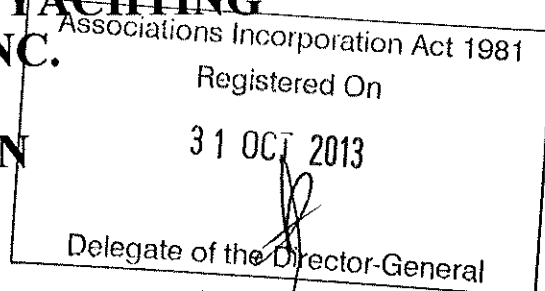


QUEENSLAND RADIO YACHTING ASSOCIATION INC.

CONSTITUTION



1. NAME

The name of the association is the QUEENSLAND RADIO YACHTING ASSOCIATION INC. [in these rules called "the Association" (QRYA)].

2. OBJECTS

The objects for which the Association is established are -

- (a) To encourage and promote the sport of radio model boating in all its branches within Queensland.
- (b) To promote and recognise all classes of radio yachts.
- (c) To publish and act as a source of information on the sport of radio yachting.
- (d) To co-ordinate clubs, venues and dates for regional, state, national and international regattas as approved by the Australian Radio Yachting Association (ARYA).
- (e) To affiliate and liaise with state, national and international Associations or governing bodies that will be beneficial to the sport of radio yachting.
- (f) To formulate and publish an event standard, in line with ARYA guidelines, covering minimum requirements and procedures for clubs.
- (g) To obtain and maintain records of club membership and establish a protocol for recording and maintaining subscriptions from clubs.
- (h) To formulate and publish minimum standards for club membership.

3. POWERS

- (1) The Association has, in the exercise of its affairs, all the powers of an individual.
- (2) The Association may, for example:
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.

4. MEMBERSHIP

1. The membership of the Association shall consist of any club or association within the State of Queensland that promotes the sport of radio yachting and is acceptable to the Association. Such clubs or associations admitted to membership of the Association are called a "Member" of the Association.
2. "Life Fellow" - Honorary Life Fellowships may be conferred by the Association in recognition of valuable service rendered to the Association

5. MEMBERSHIP APPLICATION

Applications for membership shall be forwarded to the Association's secretary on the Associations application form together with the necessary fee.

6. MEMBERSHIP FEES

- (1) Membership fees shall be such sum as the Management Committee shall from time to time determine and shall be approved at any subsequent general meeting.
- (2) The membership fees shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

7. ADMISSION AND REJECTION OF MEMBERS

- (1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for membership, such application shall be considered by the Management Committee, which shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant that 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.
- (3) Upon the acceptance or rejection of an application for membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

8. TERMINATION OF MEMBERSHIP

- (1) A Member may resign from the association at any time by giving notice in writing to the secretary.
- (2) 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.
- (3) If a Member:
 - (a) fails to comply with any of the provisions of these rules; or
 - (b) has membership fees in arrears for a period of one month or more; or
 - (c) behaves in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Management Committee shall consider whether the Member's membership shall be terminated.
- (4) The Member concerned shall be given a full and fair opportunity to present its case. If the Management Committee resolves to terminate the membership it shall instruct the secretary to advise the Member in writing accordingly.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) A Member whose application for membership has been rejected or whose membership has been terminated may within one (1) month of receiving written notification thereof, lodge with the secretary written notice of the Member's intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three (3) months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- (3) At any such meeting the Member shall be given the opportunity to fully present its case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- (4) The appeal shall be determined by the vote of the Members present at such meeting.

- (5) Where a Member whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

10. REGISTER OF MEMBERS

The management committee shall cause a register to be kept in which shall be entered the names of Members and any other details and information, as directed by the Management Committee, to be recorded.

11. SECRETARY

- (1) The Management Committee may appoint a club or association member as secretary.
- (2) If a vacancy happens in the office of secretary, the members of the Management Committee must appoint or elect a secretary within 14 days after the vacancy happens.
- (3) The secretary must be an individual residing in Queensland, who is:
 - (a) a member of a Member club or association of the Association elected by the Association as secretary; or
 - (b) a member of the Association's Management Committee appointed by the committee as secretary; and
- (4) The Management Committee may appoint and remove the secretary at any time.

12. MEMBERSHIP OF EXECUTIVE AND MANAGEMENT COMMITTEES

- (1) The President and Treasurer (or Secretary/Treasurer), both of whom shall be members of a Member club or association of the Association shall be known as the Executive Officers and form the Executive Committee of the Association.
- (2) The Management Committee shall be made up of at least five (5) members. This committee shall include the Executive Officers.
- (3) Other members of a Member club or association may be elected or co-opted on to the Management Committee as the Members of the Association at any general meeting may from time to time elect or appoint.
- (4) At the annual general meeting of the Association, the Executive Officers and all members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re- election.
- (5) The election of Executive Officers, Management Committee and other Association officers shall take place in the following manner:
 - (a) any Member of the Association shall be at liberty to nominate any club or association member to serve as an officer or other member of the Executive or Management Committee;
 - (b) the nomination, which shall be submitted on the Association's nomination form and signed by the Member's secretary, shall be lodged with the Association's secretary at least twenty-eight (28) days before the annual general meeting at which the election is to take place;
 - (c) balloting lists may 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;
 - (d) 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, duly proposed and seconded.

13. RESIGNATION OR REMOVAL FROM OFFICE OF A MEMBER OF THE EXECUTIVE OR MANAGEMENT COMMITTEE

- (1)(a) Any member of the Executive or Management Committees may resign from office at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified.
- (1)(b) a member of the Executive or Management Committee may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present the member's case.
- (2) The question of removal shall be determined by the vote of the Members present at such a general meeting.
- (3) There is no right of appeal against an Executive or Management Committee member's removal from office under this section.

14. VACANCIES ON MANAGEMENT COMMITTEE

- (1) The Management Committee shall have power at any time to appoint any member of a club or association that is a Member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.
- (2) 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.

15. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- (1) Except as otherwise provided by these rules and subject to resolutions of the Members of the Association carried at any general meeting the Management Committee:
 - (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.
- (2) The Management Committee may exercise all the powers of the Association:
 - (a) to borrow or raise or secure the payment of money in such manner as the Members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or payoff any such securities;
 - (b) to borrow amounts from Members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
 - (c) to invest in such manner as the Members of the Association may from time to time determine.

- (3) For sub-section (2)(b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by:
 - (a) the financial institution for the Association; or
 - (b) if there is more than one (1) financial institution for the Association - the financial institution nominated by the Association.

16. MEETINGS OF MANAGEMENT COMMITTEE

- (1) The Management Committee shall meet at least once every four (4) calendar months to exercise its functions.
- (2) The Management Committee must decide how a meeting is to be called.
- (3) Notice of a meeting is to be given in the way decided by the Management Committee.
- (4) A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third 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.
- (5) 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 shall constitute the quorum.
- (6) Subject as previously provided in this section, the Management Committee may meet together and regulate its proceedings as it thinks fit.
- (7) 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.
- (8) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.
- (9) Not less than fourteen (14) days notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee.
- (10) Such notice shall clearly state the nature of the business to be discussed thereat.
- (11) The president shall preside as chairperson at every meeting of the Management Committee; or if there is no president, or if at any meeting the president is not present within ten (10) minutes after the time appointed for holding the meeting, the vice-president shall be chairperson or if the vice-president is not present at the meeting then the members may choose one of their number to be chairperson of the meeting.
- (12) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee, shall lapse.
- (13) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the 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.

17. DELEGATION OF POWERS OF MANAGEMENT COMMITTEE

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

18. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

All acts done by any meeting of the Management Committee or of a subcommittee 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.

19. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- (1) A resolution in writing signed by all the 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.
- (2) Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

20. ANNUAL GENERAL MEETINGS

- (1) The Annual General Meeting shall be conducted in accordance with Section 23 of this constitution.
- (2) The annual general meeting must be held:
 - (a) at least once each year; and
 - (b) within three (3) months after the end of the Association's financial year,

21. BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING

The following business must be transacted at every annual general meeting:

- (1) receipt of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Association for the last financial year;
- (2) receipt of the auditor's report on the financial affairs of the Association for the last financial year;
- (3) presentation of the audited statement to the meeting for adoption;

- (4) election of members of the Executive and Management Committees and other Association officers;
- (5) appointment of an auditor.

22. SPECIAL GENERAL MEETING

- (1) The secretary shall convene a special general meeting by sending out notice of the meeting within fourteen (14) days of:
 - (a) being directed to do so by the Executive Committee; or
 - (b) being given a requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than one-third of the number of Members of the Association.
 - (c) being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any Member.
- (2) Any requisition mentioned in subsection (1) (b) shall clearly state the reasons why such a special general meeting is being convened and the nature of the business to be transacted thereat.

23. QUORUM AT A GENERAL MEETING

- (1) At any general meeting the number of Members required to constitute a quorum shall be double the number of members presently on the Executive Committee plus one.
- (2) No business shall be transacted at any general meeting unless a quorum as stated in Clause 23(1) is present at the time when the meeting proceeds to business.
- (3) For the purposes of this rule - Member includes a club member attending as a proxy or as representing a club or association that is a Member.
- (4) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Executive or Management Committee of the Association, shall lapse.
- (5) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Executive or 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 members present shall be a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, 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.
- (7) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (8) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

24. NOTICE OF GENERAL MEETING

- (1) The secretary shall convene all general meetings of the Association by giving not less than forty-eight (48) days notice of any such meeting to the Members of the Association.
- (2) The manner by which such notice is to be given shall be determined by the Executive Committee.

- (3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a Member against the rejection or termination of membership by the management committee, shall be given in writing.
- (4) The agenda for any general meeting shall be distributed to all Members at least fourteen (14) days prior to the meeting.

25. PROCEDURE AT A GENERAL MEETING

- (1) Unless otherwise provided by these rules, at every general meeting:
 - (a) the president shall preside as chairperson, or if there is no president, or if the president is not present within 10 minutes after the time appointed for holding the meeting or is unwilling to act, the vice-president shall be the 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; and
 - (b) the chair person shall maintain order and conduct the meeting in a proper and orderly manner; and
 - (c) every question, matter or resolution shall be resolved by a majority vote of the total number of Members of the Association; and
 - (d) for the purposes of this rule, a club member attending the meeting as a Member's representative or acting as a proxy shall be referred to as the "Member",
 - (e) no Member shall be entitled to vote at any general meeting if the Member's annual subscription is more than one (1) month in arrears after the date it was due,
 - (f) voting shall be by show of hands or a division of Members, unless not less than one-fifth of the Members present demand a ballot, in which event there shall be a secret ballot; and
 - (g) the chairperson shall appoint two Members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
 - (h) every club or association member present who is acting either as a Member club's or Member association's representative or proxy shall be afforded one (1) vote. Votes may be cast either on a show of hands or in a secret ballot. In the case of an equality of votes the chairperson shall have a second or casting vote; and
 - (i) the instrument appointing a proxy shall be in writing on the form provide by the Association.
 - (j) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
 - (k) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Executive and Management Committee meeting and general meeting to be recorded in a book or manual to be open for inspection at all reasonable times by any financial Member who previously applies to the secretary for that inspection.

- (2) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Executive and Management Committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Executive or Management Committee meeting verifying their accuracy.
- (3) Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.
- (4) However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

26. BY -LAWS

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

27. ALTERATION OF RULES

Recommendations that these rules be changed, amended, rescinded or added to from time to time can be made by a special resolution carried at any General Meeting. Any such recommendations must be adopted by a majority of 75% of the Association's members. Proxy votes by members may be used to obtain approval or rejection of these recommendations.

28. FUNDS AND ACCOUNTS

- (1) The funds of the Association must be kept in the name of the Association in a financial institution decided by the management committee.
- (2) Records and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in records of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All financial transactions other than non electronic transactions shall be made by an Internet Banking facility and must be authorised by any two of the President, Vice President, Treasurer, Secretary or any other number of the Management Committee members so authorised from time to time.
- (5) All expenditure shall be approved or ratified at an Executive Committee meeting.
- (6) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of:
 - (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year .
- (7) The auditor must examine the statement prepared under subsection (8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (8) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

29. DOCUMENTS – COMMON SEAL

- (a) The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.
- (b) The Management Committee shall provide the form for the Association’s Common Seal for it’s use and for it’s custody by the Secretary of the Association.

30. FINANCIAL YEAR

The financial year of the Association shall close on 30th April in each year.

31. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

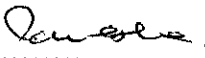
This section applies if the Association is wound-up and there are assets to be distributed.

The assets must not be distributed among the club members but must be given to another entity:

- (a) that has objects similar to the Association's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its club members.

Date. ...8th ... day ofJune..... 2013

Signed


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President