment takes effect, as determined by the Board.

4.3 Young Adult Members

- (a) A person will be eligible for nomination as a Young Adult Member if they have attained eighteen (18) years of age but are under twenty-four (24) years of age (or such other age as the Board may determine from time to time) at the beginning of the Membership Year.
- (b) Subject to rules 3.2 and 7.3, a Young Adult Member:
 - (i) shall have all the rights and privileges of a Voting Category Member as set out in rule 4.1;
 - (ii) must pay the Squadron Fees payable for a Young Adult Member from the time their appointment takes effect, as determined by the Board; and
 - (iii) will cease to be a Young Adult Member on the commencement of the next Membership Year after that Young Adult Member attains twenty-four (24) years of age (or such other age as the Board may determine from time to time).

4.4 Fully Paid Members

- (a) A person will be eligible for nomination as a Fully Paid Member if that person:
 - (i) has attained twenty-four (24) years of age (or such other age as the Board may determine from time to time); and
 - (ii) has made a lump sum payment of the Entrance Fee and Annual Subscription in an amount determined by the Board at the time their appointment as a Fully Paid Member takes effect.

- (b) Subject to rules 3.2 and 7.3, a Fully Paid Member:
 - (i) shall have all the rights and privileges of a Voting Category Member as set out in rule 4.1;
 - (ii) shall be exempt from all further payments of any Annual Subscription or Entrance Fees; and
 - (iii) must continue to pay the Squadron Fees payable for a Fully Paid Member as determined by the Board, other than any Entrance Fee or Annual Subscription.
- (c) Unless otherwise determined by the Board, the aggregate number of Fully Paid Members must not exceed more than one hundred and fifty (150) in any Membership Year.

4.5 Fifty Year Members

- (a) A person who has been a Member of the Squadron for an aggregate of fifty (50) years or more will be eligible for nomination as a Fifty Year Member at the discretion of the Board.
- (b) Subject to rules 3.2 and 7.3, a Fifty Year Member:
 - (i) shall have all the rights and privileges of a Voting Category Member as set out in rule 4.1; and
 - (ii) must pay the Squadron Fees payable for a Fifty Year Member as determined by the Board, but will not be required to pay the Annual Subscription from the time the appointment as a Fifty Year Member takes effect.
- (c) A Member wishing to apply for Membership as a Fifty Year Member must give notice to the Squadron requesting election as a Fifty Year Member in accordance with rule 7.1.

4.6 Senior Long Term Members

- (a) A person who has attained sixty-five (65) years of age and who has been a Member of the Squadron for a period of twenty-five (25) years or more, will be eligible for nomination as a Senior Long-Term Member at the discretion of the Board.
- (b) Subject to rules 3.2 and 7.3, a Senior Long Term Member:
 - (i) shall have all the rights and privileges of a Voting Category Member as set out in rule 4.1; and
 - (ii) must pay the Squadron Fees payable for a Senior Long Term Member as determined by the Board.

4.7 Life Members

- (a) A person will be eligible for nomination as a Life Member if that person has attained twenty-four (24) years of age and is a Voting Category Member (other than a Life Member) of the Squadron who, in the opinion of the Board, has rendered outstanding or special service to the Squadron.
- (b) Subject to rules 3.2 and 7.3, a Life Member:
 - (i) shall have all the rights and privileges of a Voting Category Member as set out in rule 4.1; and
 - (ii) will not be required to pay the Annual Subscription from the time the appointment as a Life Member takes effect, but must continue to pay any other applicable Squadron Fees as determined by the Board.
- (c) Unless otherwise determined by a resolution of the Board, the aggregate number of Life Members must not exceed more than four percent (4%) of the total number of Voting Category Members.
- (d) To be elected to Life Membership, a Director (or any Committee Member of a Committee established to consider Membership applications) may nominate a Member as a Life Member by giving notice to the Squadron setting out the details of that person and the basis for their nomination. The Board must consider the nomination and may accept or reject the nomination of that person as a Life Member.
- (e) The Board must give notice of its decision to accept or reject the nomination, and if:
 - (i) accepted, the person will be elected as a Life Member from the date the appointment as a Life Member is specified to take effect in the notice; or
 - (ii) rejected, the person will not be appointed as a Life Member and the Board is not required to give any reason for its decision to reject a nomination for Life Membership.
- (f) A person cannot be admitted to Membership as a Life Member unless they are admitted in accordance with this rule 4.7.

4.8 Full Member Spouse or Partner (FMSP) Members

- (a) A person will be eligible for nomination as an FMSP Member if they have attained twenty-four (24) years of age (or such other age determined by the Board), their spouse or partner is a Voting Category Member of the Squadron, and that person is approved for FMSP Membership by the Board following receipt of an Application Form and notice in accordance with rule 4.8(c).
- (b) Subject to rules 3.2 and 7.3, an FMSP Member:
 - (i) shall have all the rights and privileges of a Voting Category Member as set out in rule 4.1;

- (ii) must pay the Squadron Fees payable for an FMSP Member from the time their appointment takes effect, as determined by the Board from time to time; and
 - (iii) will cease to be a Member if their partner or spouse ceases to be a Voting Category Member of the Squadron unless:
 - (A) the FMSP Member gives written notice to the Squadron requesting admission to such other Category of Membership which that person may be eligible; and
 - (B) admission to that Category is approved by the Board at its discretion.
- (c) Any Voting Category Member (other than an FMSP Member) may nominate their spouse or partner for FMSP Membership by completing an Application Form in accordance with rule 6, which must be accompanied by a notice to the Squadron that includes:
- (i) a statement that the Voting Category Member and the nominated Applicant reside at the same address (which must be the address recorded in the Member Register for the Voting Category Member who nominated the Applicant for FMSP Membership);
 - (ii) a signed acknowledgement that if granted, the FMSP Membership may be revoked if the Voting Category Member who nominated that person ceases to be a Voting Category Member of the Squadron; and
 - (iii) any other information the Board may require from time to time.

4.9 Country Members

- (a) A person who has attained twenty-four (24) years of age (or such other age determined by the Board) and whose usual place of residence is at least one hundred and fifty (150) kilometres from the RQYS Clubhouse, or such other distance or on such other criteria as the Board may determine from time to time (and without limiting the generality thereof, may include specified postcodes) will be eligible for nomination as a Country Member.
- (b) Subject to rules 3.2 and 7.3, a Country Member:
 - (i) shall have all the rights and privileges of a Voting Category Member as set out in rule 4.1; and
 - (ii) must pay the Squadron Fees payable for a Country Member from the time their appointment takes effect, as determined by the Board from time to time.

5. Non-Voting Category Members

5.1 Non-Voting Category Member Restrictions

Non-Voting Category Members hold restricted rights as a Member of the Squadron. In addition to any other restrictions imposed by this Constitution, a Non-Voting Category Member is not permitted to:

- (a) vote at any general meeting of the Squadron or otherwise participate in the management, business and affairs of the Squadron in any way;
- (b) propose, second or nominate for, or be elected as a Director, Committee Member or to any office of the Squadron; or
- (c) have a Yacht registered on the Yacht Register, hold a sublease or otherwise rent a berth at a marina located on any Squadron Premises.

5.2 Junior Members

- (a) A person will be eligible for nomination as a Junior Member if that person is under eighteen (18) years of age at the beginning of the Membership Year.
- (b) Subject to rules 3.2 and 7.3, a Junior Member:
 - (i) shall hold Membership as a Junior Member subject to the restrictions of a Non-Voting Category Member as set out in rule 5.1, except that a Junior Member:
 - (A) may, if approved by the Board be permitted to have a Yacht registered on the Yacht Register; and
 - (B) shall be entitled to apply for dinghy storage located on any Squadron Premises (subject to availability and payment of the applicable fees);
 - (C) subject to rule 6.1(b), may propose or second an Applicant for Junior Membership.
 - (ii) must pay the Squadron Fees payable for a Junior Member, as determined by the Board from time to time; and
 - (iii) shall become a Young Adult Member at the start of the next Membership Year after that Junior Member attains the age of eighteen (18) years.

5.3 Crew Members

- (a) The Board may, from time to time, offer and elect to Crew Membership any person who, in the opinion of the Board actively participates in recreational boating as a crew member on the Yacht of a Voting Category Member.

- (b) Subject to rules 3.2 and 7.3, a Crew Member:
 - (i) shall hold Membership as a Crew Member subject to the restrictions of a Non-Voting Category Member as set out in rule 5.1;
 - (ii) is entitled to enter the Squadron's Premises and use the Squadron's facilities to such extent as the Board may determine from time to time;
 - (iii) is entitled to all the social privileges and advantages of the Squadron and may attend Squadron events;
 - (iv) may propose or second an Applicant for Membership; and
 - (v) must pay the Squadron Fees payable for a Crew Member, as determined by the Board from time to time.

5.4 Social Members

- (a) The Board may, from time to time, offer and elect to Social Membership any person who has attained eighteen (18) years of age and in the opinion of the Board, wishes to participate solely in the social activities of the Squadron.
- (b) Subject to rule 3.2 and 7.3, a Social Member:
 - (i) shall hold Membership as a Social Member subject to the restrictions of a Non-Voting Category Member as set out in rule 5.1;
 - (ii) is entitled to enter the Squadron's Premises for the purposes of engaging in social activities and access the Squadron's social facilities and Premises to such extent as the Board may determine from time to time; and
 - (iii) is entitled to all of the social privileges and advantages of the Squadron and may attend Squadron events;
 - (iv) may propose or second an Applicant for Membership;
 - (v) is not permitted to access or have use of the marina and related sporting facilities located at the Squadron's Premises, unless otherwise determined by the Board; and
 - (vi) must pay the Squadron Fees payable for a Social Member, as determined by the Board from time to time.

5.5 Absentee Members

- (a) The Board may, from time to time, offer and elect to Absentee Membership a person who has attained twenty-four (24) years of age (or such other age determined by the Board) whose usual place of residence is outside of the state of Queensland, or at least 500 kilometres from the RQYS Clubhouse, or such other distance or on such other criteria as the Board may determine from time to time (and without limiting the generality thereof, may include specified postcodes).
- (b) Subject to rules 3.2 and 7.3, an Absentee Member:
 - (i) shall hold Membership as an Absentee Member subject to the restrictions of a Non-Voting Category Member as set out in rule 5.1;
 - (ii) is not permitted to propose or second any Applicant for Membership;
 - (iii) is not permitted to access or have use of the Squadron's Premises whilst they are classified as an Absentee Member (unless otherwise determined by the Board);
 - (iv) may apply for admission to the Squadron Premises' upon payment of such Squadron Fees as the Board determines from time to time;
 - (v) must pay the Squadron Fees payable for an Absentee Member from the time their appointment takes effect, as determined by the Board from time to time; and
 - (vi) must remain as an Absentee Member for a minimum period of twelve (12) months, but a maximum period of twenty-four (24) months, unless otherwise determined at the discretion of the Board.
- (c) After twenty-four (24) months, the Squadron may give notice to the Member requiring that Member to transfer to another Category of Membership for which they are eligible under this Constitution, and failing transfer to another appropriate Category of Membership, the Absentee Member may cease to be a Member at the end of the Membership Year.

5.6 Honorary Members

- (a) The Board may, from time to time, elect as an Honorary Member any person who has attained eighteen (18) years of age and who the Board considers to hold a distinguished position or attainment.
- (b) Subject to rules 3.2 and 7.3, an Honorary Member:
 - (i) shall hold Membership as an Honorary Member subject to the restrictions of a Non-Voting Category Member as set out in rule 5.1;
 - (ii) is not permitted to propose or second any Applicant for Membership; and

- (iii) unless otherwise a Member of another Category of Membership, is not required to pay any Squadron Fees except as specifically determined by the Board.
- (c) Subject to rule 5.6(b), the Board may grant Membership to Honorary Members on such terms and conditions as the Board may determine from time to time.
- (d) A person cannot be admitted to Membership as an Honorary Member unless they are admitted in accordance with this rule 5.6.

5.7 Provisional Members

- (a) The Board may, at its discretion, offer and elect an Applicant as a Provisional Member of the Category of Membership specified by the Applicant on their Application Form for a minimum period of one (1) year.
- (b) Subject to rules 3.2 and 7.3, a Provisional Member:
 - (i) shall hold Membership with the rights and entitlements of the relevant Category of Membership for which they have applied on their Application Form subject to the restrictions of a Non-Voting Category Member as set out in rule 5.1 (in addition any restrictions set out in this rule 5.7);
 - (ii) is not permitted to propose or second any Applicant for Membership; and
 - (iii) must pay the Squadron Fees applicable to a Provisional Member of the relevant Category of Membership for which the Provisional Member has applied for on their Application Form, as determined by the Board from time to time.
- (c) The Board may at its discretion:
 - (i) terminate a Provisional Member and refuse that person's application for another Category of Membership at any time and if applicable, that person will cease to be a Provisional Member on the date notice is given by the Squadron; or
 - (ii) elect the Provisional Member to the Category of Membership for which they have applied after the expiration of at least one (1) year from their date of admission as a Provisional Member and if so elected, that person will cease to be a Provisional Member on the date their appointment to another Category of Membership takes effect.
- (d) If a Provisional Member is terminated by the Board prior to admission to another Category of Membership in accordance with rules 5.7(c) or 7, the Provisional Member will be refunded any Entrance Fee paid, but is not entitled to a refund of any Annual Subscription or other Squadron Fees paid (if any).

6. Applications for Membership

6.1 Nomination for Membership

- (a) A person may apply to be a Member by completing an Application Form, which must be:
 - (i) signed as a proposer and seconder by two (2) persons who are current Members of the Squadron who:
 - (A) hold Membership in a Category of Membership that is entitled to propose or second Applicants for Membership;
 - (B) do not have any Squadron Fees in arrears at the date of the Application Form;
 - (C) have been Members for at least twelve (12) months prior to the date of the Application Form; and
 - (D) subject to rule 6.1(c), have personally known the Applicant for a period of at least twelve (12) months; and
 - (ii) delivered to the Squadron with payment of any Squadron Fees (if applicable) as determined by the Board from time to time.
- (b) Any Junior Member of at least twelve (12) years of age may propose or second an Application Form by a person who wishes to become a Junior Member provided that, in addition to completing an Application Form in accordance with rule 6.1(a), the Application Form is accompanied by the written consent of the Applicant's parent or legal guardian and an undertaking to make payment of any Squadron Fees.
- (c) If a proposer or seconder of an Application Form in this rule 6.1 has not known the Applicant for a period of twelve (12) months, they must notify the Squadron of the facts and circumstances which satisfy the proposer or seconder (as the case may be) as to the suitability of the Applicant for Membership.
- (d) A Director (or a Committee Member of a Committee empowered to consider Membership Application Forms under rule 17) may, at their discretion, act as proposer or seconder from time to time.
- (e) Notwithstanding any of the above, any Application Form which is not signed by a proposer or seconder may be submitted to the Squadron and will be considered at the discretion of the Board.

6.2 Applications List

- (a) On receipt of a validly completed Application Form and payment of any Squadron Fees (if applicable), the Company Secretary must record the name and particulars of the Applicant on the Applications List, in order of time in which the Application Form was received from the Applicant.

- (b) The Applicant's name will remain on the Applications List until any of the following occurs (whichever comes first):
 - (i) the Applicant is accepted for Membership in a Category of Membership;
 - (ii) the Applicant's application for Membership is rejected under rule 6.3;
 - (iii) one (1) month after the Applicant notifies the Company Secretary in writing that the Applicant desires their name to be removed from the Applications List;
 - (iv) unless otherwise determined by the Board, one (1) month after receipt of notification by a proposer or seconder withdrawing support for the Applicant unless a Director or another eligible Member agrees to support the Applicant in substitution for such person who withdrew their support; or
 - (v) the Applicant dies.

6.3 Acceptance or rejection

- (a) Any Application Form submitted and recorded on the Applications List must be referred to the Board for consideration. The Board may:
 - (i) accept or reject the application; or
 - (ii) request further information from the Applicant as to their eligibility for Membership.
- (b) If the Board makes a request under rule 6.3(a)(ii), that Applicant's application is deferred until the evidence requested is given.
- (c) Notwithstanding the above, the Board may from time to time in its absolute discretion admit any person to Membership of the Squadron on receipt of a written Application Form in a form determined by the Board.

6.4 Notice to Applicants

- (a) If an Applicant is approved for Membership by the Board, the Squadron will give written notice of the acceptance to the Applicant and enter that Applicant's name on the Member Register following payment of any required Squadron Fees.
- (b) If an Applicant's application for Membership is rejected:
 - (i) the Squadron will give written notice of the rejection to the Applicant and refund in full the Entrance Fee paid (if any), but will not refund any other Squadron Fees paid by the Applicant;
 - (ii) the Board is not required to give any reason for the non-approval of any Applicant to become a Member; and

- (iii) the Applicant will not be eligible to submit a new Application Form for a period of at least twelve (12) months from the date the Applicant's application for Membership was rejected.
- (c) Failure to give any notice under this rule 6.4 does not invalidate any decision made by the Board regarding an Applicant's application.

7. Transfer, variation or cessation of Membership

7.1 Transfers

- (a) In addition to any other powers conferred on the Board by this Constitution, the Board shall have the power, on the application of a Member, to transfer that Member to another Category of Membership (other than Life Membership or Honorary Membership) if in the opinion of the Board, the Member has the qualifications for that other Category.
- (b) Any additional Squadron Fees applicable to that Category of Membership must be paid by the Member at the time of their application for transfer pursuant to this rule 7.1. A Member will not be entitled to any refund of Squadron Fees or any part thereof if their application for transfer is approved.
- (c) Upon transfer of a Member to another Category of Membership, the Squadron shall cause a notice of such transfer to be promptly delivered to that Member. If a Member fails to be transferred, the Squadron will refund any additional Squadron Fees paid by that Member.
- (d) If an application for transfer is rejected, the Board is not required to give any reason for its decision to reject the request for transfer.

7.2 Variation of Membership Rights

- (a) The Board may, subject to this Constitution and the Corporations Act:
 - (i) prescribe, revoke and amend the criteria for Membership and any classes or Categories of Membership (but are not obliged to accept persons fulfilling those criteria as Members or Members of a Category);
 - (ii) establish any new class or Category of Members and define the rights, restrictions and obligations of Members in that class; and
 - (iii) vary or cancel the rights, restrictions and obligations of Members in any new or existing class or Category (other than a change to Squadron Fees under rule 11), with:
 - (A) with the written consent of Members with at least 75% of the votes in that class; or
 - (B) with the sanction of a Special Resolution passed at a meeting of the Members in that class.

- (b) A meeting of a class or Category of Members must be called and held in the same way, so far as possible, in which a meeting of the Members may be called and held.
- (c) The Squadron must give notice of the variation or cancellation of the class or Category of Members within seven (7) days of the date that Category is varied or cancelled.

7.3 Cessation of Membership

- (a) A Member will cease to be a Member if they:
 - (i) resign in accordance with rule 7.4;
 - (ii) no longer satisfy the criteria for its respective Category of Membership (unless transferred to another Category of Membership by the Board);
 - (iii) are expelled from the Squadron in accordance with rule 8; or
 - (iv) cease to be a Member for non-payment of Squadron Fees in accordance with rule 11.
- (b) A Member who ceases to be a Member:
 - (i) continues to be liable for Squadron Fees due by them to the Squadron and the guarantee (if required by rule 3.6) and is not entitled to any refund of any Squadron Fees paid in that Membership Year;
 - (ii) ceases to have the rights and privileges of their relevant Category of Membership, including the right to have access to and participate in all advertised functions and activities of the Squadron; and
 - (iii) does not have any claim on any property of the Squadron.

7.4 Resignation

- (a) A Member may resign their Membership by giving written notice to the Squadron, subject to the Member having no outstanding Squadron Fees payable to the Squadron.
- (b) A Member will be deemed to resign from the Squadron if that Member dies.
- (c) If a Member dies and that Member's surviving spouse or partner is not a Member, then the surviving spouse or partner may submit an Application Form for a Category Membership for which that person may be eligible and, on receipt of the Application Form, the Board may, at its discretion:
 - (i) waive any part of the application procedure in rule 6 or the payment of any Squadron Fees; and
 - (ii) accept or reject the application for Membership by that person.

8. Member's Conduct

8.1 Notice of indictable offence

A Member must give written notice to the Squadron as soon as reasonably practicable, and in any event within fourteen (14) days, if the Member is charged with an indictable offence. The notice must include details of the indictable offence of which the Member has been charged.

8.2 Member's Conduct

Subject to this rule 8, the Board shall have the power to reprimand, suspend, expel or accept the resignation of any Member, if that Member:

- (a) wilfully refuses, infringes or neglects to comply with:
 - (i) the provisions of this Constitution or any applicable rules, codes of conduct or By-Laws in force from time to time; or
 - (ii) with any resolution or determination of the Board or any duly authorised Committee;
- (b) fails to give notice of an indictable offence in accordance with rule 8;
- (c) is an undischarged bankrupt or has been convicted of an indictable offence;
- (d) has behaved, or a guest of that Member has behaved, in the reasonable opinion of the Board, in an unbecoming or dishonourable manner inside or outside the Squadron's Premises; or
- (e) has acted in a manner that is prejudicial to the objects and interests of the Squadron or brings the Squadron's reputation or that Member's reputation into disrepute.

8.3 Conduct Investigations and Proceedings

- (a) If the Directors or an employee of the Squadron becomes aware of, or an allegation is made against a Member (which in the opinion of the Board is not vexatious, trifling or frivolous) that a Member has engaged in the kind of conduct referred to in rule 8.2, the Board shall refer the matter for investigation or determination either under the procedures set down in the Protocol Policy or By-Laws or by such other procedure and/or persons as the Board consider appropriate.
- (b) The Board may make a Protocol Policy:
 - (i) for the hearing and determination of:
 - (A) grievances by any Member who feels aggrieved by a decision or action of the Squadron (or another Member); and

- (B) disputes between Members in connection with the activities conducted by the Squadron;
 - (ii) for the discipline of Members, including the suspension and expulsion of that Member in accordance with this Constitution; and
 - (iii) for the termination of Members (except in respect of Voting Member).
- (c) Members of the Squadron submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Squadron, whether under the By-Laws, the Protocol Policy or this Constitution.
- (d) During investigatory or disciplinary proceedings under this rule 8, a respondent may not participate in any advertised events or functions held by the Squadron pending the determination of such proceedings (including any available appeal) unless the Board decides continued participation is appropriate having regard to the matter at hand.

8.4 Sanctions

- (a) No recommendation can be made by the Board under this rule 8 unless all avenues of appeal available to the relevant Member under the Protocol Policy have been exhausted.
- (b) After compliance with this rule 8 (and any Protocol Policy), the Board may recommend any of the following actions:
- (i) expel the Member from the Squadron;
 - (ii) suspend the Member as a Member of the Squadron for a period as may be determined at the discretion of the Board;
 - (iii) impose restrictions on the rights that the Member may enjoy while remaining a Member of the Squadron (subject to this Constitution);
 - (iv) reprimand the Member; or
 - (v) take no action.
- (c) Without limiting matters that may be referred to in any Protocol Policy, any Member that is determined by the Board to have acted in a manner set out in rule 8.2 shall be liable for the sanctions set out in rule 8.4(b) (and any Protocol Policy), including expulsion from Membership.

8.5 Suspension

If a Member is suspended, then:

- (a) that Member's name will be added to the Suspended Member List; and
- (b) at the time the Member is suspended and during the period of suspension, that Member will have all rights and entitlements of their Membership suspended (including any right to vote, attend a general meeting or access the Squadron's Premises) and will not be permitted to attend the Squadron's Premises or participate in advertised functions or activities of the Squadron.

8.6 Disciplinary proceedings generally

There will be no liability for any loss or injury suffered by a Member as a result of any decision made in good faith under this rule 8 (or any Protocol Policy). No Member may commence proceedings or bring a claim against any Directors, officers or the Squadron for any matter or grievance arising from the proceedings or determination made under this rule 8.

9. General Meetings

9.1 AGM

- (a) The Squadron must hold an AGM each year on a date determined by the Board subject to the Corporations Act.
- (b) The business of the AGM must include the following (even if such items are not set out in the notice of meeting):
 - (i) consideration of a report on the operation of the Squadron for the last financial year;
 - (ii) consideration of the audited annual financial reports, annual statements of account and any auditor's reports prepared for the Squadron for the last financial year;
 - (iii) the election and appointment of the Directors and Committee Members in accordance with rule 14.4(a);
 - (iv) the appointment and remuneration of the auditor of the Squadron (if any); and
 - (v) to consider any other business of which notice has been given in accordance with rule 9.3.
- (c) The Chair of the AGM must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Squadron.

- (d) General meetings before which the financial reports of the Squadron are to be tabled will be called annual general meetings. All other meetings of the Squadron will be called general meetings.

9.2 Calling General Meetings

- (a) Unless otherwise required by the Corporations Act, a general meeting may only be called:
 - (i) by any two (2) Directors;
 - (ii) by the Board, if a resolution is passed by the Board calling a general meeting;
 - (iii) by 20 Voting Category Members, provided that a written request is received from those Voting Category Members that:
 - (A) states the object of the proposed general meeting and the intended resolution to be presented at the general meeting for consideration;
 - (B) is in writing and delivered to the Squadron; and
 - (C) is signed by all of the Members making the request.
- (b) If a request is made by Members under rule 9.2(a)(iii), the Squadron must call the general meeting within twenty-one (21) days of receipt of the request and must convene the general meeting within two (2) months of receipt of the request.
- (c) All general meetings will be held at the time and place (including two (2) or more venues using technology or any technological means which gives the Members Present a reasonable opportunity to participate) and in the manner that the Board resolves.
- (d) Any general meeting called by any two (2) Directors or the Board under rules 9.2(a)(i) or 9.2(a)(ii) may be cancelled by those Directors or the Board giving notice in writing to all persons who were entitled to receive notice of that general meeting, except where the cancellation or postponement would be contrary to the Corporations Act. Any failure to give notice of cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting.

9.3 Notice of General Meetings

- (a) Subject to the Corporations Act and this Constitution, notice of a general meeting must be given no less than twenty-one (21) days before the date of the general meeting.
- (b) Notice of a general meeting will be given in the form and manner in which the Board resolves (subject to any requirements of the Corporations Act) and must include:

- (i) the date, time and place as determined by the Board (which may include two (2) or more venues using technology or virtual meeting technology only);
 - (ii) the general nature of the business to be transacted at the general meeting;
 - (iii) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution;
 - (iv) a statement that Members entitled to attend and vote at a meeting of the Squadron have the right to appoint proxies and that, if a Member appoints a proxy:
 - (A) the proxy form must be delivered to the Squadron at its registered office or the address (including an electronic address) specified in the notice of the meeting; and
 - (B) the proxy form must be delivered to the Squadron at least forty-eight (48) hours before the meeting; and
 - (v) if the general meeting is an AGM, the notice must be given to each Member, Director and any auditor of the Squadron and must include any reports required by section 316A of the Corporations Act by providing such reports, subject to the Corporations Act, by:
 - (A) giving them to the Member by electronic means; or
 - (B) giving the Member sufficient information to allow the Member to access the reports electronically.
- (c) Subject to rule 9.3(d), notice of a general meeting may be provided less than twenty-one (21) days before the meeting if:
- (i) for an AGM, all the Members entitled to attend and vote at the AGM agree beforehand; or
 - (ii) for any other general meeting, Members with at least ninety-five percent (95%) of the votes that may be cast at the meeting agree beforehand.
- (d) Notice of a general meeting cannot be provided less than twenty-one (21) days before the meeting if a resolution will be moved to:
- (i) remove a Director;
 - (ii) appoint a Director in order to replace a Director who was removed; or
 - (iii) remove an auditor.
- (e) The accidental omission to give or send notice of any general meeting or the postponement of any general meeting or the non-receipt of a notice by any person entitled to receive such notice will not invalidate the proceedings or any resolution passed at any such general meeting.

- (f) A person's attendance at a meeting of Members waives any objection that person may have had to a failure to give notice, or the giving of a defective notice of meeting, unless the person at the beginning of the general meeting objects to the holding of the meeting.

10. Proceedings at General Meetings

10.1 Quorum

- (a) No business may be transacted at any general meeting except the election of the Chair unless a quorum of Members is present.
- (b) Except as otherwise provided in this Constitution, thirty (30) Members Present constitutes a quorum.
- (c) If there is no quorum at a general meeting within thirty (30) minutes after the time specified in the notice of the meeting, the meeting is dissolved unless the Chair or the Directors adjourn the meeting to a date, time and place determined by the Chair or the Directors. If no quorum is present at any adjourned meeting within thirty (30) minutes after the time for the meeting, the meeting is dissolved.

10.2 Conduct of Meetings

- (a) Subject to rule 10.2(b), the Chair or, in the Chair's absence, the deputy Chair appointed in accordance with rule 12.9 is entitled to preside as Chair at every general meeting.
- (b) Where a general meeting is held and:
 - (i) there is no Chair or deputy Chair; or
 - (ii) the Chair or deputy Chair is not present within fifteen (15) minutes after the time appointed for the meeting or does not wish to act as Chair of the meeting,the Directors present may choose one (1) of their number to be Chair of the meeting, provided that the Director is not a Flag Officer.
- (c) The general conduct of each general meeting of the Squadron and the procedures to be adopted at the meeting are as determined at, during or prior to the meeting by the Chair.
- (d) The Chair may make rulings without putting the question (or any question) to the vote if the Chair considers action is required to ensure the orderly conduct of the meeting.

- (e) If at any time the Chair considers it necessary or desirable for the proper and orderly conduct of the meeting, the Chair may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members Present.
- (f) The Squadron may hold a general meeting using any technological means that gives each Member Present a reasonable opportunity to participate.
- (g) Any determination by the Chair in relation to matters of procedure (including any procedural motions moved at, or put to, any meeting) or any other matter arising directly or indirectly from the business is final. Any challenge to:
 - (i) a right to vote (whether on a show of hands or on a poll); or
 - (ii) a determination to allow or disregard a vote,may only be made at the meeting and may be determined by the Chair.

10.3 Adjournments

- (a) During the course of the meeting, the Chair may adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting, or any debate or discussion either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the Chair. If the Chair exercises a right of adjournment of a meeting under this rule, the Chair has the sole discretion to decide whether to seek the approval of the Members Present to the adjournment and, unless the Chair exercises that discretion, no vote may be taken by the Members Present in respect of the adjournment.
- (b) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for one (1) month or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

10.4 Voting at General Meetings

- (a) Subject to the Corporations Act, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- (b) Subject to this Constitution and the Corporations Act, and any rights or restrictions for the time being attached to any class or classes of Members, at meetings of Members or classes of Members:
 - (i) each Member entitled to attend and vote, may attend and vote in person by proxy or by attorney; and
 - (ii) each Member Present has one (1) vote.

- (c) A Member is not entitled to vote at a general meeting if the Member's Squadron Fees are in arrears at the date of the meeting.
- (d) The Directors may determine that, at any general meeting, a Member who is entitled to attend and vote at a general meeting is entitled to a direct vote including a vote delivered to the Squadron by post or other electronic means approved by the Directors. The Directors may prescribe rules to govern direct voting including rules specifying the form, method and timing of giving the direct vote in order for the vote to be valid.
- (e) The power of attorney must be received at the Squadron's registered office at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, at least twenty-four (24) hours before the taking of the poll, unless the document has previously been produced for inspection in accordance with this rule 10.4(e).

10.5 Voting Procedure

- (a) Each resolution submitted to a general meeting is to be decided by a show of hands of the Members Present and entitled to vote (including by way of proxy), unless a poll is demanded or voting is to be conducted by way of ballot, electronic means or any other method determined by the Directors and notified to Members from time to time.
- (b) Unless a poll is demanded:
 - (i) a declaration by the Chair following a vote on a show of hands that a resolution has been passed, passed by a particular majority, or lost; and
 - (ii) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The Chair is under no obligation to make such a declaration if he or she considers it desirable that the question be decided on a poll and in such case, the Chair must direct a poll to be taken. In a contested election for Directors or Committee Members, a poll must be taken.

10.6 Polls

- (a) A poll may be demanded on any Members' resolution. At a general meeting a poll may be demanded by:
 - (i) at least five (5) Members Present and entitled to vote on the resolution;
 - (ii) Members Present with at least five percent (5%) of the votes that may be cast on the resolution; or
 - (iii) the Chair of the meeting.

- (b) The poll may be demanded before a vote is taken, before the voting results on a show of hands are declared or immediately after the voting results on a show of hands are declared.
- (c) When demanded, a poll may be taken in the manner and at the time the Chair directs.
- (d) The result of a poll may be announced in the manner and at the time (whether during the relevant meeting or afterwards) as the Chair considers appropriate.
- (e) The demand for a poll does not prevent a meeting from continuing in relation to any transaction or any business other than that on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting and without adjournment.

10.7 Casting Vote

In the event of an equality of votes on a show of hands or on a poll, the Chair will not have a casting vote in addition to any vote to which the Chair may be entitled as a Member or as a proxy, attorney or properly appointed representative of a Member.

10.8 Form of Proxy

- (a) An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- (b) An appointment of proxy form must be in a form prescribed or approved by the Directors. A proxy appointed in accordance with the Corporations Act to attend and vote at a meeting of the Squadron may exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act.
- (c) The following documents must be received at the Squadron's registered office at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, at least twenty-four (24) hours before the taking of the poll:
 - (i) the instrument appointing a proxy; and
 - (ii) if the appointment is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority.
- (d) Any appointment of proxy under this rule 10.8 which is signed by the Member but does not name the proxy or proxies in whose favour it is given, then the Chair may either cast as proxy or complete the appointment by inserting the name or name of one (1) or more Directors or the Company Secretary.

- (e) Where a notice of meeting provides for electronic lodgement of proxies, a proxy lodged at the electronic address specified in the notice is taken to have been received at the Squadron's registered office and validated by the Member provided that the requirements for electronic lodgement of proxies set out in the notice have been complied with.

10.9 Validity of Proxies

- (a) A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:
 - (i) the previous death or unsoundness of mind of the principal; or
 - (ii) the revocation of the instrument (or of the authority under which the instrument was executed) or the power,

if no notice in writing of the death, unsoundness of mind or revocation (as the case may be) has been received by the Squadron at its registered office before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.

- (b) A proxy is not revoked by the principal attending and taking part in the meeting unless the principal actually votes at the meeting on a resolution for which the proxy is proposed to be used.

10.10 Special meetings

All of the provisions of this Constitution as to general meetings apply to any special meeting of any specific class of Members which may be held pursuant to this Constitution or the Corporations Act.

11. Squadron Fees

11.1 Obligation to pay Squadron Fees

- (a) Each Member must pay the Squadron Fees as applicable to their Category of Membership as and when they fall due.
- (b) A newly elected Member is not entitled to any of the rights of a Member until the Member has paid all Squadron Fees payable by the Member on that Member's election.
- (c) A Member must not be exempted from the obligation to pay the Squadron Fees applying to their Category of Membership, unless the exemption is determined by the Board or in accordance with this Constitution.

11.2 Determination of Squadron Fees

- (a) Subject to this rule 11.2, the Board may determine the Squadron Fees applying to each Category of Membership in each Membership Year and when the Squadron Fees are due and payable.
- (b) The Board will, at least thirty (30) days prior to the end of the Membership Year, meet to determine the Squadron Fees for the following Membership Year. The Squadron will give notice to all Applicants and Members of the Squadron Fees applying in a Membership Year.
- (c) The Squadron Fees must not be increased during the Membership Year unless otherwise determined by the Board.
- (d) The Board may increase the Squadron Fees to the extent necessary to recover any amount which the Squadron is required to remit to the Commonwealth of Australia pursuant to the *A New Tax System (Goods and Services Tax) Act 1999* (Cth) (as amended) referable to the Squadron Fees.

11.3 Members in Arrears

- (a) If a Member fails to pay the Squadron Fees payable under rule 11.1 within three (3) months from when the Squadron Fees are due and payable, the Member will be considered a suspended Member and rule 8.5 will apply.
- (b) Subject to rule 11.3(c), a Member will cease to be suspended and the Member's rights of Membership restored on:
 - (i) payment of all outstanding Squadron Fees by the Member to the Squadron; and
 - (ii) payment of a late payment fee which may be set by the Board from time to time but must not exceed ten percent (10%) of the Squadron Fees payable by a Full Member.
- (c) A Member's name may be removed from the Suspended Member List and the Member will cease to be a Member, if the Member has failed to pay all outstanding Squadron Fees and any applicable late payment fee after six (6) months from when the Squadron Fees were due and payable.
- (d) The Board may restore a Member's rights of Membership if that Member's name was removed from the Suspended Member List and the Member ceased to be a Member of the Squadron on such terms and conditions as the Board sees fit if the Board decides exceptional circumstances warranting restoration of that Member's rights apply.

12. Board of Directors

12.1 Functions of the Board

The business of the Squadron is to be managed by the Board, who may exercise all powers of the Squadron which are not, by the law or this Constitution, required to be exercised by the Squadron in a general meeting.

12.2 Board Composition

The Board will consist of no less than three (3) and no more than eight (8) Directors comprised of the following positions:

- (a) the Commodore;
- (b) the Vice Commodore;
- (c) the Rear Commodore;
- (d) the Treasurer; and
- (e) the Ordinary Board Members.

12.3 Board Limit

The Members may, by ordinary resolution passed at a general meeting, impose or alter a higher minimum or maximum number of Directors, but must not:

- (a) reduce the minimum number of Directors as provided in rule 12.2 to less than three (3) Directors; or
- (b) eliminate the position of a Director then in office.

12.4 Appointment of Directors

- (a) Apart from the Directors appointed under rule 14.7, the Members may elect the Flag Officers, Treasurer and Ordinary Board Members (collectively, the Directors of the Squadron):
 - (i) by ballot in accordance with rule 13; or
 - (ii) by resolution passed at a general meeting.
- (b) If at any time a person elected or appointed to the role of Flag Officer, Treasurer or Ordinary Board Member ceases to be eligible for election or appointment as a Director under this Constitution or is removed from office under rule 14.4 of this Constitution, that person will cease to be a Director of the Squadron and will also be deemed to have resigned from their role as Flag Officer, Treasurer or Ordinary Board Member.

12.5 Roles and Responsibilities of the Flag Officers

- (a) The role of each Flag Officer is to act as champion and steward of the objects of the Squadron (as described in rule 2.2) and to act as a liaison between the Members, the CEO, the Committees and the Board.
- (b) The Flag Officers will consist of:
 - (i) the Commodore;
 - (ii) the Vice Commodore; and
 - (iii) the Rear Commodore.
- (c) Subject to this Constitution and any alternative nominations by Members under rule 13.2, it is intended that the succession of the Flag Officers will be as follows:
 - (i) the person elected by Members to the office of Rear Commodore will retire at the end of their two (2) year term in accordance with this Constitution but may be eligible for election as the Vice Commodore and may have their nomination for the role endorsed by the then current Vice Commodore and Commodore;
 - (ii) the person elected by Members to the office of Vice Commodore will retire at the end of their two (2) year term in accordance with this Constitution but may be eligible for election as the Commodore and may have their nomination for the role endorsed by the then current Commodore; and
 - (iii) the Commodore will at the end of their two (2) year term, retire from the office of Commodore.
- (d) In the event that a Flag Officer vacates office as a Director and is consequently removed from their position as a Flag Officer in accordance with rule 12.4(b) then (subject always to rule 12.5(e):
 - (i) if that person was appointed to the role of Commodore, the Vice Commodore will move into the position of Commodore and the Rear Commodore will move into the position of Vice Commodore; or
 - (ii) if that person was appointed to the role of Vice Commodore, the Rear Commodore will move into the position of Vice Commodore and the Board may appoint a replacement Rear Commodore to fill the casual vacancy under rule 14.7.
- (e) If a Vice Commodore or Rear Commodore does not wish to move into the position of Commodore or Vice Commodore under rule 12.5(d)(as the context requires), the Board may appoint a replacement for that Commodore or Vice Commodore to fill the causal vacancy under rule 14.7.

12.6 Commodore

- (a) The Commodore will take command of the fleet, act as the leader and spokesperson of the Squadron and must use reasonable endeavours to attend all general meetings and meetings of the Board.
- (b) In addition to the requirements of rule 13.1, to be eligible for election to the role of Commodore, the person nominating for the position of Commodore must:
 - (i) not, at the time of nomination, exceeded the maximum tenure of a Director under rule 14.3;
 - (ii) have been a Voting Category Member of the Squadron for a minimum of five (5) years immediately preceding the date of nomination for the role of Commodore; and
 - (iii) provide a consent to act as a Director.
- (c) A person put for election by Members to the role of Commodore under rule 12.4 will also be taken to be put for election by Members as a Director and if elected to the role of Commodore by the Members under this Constitution, will be appointed by the Members as Director of the Squadron for the purposes of rule 12.4(a).

12.7 Vice Commodore

- (a) The Vice Commodore will provide assistance to the Commodore to discharge their duties and in the absence of the Commodore, officiate in their place and stead.
- (b) If the Vice Commodore vacates office as a Director or Vice Commodore,
- (c) In addition to the requirements of rule 13.1, to be eligible for election to the role of Vice Commodore, the person nominating for the position of Vice Commodore must:
 - (i) not, at the time of nomination, exceeded the maximum tenure of a Director under rule 14.3;
 - (ii) have been a Voting Category Member of the Squadron for a minimum of three (3) years immediately preceding the date of nomination for the role of Vice Commodore; and
 - (iii) provide a consent to act as a Director.
- (d) A person put for election by Members to the role of Vice Commodore under rule 12.4 will also be taken to be put for election by Members as a Director, and if elected to the role of Vice Commodore by the Members under this Constitution, will be appointed by the Members as Director of the Squadron for the purposes of rule 12.4(a).

12.8 Rear Commodore

- (a) The Rear Commodore will assist the Commodore and Vice Commodore in the discharge of their duties and in the absence of both the Commodore and Vice Commodore, officiate in their place and stead.
- (b) In addition to the requirements of rule 13.1, to be eligible for election to the role of Rear Commodore, the person nominating for the position of Rear Commodore must:
 - (i) not, at the time of nomination, exceeded the maximum tenure of a Director under rule 14.3;
 - (ii) have been a Voting Category Member of the Squadron for a minimum of three (3) years immediately preceding the date of nomination for the role of Rear Commodore; and
 - (iii) provide a consent to act as a Director.
- (c) A person put for election by Members to the role of Rear Commodore under rule 12.4 will also be taken to be put for election by Members as a Director and if elected to the role of Rear Commodore by the Members under this Constitution, will be appointed by the Members as Director of the Squadron for the purposes of rule 12.4(a).

12.9 Treasurer

- (a) The Treasurer will be required to chair any Committee that is responsible for the consideration of the Squadron's finances and must also assist the Board to ensure the Squadron keeps proper financial records which:
 - (i) correctly and sufficiently record and explain the transactions of the Squadron, its financial position, operation and performance; and
 - (ii) would enable true and fair financial statements to be prepared and audited.
- (b) In addition to the requirements of rule 13.1, to be eligible for election to the role of Treasurer, the person nominating for the position of Treasurer must:
 - (i) be a 'qualified accountant' within the meaning of section 88B of the Corporations Act;
 - (ii) have served for a minimum period of two (2) years as a Committee Member on the Committee responsible for consideration of the Squadron's finances;
 - (iii) have been a Voting Category Member of the Squadron for a minimum of one (1) year immediately preceding the date of nomination for the role of Ordinary Board Member; and
 - (iv) provide a consent to act as a Director.

- (c) A person put for election by Members to the role of Treasurer under rule 12.4 will also be taken to be put for election by Members as a Director and if elected to the role of Treasurer by the Members under this Constitution, will be appointed by the Members as Director of the Squadron for the purposes of rule 12.4(a).

12.10 Ordinary Board Members

- (a) In addition to the Flag Officers and the Treasurer, the Members must elect a minimum of two (2) and a maximum of four (4) Ordinary Board Members.
- (b) In addition to the requirements of rule 13.1, to be eligible for election to the role of Ordinary Board Member, the person nominating for the position of Ordinary Board Member must:
 - (i) not, at the time of nomination, exceeded the maximum tenure of a Director under rule 14.3;
 - (ii) have been a Voting Category Member of the Squadron for a minimum of one (1) year immediately preceding the date of nomination for the role of Ordinary Board Member; and
 - (iii) provide a consent to act as a Director of the Squadron.
- (c) A person put for election by Members to the role of Ordinary Board Member under rule 12.4 will also be taken to be put for election by Members as a Director and if elected as an Ordinary Board Member, will be appointed by the Members as Director of the Squadron for the purposes of rule 12.4(a).

12.11 Chair

- (a) The Directors must elect one (1) of the Ordinary Board Members as the Chair and may decide the period for which the Chair is to act as Chair. References to the Chair in this Constitution include, in the absence of the Chair, the deputy Chair (unless the context otherwise requires).
- (b) The Ordinary Board Member appointed to the role of Chair will be responsible for acting in the role of Chair at general meetings of the Members and any meeting of the Board.
- (c) The Chair may appoint any Director as the deputy Chair, provided that the Director is not a Flag Officer.
- (d) Where a Directors' meeting is held and:
 - (i) a Chair has not been elected as provided by rule 12.11(a); or
 - (ii) the Chair is not present at the time appointed for the holding of the meeting or does not wish to Chair the meeting,

the deputy Chair is Chair of the meeting or, if rule 12.11(d)(i) or 12.11(d)(ii) applies to the deputy Chair, the Directors present may elect one (1) of their number to be Chair of the meeting, provided that the Director elected is not a Flag Officer.

12.12 Seniority

The specific duties and responsibilities of the Chair and the Commodore are as set out in this Constitution but otherwise remain consistent with the responsibilities of a Director. The Chair and the Commodore shall act cooperatively at all times in promoting the best interests of the Squadron and shall not interfere with each other's respective specific duties and responsibilities.

13. Election of Directors and Committee Members

13.1 Eligibility criteria - Directors and Committee Members

The Board may from time to time issue a nominations and eligibility policy for the election of Directors and Committee Members. In addition to the requirements of any such policy, the following minimum eligibility criteria apply to the election of any person as a Director or Committee Member, the person must be:

- (a) a minimum of eighteen (18) years of age;
- (b) a Voting Category Member of the Squadron;
- (c) eligible to be appointed as a Director under the Corporations Act and if the candidate becomes ineligible, they must notify the Board immediately.

13.2 Nomination procedure

- (a) At least forty-five (45) days before the AGM (or such other time frame determined by the Board), the Board must call for nominations for any vacant Board and Committee Member positions for the following year by notice which sets out:
 - (i) the positions available for election;
 - (ii) the nomination form that must be used; and
 - (iii) the date, time and means by which the nomination form must be returned.
- (b) Subject to rule 13.1, a Voting Category Member may be nominated for election to a Board or Committee Member position by completing and lodging a nomination form (in the form determined by the Board) signed by the candidate or in such other manner prescribed by the Board by the date and time specified by the Board.

- (c) The Company Secretary must make nomination forms available to Voting Category Members (either by physical means at the Squadron's Premises or by electronic means) and must provide a Voting Category Member with a nomination form on request.
- (d) If, prior to being elected, the nominated Voting Category Member:
 - (i) ceases to be a Member in accordance with rule 7.3 or is subject to a conduct proceeding under rule 8; or
 - (ii) the Board forms the view that the Voting Category Member will be unable to serve in the position for which they have been nominated for the period of the tenure of that position due to illness or injury,

the Board may extend the date of the election and call for additional nominations.
- (e) Where electronic lodgement of nomination forms is permitted, a nomination form lodged at the electronic address specified in the notice is taken to have been received at the Squadron's registered office and validated by the Member provided that the requirements for electronic lodgement set out in the notice requesting nominations have been complied with.
- (f) Notice of each person standing for election for a Board or Committee Member position will be made available in a manner prescribed by the Board prior to the AGM.

13.3 Election of Directors and Committee Members

- (a) Where there are more candidates for election than there are vacancies, the relevant Board positions and Committee Members will be elected at the AGM in accordance with a ballot conducted pursuant to this rule 13.3 or such other alternative forms or method of voting in a ballot (including by electronic means) determined by the Board and notified to the Members.
- (b) If at the close of nominations (and following any recommendations by a Committee appointed under rule 13.4 to the Board) for an election to fill one or more Board or Committee Member positions:
 - (i) the number of candidates for the positions available is equal to or less than the number of positions to be filled at the AGM, then no election is to take place for those positions and the nominees will be taken to be elected to fill one or more of the Board or Committee Member positions; and
 - (ii) the number of candidates for the positions available is more than the number of positions to be filled, a ballot will be conducted electronically and the candidate(s) who receives the highest number of votes will be elected to fill the relevant Board or Committee Member positions.

- (c) A candidate will be elected to a position if they obtain a majority of votes cast in the ballot by Members Present and the results of the ballot will announced to Members at the AGM.
- (d) If two or more eligible candidates for a position get the same number of votes, and at the relevant time there is only one Board or Committee Member position to be filled, the Chair may call for a second vote by a show of hands of the Members Present at the AGM.
- (e) If the Board elects an electronic means of voting and a Voting Category Member has not provided his or her electronic mail address to the Squadron or has notified the Squadron that he or she does not have the means to vote electronically at least forty-eight (48) hours before the date of the AGM, the Company Secretary may make alternative arrangements to facilitate voting by that Member.
- (f) If there are insufficient candidates to fill the vacant Board or Committee Member positions, the Chair will call for nominations from the Members Present at the AGM and, if required by this Constitution, the vacancies must be filled by an election conducted by a vote of the Members Present at the AGM.

13.4 Nominations Committee

- (a) The Board may establish a Committee (to be called the Nominations Committee) to facilitate the nominations process, including ensuring all eligibility criteria are complied with.
- (b) Subject to this Constitution, the Board may set out a policy detailing:
 - (i) the nomination process for election, including any timing requirements;
 - (ii) the role of any nominations Committee in election process; and
 - (iii) form required for nomination.
- (c) The Board may delegate responsibility to a nominations Committee for the determination of eligibility for Board and Committee Member positions and the relevant nominations Committee in making a recommendation to the Members and the Directors may take account of any policy determined by the Directors or any other matter in this Constitution.

14. Terms of Appointment of Directors and Committee Members

14.1 Term of Appointment - Directors

- (a) Subject to rule 14.3:
 - (i) a Director elected in accordance with this Constitution will serve as a Director for a period of two (2) years;

- (ii) after the Director's term has expired they may be eligible for re-election as a Director for a further term.
- (b) For the purposes of this rule 14, the term of a Director will commence at the conclusion of the general meeting at which they are elected (subject to compliance with the Corporations Act) and will end at the conclusion of the general meeting in the year of expiry of their tenure.

14.2 Term of Appointment - Committee Members

- (a) A Committee Member elected in accordance with this Constitution will serve as a Committee Member for a period of one (1) year.
- (b) The term of a Committee Member will commence at the conclusion of the AGM at which they are elected and will end at the conclusion of the AGM in the year of expiry of their tenure.
- (c) There is no maximum tenure for a Committee Member. After the Committee Member's term has expired they may be renominated for election for a further term.
- (d) At each AGM, all Committee Members must retire.

14.3 Rotation of Directors

- (a) A Director (other than a Director appointed to the role of Treasurer) may hold office for a maximum of three (3) consecutive two (2) year terms for a total maximum tenure of six (6) years.
- (b) If a person has held office as a Director for a period of six (6) years, the Director may hold office for a further three (3) consecutive two (2) year terms provided that such person has not held the office of a Director for at least one (1) year.
- (c) A Director elected or appointed to the role of Treasurer, may hold office for a term of two (2) years but is not subject to the maximum tenure specified in rule 14.3(a).
- (d) At each AGM:
 - (i) any Director appointed by the Board to fill a casual vacancy must retire from office (unless their appointment is confirmed in accordance with rule 14.7); and
 - (ii) any Director who has served a term of two (2) years following that Director's last election or appointment, must retire from office.
- (e) A Director who retires at the AGM pursuant to rule (d) holds office as a Director until the end of the AGM at which the Director retires and is eligible for re-election.

- (f) The date that a person was first elected to the Board (whether as a Flag Officer, Treasurer or Ordinary Board Member) will be considered the date for determining the length of time that a Director has held office for the purpose of this rule.

14.4 Removal of Director

- (a) The Squadron may remove a Director by resolution passed at a general meeting.
- (b) At least two (2) months' notice must be given to the Squadron of the intention to move a resolution to remove a Director at a general meeting.
- (c) If notice of the intention to move a resolution to remove a Director at a general meeting is received by the Squadron, that Director must be given a copy of the notice as soon as practicable.
- (d) The Director must be informed by the Squadron that the Director may:
 - (i) submit a written statement to the Squadron for circulation to the Members before the general meeting at which the resolution is put to a vote; and
 - (ii) speak to the motion to remove the Director at the general meeting at which the resolution is to be put to a vote.
- (e) At least twenty-one (21) days' notice must be given to the Members of a general meeting at which the resolution for the removal of a Director is proposed. The notice must set out the proposed resolution and the grounds for the proposed resolution.

14.5 Cessation of Directorship

A person ceases to be a Director and the office of that Director is vacated if the person:

- (a) is removed from office as a Director by a resolution of the Squadron at a general meeting;
- (b) resigns as a Director by giving written notice of their resignation to the registered office of the Squadron;
- (c) resigns as a Member by giving notice in accordance with this Constitution;
- (d) ceases to be a Member of the Squadron for any reason, including under rules 7.3 of this Constitution;
- (e) is subject to assessment or treatment under any mental health law and the Board resolves that the person should cease to be a Director;
- (f) dies;
- (g) is disqualified from acting as a Director under the Corporations Act; or

- (h) is absent from:
- (i) Board meetings for a continuous period of six (6) months; or
 - (ii) three (3) Board meetings in a twelve (12) month period,
- without a leave of absence from the Board and the Board resolves that the Director ceases to be a Director.

14.6 **Suspension**

If a Director or Committee Member is the subject of any conduct proceedings as a Member in accordance with rule 8, that Director or Committee Member (as the context requires) will have their right to vote as a Director or Committee Member suspended until a determination is made in accordance with that rule.

14.7 **Casual Vacancies**

The Board may appoint any Voting Category Member to be a Director (as well as a Flag Officer, Treasurer or Ordinary Board Member) to fill a casual vacancy, provided that the person gives the Squadron their signed consent to act as a Director, and the Squadron confirms the appointment by resolution at the next AGM. If the Squadron does not confirm the appointment at the next AGM, that person ceases to be a Director at the end of the AGM.

15. Powers and Duties of Directors and Committee Members

15.1 **Directors Duties**

The Directors must comply with their duties as directors at law (including under the Corporations Act and at common law) and must:

- (a) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director;
- (b) act in good faith in the best interests of the Squadron and to further the objects and purposes of the Squadron as set out in rule 2.2;
- (c) not misuse their position as Director or any information they gain in their role as a Director;
- (d) disclose any perceived or actual material conflicts of interest in the manner set out in rule 15.3;
- (e) ensure that the financial affairs of the Squadron are managed responsibly and not allow the Squadron to operate while it is insolvent;
- (f) serve Members with humility and impartiality and act in an unbiased and moderate fashion at all times; and

- (g) collaborate and cooperate with other Directors and Committee Members to achieve the outcomes of the Squadron.

15.2 Duties of the Committee Members

A Committee Member must, in the course of acting in their capacity as a Committee Member (as the case may be):

- (a) exercise care and diligence;
- (b) act in good faith for proper purposes;
- (c) not improperly use their position to gain an advantage, or cause detriment to the Squadron; and
- (d) prevent insolvent trading by the Squadron.

15.3 Disclosure of Material Personal Interests

- (a) Any Director who has a material personal interest in a matter that relates to the affairs of the Squadron, including in a contract or proposed contract, any office or any property such that the Director might have duties or interests which conflict or may conflict either directly or indirectly with the Director's duties or interests as a Director, must give the Board notice of the interest as soon as practicable at a Board meeting, unless section 191(2) of the Corporations Act applies.
- (b) A notice of a material personal interest must set out:
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the affairs of the Squadron.
- (c) Each Committee Member must comply with section 191 of the Corporations Act in respect of disclosure of, and voting on, matters involving material personal interests and if required, must give notice of the material personal interest to the relevant chair of the Committee at the commencement of any Committee meeting. For the purposes of this rule 15.3, each Committee Member will be deemed to be a director of the Squadron for the purposes of the Corporations Act.

15.4 Voting by interested Directors or Committee Members

A Director or Committee Member who has a material personal interest in a matter that is being considered at a Board meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless:

- (c) sections 195(2) or (3) of the Corporations Act allow the Director or Committee Member to be present; or
- (d) the interest does not need to be disclosed under section 191 of the Corporations Act.

15.5 Confidentiality

- (a) Each Director, Committee Member and employee of the Squadron must keep the transactions and affairs of the Squadron and the state of its financial reports confidential unless required to disclose them:
 - (i) in the course of duties as a Director or Committee Member;
 - (ii) by the Board in a general meeting; or
 - (iii) by law.
- (b) The Squadron may require a Director, Committee Member, employee or any person engaged by it to sign a confidentiality undertaking consistent with this rule 15.5. A Director or Committee Member must do so if required by the Squadron.

15.6 Payments to Directors

- (a) The Squadron must not pay fees to a Director for their services as a Director.
- (b) The Squadron may:
 - (i) pay a Director for work that the Director undertakes for the Squadron, other than as a Director, if the amount is no more than a reasonable fee for the work completed; or
 - (ii) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Squadron.
- (c) Any payment made under this rule 15.6 must be approved by the Directors.
- (d) The Squadron must maintain insurance indemnifying Officers, as permitted by any law (including the Corporations Act) and this Constitution.

15.7 Prohibition on Payments

No officer or employee of the Squadron shall be permitted or entitled to receive any payment, either by way of commission or allowance, calculated by reference to the quantity of liquor sold or supplied by the Squadron, or the receipts of the Squadron for such liquor.

16. Proceedings of Directors

16.1 Proceedings

- (a) The Directors may meet together for the dispatch of business and may adjourn and otherwise regulate their meetings as they determine. Unless otherwise determined by the Board, meetings of the Board must be held at least eight (8) times in every calendar year, at such times and places and in such format as the Board may determine from time to time.
- (b) A Directors' meeting may be called by a Director giving not less than seven (7) days' notice to every other Director unless this requirement is waived by all Directors.
- (c) A notice of Directors' meeting signed by the Company Secretary must be sent to all Directors that sets out:
 - (i) the date, time and place of the meeting; and
 - (ii) the items to be included on the agenda.
- (d) A notice may be given by mail, personal delivery or electronic mail to the usual place of business or residence of the Director or at any other address given to the Company Secretary by the Director or by any technology agreed by all the Directors.
- (e) In the notice of Directors' meeting, all items that are to be discussed at the meeting must be listed in the agenda and no other business may be discussed at the meeting. A Director may also request that an item be placed on the agenda provided that the Company Secretary receives the request prior to the date that the notice of Directors' meeting is sent to the Directors.

16.2 Quorum

- (a) The presence of a majority of Directors shall be necessary and sufficient to constitute a quorum at a Directors' meeting.
- (b) Where the number of Directors is insufficient to constitute a quorum of a meeting of Directors, the Directors will be deemed to constitute a quorum of a meeting of Directors to:
 - (i) deal with an emergency;

- (ii) convene a general meeting of the Squadron; or
- (iii) appoint a person as a Director in accordance with rule 14.7.

16.3 Meetings by Technology

- (a) For the purposes of the Corporations Act, each Director, by consenting to be a Director, consents to the use of each of the following technologies for holding a Directors' meeting:
 - (i) video conferencing;
 - (ii) telephone;
 - (iii) any other technology which permits each Director to communicate with every other Director; and
 - (iv) any combination of these technologies.
- (b) A Director may withdraw the consent given under rule 16.3(a) (in respect of a particular meeting or all meetings) within a reasonable period before the relevant Directors' meeting.

16.4 Directors' voting rights and exercise of Powers

- (a) Subject to this Constitution, resolutions put to Directors are decided by a majority of votes of Directors present and entitled to vote.
- (b) Directors each have one vote.
- (c) In the case of an equality of votes at a Directors' meeting, the Chair of the meeting will not have a casting vote in addition to the Chair's deliberative vote.
- (d) Subject to rule 15 and the Corporations Act, a Director:
 - (i) may enter into contracts with, or otherwise have dealings with, the Squadron; and
 - (ii) may hold other offices in the Squadron.
- (e) A Director is not liable to account to the Squadron for any profit realised by any contract or arrangement, by reason only of holding the office of Director or of the fiduciary relationship established by the office.
- (f) Despite having an interest in any contract or arrangement, a Director may participate in the execution of any document evidencing or connected with the contract or arrangement, whether by signing, sealing or otherwise.

16.5 Circulating Resolutions

- (a) A resolution in writing signed by all Directors, will be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

- (b) Any such resolution may consist of several counterparts, each signed by one or more of the Directors.
- (c) The Chair or Company Secretary may send a resolution in writing by electronic mail to the Directors, and the Directors may agree to the resolution by sending a reply electronic mail to that effect.
- (d) A resolution in writing is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in rules 16.5(b) or 16.5(c).
- (e) Where a Director, at their request, is granted a leave of absence by the Board for a specified time, a resolution signed by all Directors under rule 16.5(a), will be valid and effectual if it is signed by all Directors other than the Director granted a leave of absence during the time specified by the Board for that leave of absence.

16.6 Defects in Appointments

All actions at any meeting of the Directors or by any person acting as a Director are, despite the fact that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the person acting as a Director or that any of them were disqualified, valid as if every person had been properly appointed and was qualified and continued to be a Director..

17. Delegation by the Board

17.1 Delegation

- (a) The Board may delegate any of their powers (other than this power of delegation) to:
 - (i) a Committee;
 - (ii) a Director or a committee of Directors;
 - (iii) the CEO;
 - (iv) an employee of the Squadron; or
 - (v) any other person, andin such manner, on such terms and conditions, and with such restrictions as the Board think fit.
- (b) Any delegate must, in the exercise of the powers so delegated, or functions entrusted, conform to any directions that may at any time be imposed by the Board.

- (c) The Board may at any time or times alter, revoke, withdraw or vary all or any of such delegations. The delegation must be recorded in the Squadron's minute book in accordance with section 251A of the Corporations Act.

17.2 Terms of reference

Subject to this Constitution, the Committees will have terms of reference specified by the Board. At a minimum, in the exercise of any powers delegated to it, a Committee must:

- (a) conform to the directions of the Board;
- (b) only act within its delegated powers;
- (c) report to the Board; and
- (d) otherwise conduct its meetings and proceedings in accordance with the provisions of this Constitution relating to the meetings and proceedings of Directors, so far as they are applicable and are not in conflict with, or superseded by, any directions given, or regulations made by the Directors under this Constitution.

18. CEO

- (a) The Board must appoint a CEO (or any equivalent position) for the period and on such terms, conditions and remuneration as the Board determines. The Board may also appoint any number of assistants to the CEO and such other officers of the Squadron in its discretion.
- (b) The CEO will be responsible for the day to day management of all activities and the general administration of the Squadron, subject to compliance with any directions from the Board (to whom the CEO reports).
- (c) The CEO may will also be appointed as Company Secretary of the Squadron and shall be responsible to the Board for the leadership, stewardship and management of the Squadron.
- (d) The Board may, subject to the terms of appointment of the CEO, revoke such appointment at any time, with or without cause.
- (e) The Board may also appoint the CEO to act as the Company Secretary under rule 19.

19. Company Secretary

- (a) The Squadron must have at least one (1) Company Secretary who ordinarily resides in Australia. Subject to any contrary provisions of the Corporations Act, Company Secretaries may be appointed by the Directors. The Directors may also appoint acting and assistant Company Secretaries.
- (b) A Company Secretary holds office on such terms and conditions (including subject to rule 2.3, as to remuneration) as the Board determines.
- (c) The Board may, subject to any terms of appointment, suspend or remove any person appointed to the role of Company Secretary at any time.
- (d) If there is no Company Secretary, or no Company Secretary is capable of acting, any act or thing required or authorised to be done by or in relation to the Company Secretary may be done by or in relation to:
 - (i) any acting or assistant Company Secretary; or
 - (ii) if there is no acting or assistant Company Secretary, or no acting or assistant Company Secretary is capable of acting, by an officer authorised by the Directors to act as Company Secretary, either generally or in relation to the doing of that act or thing.

20. By-Laws

- (a) Subject to and consistent with this Constitution, the Board may pass a resolution from time to time to make By-Laws for, or with respect to, all matters relating to the organisation, management and good government of the Squadron and all its operations.
- (b) The Members must comply with the By-Laws as if they were part of this Constitution.
- (c) The Board may, by resolution, repeal, revoke, alter, amend or otherwise modify any By-Laws or part of a By-Law.

21. Reciprocal Clubs

The Board shall from time to time grant reciprocal rights to other clubs who it has deemed to operate with similar objectives to those of the Squadron as set out in rule 2.2. A register of reciprocal clubs will be kept at the Squadron's Premises and maintained by the Company Secretary.

22. Execution of Documents

The Squadron may execute a document if the document is signed by:

- (a) two (2) Directors;
- (b) a Director and a Company Secretary; or
- (c) any person duly authorised to sign on behalf of the Squadron, whether under authority of a power of attorney or otherwise.

23. Minutes of Proceedings

23.1 Minutes and records

- (a) The Board must, in accordance with the Corporations Act, cause proper minutes to be made of:
 - (i) all appointments of officers and servants made by it;
 - (ii) all resolutions passed by the Squadron in accordance with rule 10;
 - (iii) all resolutions passed by Directors in accordance with rules 16.4 and 16.5;
 - (iv) disclosures and notices of Directors' and Committee Members' interests;
 - (v) names of the Directors present at all Board meetings and meetings of the Squadron;
 - (vi) names of those present at the meetings of any Committee of the Board; and
 - (vii) the proceedings and resolutions of all meetings of the Squadron, Board, and Committees of the Board.
- (b) Such minutes recorded and signed in accordance with section 251A of the Corporations Act are evidence of the proceeding, resolution or declaration to which they are related unless the contrary is proved.
- (c) Where minutes have been so entered and signed, unless the contrary is proved:
 - (i) the meeting will be deemed to have been duly held and convened;
 - (ii) all proceedings that are recorded in the minutes as having taken place at the meeting will be deemed to have duly taken place; and

- (iii) all appointments that are recorded in the minutes as having been made at the meeting will be deemed to have been validly made.

23.2 Inspection of records

The Squadron must allow Members to inspect, and provide copies of, the minute books for the meetings of Members in accordance with section 251B of the Corporations Act.

24. Accounts and Audit

24.1 Preparation of accounts and reports

(a) The Board must cause the Squadron to keep written financial records that:

- (i) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
- (ii) would enable true and fair financial statements to be prepared and audited,

and must allow a Director and the auditor (if any) to inspect those records at all reasonable times.

(b) If required by the Corporations Act, the Board must cause:

- (i) the Squadron to prepare a financial report and a Directors' report; and
- (ii) the Squadron's financial report for each financial year to be audited or reviewed (as the case may be) and obtain an auditor's report.

24.2 Audited financial reports

Audited financial reports laid before the Squadron in general meetings are conclusive except as regards to errors notified to the Squadron within three (3) months of the relevant general meeting. If the Squadron receives a notice of an error within that period, it must immediately correct the report and the report as corrected is conclusive.

24.3 Inspection of books

Subject to section 247A of the Corporations Act, a Member who is not a Director does not have any right to inspect any document of the Squadron except as authorised by the Board or by resolution passed at a general meeting.

25. Indemnity of Officers, Insurance and Access

25.1 Defined terms

In this rule 25:

- (a) **Officer** has the meaning given to it in the Corporations Act and includes a Director, Company Secretary and former officer;
- (b) **Duties of the Officer** includes, in any particular case where the Directors consider it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an Officer by the Squadron or, where applicable, the subsidiary of the Squadron; and
- (c) **to the Relevant Extent** means:
 - (i) to the extent the Squadron is not precluded by law from doing so;
 - (ii) to the extent and for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including a subsidiary or an insurer under any insurance policy); and
 - (iii) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the Duties of the Officer in relation to another corporation, to the extent and for the amount that the Officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.

25.2 Indemnity

The Squadron is to indemnify each Officer out of the assets of the Squadron to the Relevant Extent against any liability incurred by the Officer in, or arising out of, the conduct of the business of the Squadron or in, or arising out of, the discharge of the Duties of the Officer, except for fraud and wilful misconduct or any liability arising out of conduct involving lack of good faith.

25.3 Documentary indemnity and payments

- (a) Subject to this rule 25, where the Board considers it appropriate, the Squadron may execute an indemnity document in any form in favour of any Officer of the Squadron or a subsidiary.
- (b) Where the Directors consider it appropriate, the Squadron may to the Relevant Extent:
 - (i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an Officer of the Squadron or a subsidiary against any liability incurred by the Officer in, or arising out of, the conduct of the business of the Squadron or in, or arising out of, the discharge of the Duties of the Officer; and

- (ii) bind itself in any contract or deed with any Officer of the Squadron to make the payments.

25.4 Access to documents

Where the Board considers it appropriate, the Squadron may:

- (a) give a former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and
- (b) bind itself in any contract with a Director or former Director to give the access.

26. Winding up

26.1 Contribution by Members

If the Squadron is wound up, each Member (other than an Honorary Member) undertakes to contribute to the property of the Squadron for the payment of debts and liabilities of the Squadron and payment of costs, charges and expenses of winding up such amount as may be required, not exceeding the amount specified in rule 3.6.

26.2 Distribution of surplus assets

If, upon the winding up or dissolution of the Squadron, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same must not be paid to or distributed among the Members, but must be given or transferred to some other institution or company having objects similar to those of the Squadron whose constituent documents prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Squadron under this Constitution. Such institution, body, entity, organisation or squadron is to be determined by the Members at or before the time of winding up, and in default of any such determination, by application to the Supreme Court of Queensland for determination.

27. Notices

27.1 Notice to the Squadron

Written notice or any communication under this Constitution may be given to the Squadron, the Board, the Committees or the Company Secretary by:

- (a) hand delivering or posting it to the Squadron's registered office or to another address chosen by the Squadron for notice to be provided; or
- (b) sending it to an electronic mail address or other electronic address notified by the Squadron to the Members as the Squadron's electronic mail address or other electronic address.

27.2 Notice by the Squadron

Notice may be given by the Squadron to any Member who is entitled to notice under this Constitution:

- (a) by posting it to the address nominated by the Member for that purpose and recorded in the Member Register;
- (b) by sending it to the electronic mail address nominated by the Member and recorded in the Member Register;
- (c) by giving Members (by means of an electronic communication or otherwise) sufficient information to allow the Member to access the document electronically; or
- (d) by any other means authorised by the Corporations Act.

27.3 Giving of notices

- (a) Where a notice under this Constitution is given:
 - (i) by hand delivering it to the person, the notice is taken to be given on the date the notice was delivered to that person or left at that person's address, unless the notice was given after 5.00pm in which case it is taken to be given on the next day;
 - (ii) by posting it to the person, it is taken to be given on the day after the date that it is posted;
 - (iii) by electronic mail, is taken to be given on the day after the date on which the electronic mail was sent; and
 - (iv) to Members by giving the Members information on how to access the notice or document in accordance with the Corporations Act, the notice is taken to be given on the day after the date on which the Member is notified that the information is available.
- (b) A certificate by a Director or Company Secretary to the effect that a notice by the Squadron has been given in accordance with this Constitution is conclusive evidence of that fact.

27.4 Electronic notice requirements

The Board may specify, generally or in a particular case, requirements in relation to notices given by any electronic means, including requirements as to:

- (a) the classes of, and circumstances in which, notices may be sent;
- (b) verification (whether by encryption code or otherwise); and
- (c) the circumstances in which, and the time when the notice is taken to be given.