



Whitsunday Charter Boat Industry Association Inc.

(1)

(2) *CONSTITUTION*

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(4) 2008

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(9) *Confirmed at the Special General Meeting of The Association on*

(10) *18th August 2008*

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(13) *Page 1 of 17*

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Whitsunday Charter Boat Industry Association Inc.

- (9) CONSTITUTION 040208
- (25) *Associated Incorporation Act 1981*
- (26) *With amendments from the Incorporated Associations Manual Update 11 2002 inc'*
- (27) *Associated Incorporation Regulation 1999*
- (28)
- (29) 1. NAME
- (30)
- (31) *The name of the incorporated association shall be "Whitsunday Charter Boat Industry Association INC". (in these rules called the Association).*
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- (33) 2. OBJECTS
- (34)
- (35) *The objects for which the Association is established are:*
- (36)
- (37) *To provide a forum for the charter boat industry in the Whitsunday area to promote matters of common interest;*
- (38) *To promote and advance the interests of the charter boat industry in the Whitsunday area in the making of representations to Government and semi-Governmental authorities;*
- (39) *To initiate any actions (including legal action) on behalf of the Whitsunday charter boat industry in respect of those matters in which the membership has a common interest;*
- (40) *To establish and oversee a Code of Practice in the dealings of the charter boat industry in the Whitsunday area among themselves and with members of the public;*
- (41) *To effectively market and promote the services offered by the charter boat industry carrying on business in the Whitsundays;*
- (42) *To carry out all matters necessary and incidental to the above objects as may be required to ensure the effective operation of the Association*
- (43)
- (44) 3. POWERS
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- (46) *The powers of the Association are:*
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- (48) *To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not permit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 30(10);*
- (49) *In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;*
- (50) *To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any right or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection*
- (11) Page 2 of 17

(9) CONSTITUTION 040208

with, any of the objects of the Association PROVIDED THAT in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with in such manner as it is allowed by law having regard to such trusts;

- (51) *To enter into any arrangements with any Government or any Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and*
- (52) *To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;*
- (53) *To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Association, or in or about the incorporated Association or promotion of the incorporated Association of in furtherance of its objectives;*
- (54) *To construct, improve, maintain, develop, work, manage, carryout, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the' Association's interest, and to contribute to, or subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;*
- (55) *To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit: subject where applicable to Regulation 32(14) of the Collections Regulations 1975;*
- (56) *To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;*
- (57) *In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;*
- (58) *To borrow or raise money alone or jointly with any other person or legal entity in such a manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated ' Association's property or assets present or future and to purchase, redeem or pay-off any such securities;*
- (59) *To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;*
- (60) *In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;*
- (61) *To take or hold any mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the ' Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;*
- (62) *To take any gift of property whether subject to any special trust or not, for any one or more objects of the Association but subject always to the proviso in sub-rule (3);*

(9) CONSTITUTION 040208

- (63) *To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in shape of donations, annual subscriptions or otherwise;*
- (64) *To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;*
- (65) *In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 30(10);*
- (66) *In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;*
- (67) *In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;*
- (68) *To make donations for patriotic, charitable or community purposes;*
- (69) *To transact any lawful business in aid of the Commonwealth of Australia in prosecution of any war in which the Commonwealth of Australia is engaged;*
- (70) *To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.*

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(72) 4. CLASSES OF MEMBERS

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(74) *The membership of the Association consists of the following classes of members*

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(76) ORDINARY MEMBERS.

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(78) *Day and overnight charter boat (**and marine tourism activity such as dive specialist**) operators within the Whitsunday area and demonstrating compliance with the Association's Code of Practice (**Certification Rules**), may be eligible for ordinary membership.*

(79) *The number of ordinary members shall be unlimited.*

(80) ASSOCIATE MEMBERS

(81)

(82) *The Management Committee may grant associate membership of the Association to the following:-*

(83) *(a) Suppliers to charter boat operators; or*

(84) *(b) those with a vested interest in Whitsunday marine tourism; or*

(85) (c) booking agents

(86) *An associate member shall not be entitled to vote at a general meeting.*

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(9) CONSTITUTION 040208

(88) (4) **CREW MEMBERS**

(89) **Crew of charter boats operating from within the Whitsunday area.**

(90) **A crew member shall not be entitled to vote at a general meeting.**

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(92) 5. APPLICATION FOR MEMBERSHIP

(1) Applicants for any class of membership of the Association shall be proposed by one ordinary member of the Association and seconded by another ordinary member. An application for membership shall be made in writing, signed by the applicant, proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

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(94) 6. MEMBERSHIP FEES

(95)

(1) The membership fees for each class of membership shall be such sum as the Management Committee shall from time to time so determine.

(96) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

(97)

(98) ADMISSION AND REJECTION OF MEMBERS

(99)

a. **As per the WCBIA application for new membership procedures, at the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.**

(100) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.

b. **The applicant, along with the proposer and seconder will then present to the next General Meeting to address the membership.**

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(102) Upon such acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

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(104) 8. TERMINATION OF MEMBERSHIP

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(106) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date. Any outstanding monies or property (including intellectual property) owed or held by the member shall be paid or returned immediately.

(107) If a member -

(9) CONSTITUTION 040208

(108) *is convicted of an indictable offence; or*

(109) *fails to comply with any of the provisions of these rules; or*

(110) *has membership fees in arrears for a period of two months or more; or*

(111) *conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association,*

(112) *the Management Committee shall consider whether his membership shall be terminated.*

(113) *The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee, after considering all representations made by the member decides to terminate his membership the secretary of the committee must give the member a written notice of the decision.*

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(115) 9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

(116)

(117) *A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of his intention to appeal against the decision.*

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

(119) *Upon receipt of notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months after the date of receipt, a general meeting to decide the appeal.*

(120) *At any such meeting the applicant shall be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.*

(121) *Also, the Management Committee and the committee members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.*

(122) *An appeal must be decided by the vote of the members present at the meeting.*

(123) *Where a person whose application is rejected, does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must as soon as practicable, refund the application fee paid by the person.*

(124) *At a meeting called under Rules 8 and 9 neither appellant, the Committee, or any member shall be entitled to be represented by a Solicitor or Barrister or other Agent.*

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(126) 10. REGISTER OF MEMBERS

(127)

(128) *The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.*

(129) *Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may required from time to time.*

(1) *The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.*

(11) Page 6 of 17

(9) CONSTITUTION 040208

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(131) 11. SECRETARY

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(133) *If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed or elected for the Association within 1 month after the vacancy happens.*

(134) *The Secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is:-*

(135) *a member of the Association elected by the Association; or*

(136) *Any of the following persons appointed by the Management Committee:-*

(137) *a member of the Association's Management Committee;*

(138) *a member of the Association*

(139) *another person*

(140) *The Management Committee may appoint and remove the Association's secretary at any time.*

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(142) 12. MEMBERSHIP OF MANAGEMENT COMMITTEE

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(144) *The Management Committee of the Association shall consist of a President, Vice-President, Treasurer and Secretary who, with the exception of the Secretary, shall be ordinary members of the Association, and such number of other ordinary members as the members of the Association at any general meeting may from time to time elect or appoint at a general meeting.*

(145) *At the Annual General Meeting of the Association, all members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.*

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(147) 13. ELECTING THE MANAGEMENT COMMITTEE

(148)

(149) *The election of officers and other members of the Management Committee may only be elected as follows:-*

(150) *Any two members of the Association shall be at liberty to nominate any other eligible member (the "candidate") to serve as a member of the Management Committee;*

(151) *The nomination, which shall be in writing and signed by the candidate and his proposer and seconder, shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to be held;*

(152) *Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;*

(153) *Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.*

(9) CONSTITUTION 040208

(154) *A list of candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least 7 days immediately preceding the annual general meeting.*

(155) *If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.*

(156)

(157) 14. RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER

(158)

(159) *A member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary, such resignation shall take effect at the time such notice is received by the Secretary; or unless a later date is specified in the notice when it shall take effect on that later date.*

(160) *A member may be removed from office at a general meeting of the Association if a majority of the members present at the meeting vote in favour of removing the member.*

(161) *Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.*

(162) *Should any member of the Committee fail to attend three (3) consecutive Management Committee meetings the management Committee may by resolution declare that the member has resigned from the Committee.*

(163) *A member has no right of appeal against the member's removal from office under this section.*

(164)

(165) 15. VACANCIES ON MANAGEMENT COMMITTEE

(166)

(167) *The management committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.*

(168) *The continuing members of the Management Committee may act notwithstanding any casual vacancy in the management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the association, but for no other purpose.*

(169) *If a member of the Management Committee is unable to attend a Management Committee meeting he may, at the discretion of the Management Committee, appoint another voting member of the Association to act in his place at that particular meeting.*

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(171) 16. FUNCTIONS OF THE MANAGEMENT COMMITTEE

(172)

(173) *Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting of the Management Committee has:-*

- (9) CONSTITUTION 040208
- (174) *the general control and management of the administration of the affairs, property and funds of the Association and;*
- (175) *shall have authority to interpret the meaning of these Rules and any matter to the Association on which these rules are silent.*
- (176) *The Management Committee may exercise the powers of the Association:*
- (177) *to borrow or raise or secure the payment of money in such manner as the members of the Association may decide and secure the same or the payment or the performance of any debt, liability, contract guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present or future, and to purchase, redeem or pay off any such securities;*
- (178) *to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by the financial institution for the Association for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether out right or as security for any debt, liability or obligation of the Association and to provide and pay off any such securities; and*
- (179) *to invest in such manner as the members of the Association may from time to time determine.*
- (180)
- (181) 17. MEETINGS OF THE MANAGEMENT COMMITTEE
- (182) *The management committee shall meet at least once every two calendar months to exercise its functions.*
- (183) *Notice of a meeting is to be given in the way decided by the Management Committee.*
- (184) *A special meeting of the management committee shall be convened by the secretary at the direction of the president or on the requisition in writing by not less than 33% of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.*
- (185) *At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.*
- (186) *Subject as previously provided in this Rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.*
- (187) *A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall be not counted.*
- (188) *Not less than 14 days notice shall be given by the Secretary to the members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the time and place of the meeting and nature of the business to be discussed thereat.*
- (189) *The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the appointed time for holding the meeting, the Vice-President shall be*
- (11) Page 9 of 17

(9) CONSTITUTION 040208

Chairman or if the Vice-President is not present at the meeting the members may choose one of their number to be Chairman of the meeting.

(190) *If within 30 minutes of the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of the members of the Management Committee, shall lapse. In other cases it shall stand adjourned to the same day in the next week at the same place and time, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.*

(191)

(192) 18. DELEGATION OF MANAGEMENT COMMITTEE POWERS

(193)

(194) *The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks appropriate. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.*

(195) *If not appointed by the Management Committee, a sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.*

(196) *A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a simple majority of votes of the members present and, in the case of equality of votes, the question shall be deemed to be decided in the negative.*

(197) 19. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATION

(198)

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

(200)

(201) 20. RESOLUTION OF MANAGEMENT COMMITTEE WITHOUT MEETING

(202)

(203) *A resolution in writing signed by all members of the management Committee for the time being entitled to receive notice of a meeting of the management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.*

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(205) 21. ANNUAL GENERAL OR GENERAL MEETINGS

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(9) CONSTITUTION 040208

(207) *The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.*

22. SUBSEQUENT ANNUAL GENERAL MEETINGS

(208) *The Annual General Meeting shall be held within six months of the close of the Association's financial year.*

(209) *The business to be transacted at every Annual General Meeting shall be:*

- (a) *the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;*
- (b) *the receiving of the auditor's report upon the books and accounts for the preceding financial year;*
- (c) *the election of members of the Management Committee;*
- (d) *the appointment of an auditor.*

23. SPECIAL GENERAL MEETING

(210) *The Secretary shall convene a special general meeting –*

- (a) *when directed by the Management Committee: or*
- (b) *on the requisition in writing signed by at least 33% of the members presently on the Management Committee or not less than the number of members of the Association which equals double the number of ordinary members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or*
- (c) *on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject or terminate the membership of any person.*

(1) *A request mentioned in 23 (1)(b) must state:-*

- (a) *Why the general meeting is being called; and*
- (b) *the business to be conducted at the meeting.*

24. NOTICE OF GENERAL MEETING

(211) *The secretary may call a general meeting of the Association.*

(212) *The secretary must give at least 14 days notice of the meeting to each Association member.*

(213) *The Management Committee may decide the way in which the notice must be given.*

(214) *However, a notice of the following meetings must be given in writing:-*

- (a) *a meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the Management Committee;*
- (b) *a meeting called to hear and decide a proposed special resolution of the Association.*

(215) *A notice of general meeting must state the business to be conducted at the meeting.*

(9) CONSTITUTION 040208

(216)

(217) 25. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

(218)

(219) *Subject to subsection 5, at a general meeting the number of members required to constitute a quorum shall be equal to the number of members presently on the Management Committee plus one.*

(220) *No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.*

(221) *If within 30 minutes from the time appointed for the commencement of a general meeting called on request of members of the Management Committee or the Association, the meeting lapses.*

(222) *If a quorum is not present within 30 minutes after a time fixed for a general meeting called other than on the request of members of the Management Committee or the Association, the meeting is to be adjourned to:-*

(223) *the same day, time and place in the next week; or*

(224) *a day, time and place decided by the Management Committee.*

(225) *If, at an adjourned meeting, a quorum under subsection 1 is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.*

(226) *The Chairman may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.*

(227) *When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.*

26. PROCEDURE AT GENERAL MEETINGS

Subject to these rules, at each general meeting:-

1. The President shall preside as Chairperson or, if there is no President or, if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President is to preside as Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting;

(228) *The Chairperson must conduct the meeting in a proper and orderly way; and*

(229) *each question, matter or resolution shall be decided by a majority of votes of the members present; and*

(230) *each member present and entitled to vote is entitled to one vote only and, if the votes are equal the Chairperson shall have a second or casting vote; and*

(231) *a member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting; and*

(232) *Voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot; and*

(233) *the Chairperson must appoint 2 members to conduct the secret ballot in the way the Chairperson decides; and*

Whitsunday Charter Boat Industry Association Inc.

(9) CONSTITUTION 040208

- (234) *the result of the secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held; and*
- (235) *a member may vote in person or by proxy or by attorney and –*
- (236) *on a show of hands, each person present who is a member or a representative of a member shall have one vote and –*
- (237) *in a secret ballot each member present in person or by proxy or by attorney or other properly authorised representative has 1 vote; and*
- (238) *The instrument appointing a proxy must be in writing, and –*
- (239) *if the appointer is an individual – signed by the appointer or the appointer’s attorney properly authorised in writing; and*
- (240) *if the appointee is a corporation - either under seal or signed by a properly authorised officer or attorney of the corporation; and*
- (241) *a proxy may be a member of the Association or another person; and*
- (242) *the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and*
- (243) *if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following like form –*

- | | |
|-----|--|
| (1) | <i>Whitsunday Charter Boat Industry Association Inc.</i> |
| (2) | <i>I, _____ of _____ being a member of the Association, appoint _____ of _____ as my proxy to vote for me and on my behalf at the (annual) general meeting of the Association, to be held on the _____ day of _____, 20____ and at any adjournment of the meeting.</i> |
| (3) | <i>Signed this _____ day of _____, 20____.</i> |
| (4) | <i>This form is to be used to vote <u>in favour of / against</u> the resolution. (Strike out which ever is not desired). Unless otherwise instructed, the proxy may vote as he thinks fit.</i> |
| (5) | <i>Signature: _____</i> |

(244)

- (245) *each instrument appointing a proxy must be given to the Secretary before the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and*
- (246) *The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting and any general meeting to be entered in a minute book; and*
- (247) *the Secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the Secretary for the inspection.*
- (248)
- (249) 2. *To ensure the accuracy of the minutes recorded under subsection 1.(p) –*
- (250)
- (251) *the minutes of each Management Committee meeting shall be signed by the Chairperson of the meeting, or the Chairperson of the next Management Committee meeting verifying their accuracy; and*

Whitsunday Charter Boat Industry Association Inc.

(9) CONSTITUTION 040208

(252) *the minutes of each general meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next general meeting, verifying their accuracy; and*

(253) *the minutes of each annual general meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next general meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.*

(254)

(255) 27. BY-LAWS

(256)

(257) *The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.*

(258) *A by-law may be set aside by a vote of members at a general meeting of the Association.*

(259)

(260) 28. ALTERATION OF RULES

(261) *Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, repealed or added to from time to time by a special resolution carried at any general meeting.*

(262) *However an amendment, repeal or addition is valid only if it is registered by the chief executive.*

(263)

(264) 29. COMMON SEAL

(265)

(266) *The Management Committee must ensure the Association has a Common Seal.*

(267) *The common seal must be –*

(268) *kept securely by the Management Committee; and*

(269) *used only under the authority of the Management Committee; and*

(270) *Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by –*

(271) *the secretary; or*

(272) *another member of the Management Committee; or*

(273) *someone appointed by the Management Committee.*

(274)

(275) 30. FUNDS AND ACCOUNTS

(276)

(277) *The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.*

(278) *Proper books and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.*

(279) *All amounts shall be deposited in the financial institution as soon as practicable after receipt.*

(280) *If an amount of \$100 or more is paid by cheque, the cheque must be signed by any 2 of the following –*

Whitsunday Charter Boat Industry Association Inc.

(9) **CONSTITUTION 040208**

(281) *the President;*

(282) *the Secretary;*

(283) *the treasurer;*

(284) *another member authorised by the Management Committee for the purpose.*

(285) *Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".*

(286) *A petty cash account must be kept on the imprest system, and the Management Committee shall decide the amount of petty cash which shall be kept in the account.*

(287) *All expenditure must be approved or ratified at a Management Committee Meeting.*

(288) *As soon as practical after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:*

(289) *the income and expenditure for the financial year just ended; and*

(290) *the assets and liabilities at the close of the year; and*

(291) *the mortgages, charges and securities affecting the property of the Association at the close of that year.*

(292) *All such statements shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to the holding of the Annual General meeting next following the financial year in respect of which the audit was made.*

(293) *The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and the exercise of its powers.*

(294)

31. DOCUMENTS

(295) *The management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.*

(296)

(297) **32. FINANCIAL YEAR**

(298)

(299) *The financial year of the Association shall close on 30th June in each year.*

33. DISSOLUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

(300) *This section applies if the Association –*

(301) *is wound up under part 1010 of the Act; and*

(302) *it has surplus assets.*

(303) *The surplus assets must not be distributed among the Association members.*

(304) *The surplus assets must be given to another entity –*

(305) *having objects similar to the Association's objects; and*

(306) *the rules of which prohibit the distribution of the entity's income and assets to its members.*

(307) *In this section, "surplus assets" has the meaning given by section 92(3)11 of the Act.*

(9) CONSTITUTION 040208

(308)

34. ADDITIONAL ACCOUNTING REQUIREMENTS

(309) *The Association's treasurer, or other authorised officer, must –*

(310) *Receive all amounts paid to the Association and, if asked, immediately give a receipt for the amount; and*

(311) *as soon as practicable –*

(312) *deposit each amount received into the Association's account with a financial institution; and*

(313) *enter the particulars of each amount received, and payments made by the Association, into the Association's cash book.*

(314) *Payments of less than \$100 may be made from a petty cash account kept on the imprest system.*

(315) *Particulars of all payments from, and reimbursements to, the petty cash account must be recorded in the petty cash book.*

(316) *The Association's Management Committee must –*

(317) *approve or ratify the Association's expenditure; and*

(318) *ensure the approval or ratification is recorded in the Management Committee's minute book.*

(319) *The Association's expenditure must be supported by adequate documentation filed in chronological order and kept at a place decided by the Association's Management Committee.*

(320) *A negotiable instrument issued by the Association must be signed by any 2 of the following Association members –*

(321) *the president;*

(322) *the secretary;*

(323) *the treasurer;*

(324) *another member approved by the Association's Management Committee.*

(325) *The Association's treasurer, or other authorised officer, must regularly –*

(326) *balance the cash book; and*

(327) *make a reconciliation between the cash book and the balance of the Association's account with a financial institution.*

(328) *An association must keep its financial records –*

(329) *in the State; and*

(330) *for at least 7 years.*

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(332)

(333)

(334) *Whitsunday Charter Boat Industry Association Inc.*

(335) *PO Box 212 Airlie Beach QLD 4802*

(336)

Whitsunday Charter Boat Industry Association Inc.

(9) CONSTITUTION 040208

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(339) *Amended by Erin Peters 21 December 2007*

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(345) *Amendments and Date Thereof*

(346)