

Summary of changes to Constitution

Caloundra Power Boat Club Ltd

Comparison table of material changes from the Current Constitution to the Proposed Constitution

Ref. No.	Current Rule Number	Current Rule	Proposed Rule Number	Proposed Rule
1	N/A	N/A	4.1(f)	Permits the Company to serve Directors with food and beverages where the Directors are not patronising the Facilities in a personal capacity.
2	N/A	N/A	5.1(b)	New class of membership that offers the same social rights but not the right to vote – Social Members.
3	5.3(a)	The Board has power to nominate a Member as an Honorary Life Member.	5.4(a)-(b)	The Board has power to award Honorary Life Member.
4	5.4(a)	Members who have paid a life membership subscription will be admitted as Life Members.	5.5(a)	Only those Members who held life membership prior to the adoption of the proposed Constitution are Life Members.
5	N/A	N/A	5.(b)	No new Life Members to be admitted to membership after adoption of the Proposed Constitution.
6	N/A	N/A	5.6	Sets out how membership transfers under adoption of the proposed Constitution.

Ref. No.	Current Rule Number	Current Rule	Proposed Rule Number	Proposed Rule
7	5.5	<p>Each Member with an address within the postcode area of 4551 and does not owe money to the Company has the right to one vote.</p> <p>Each Member with an address outside the postcode area of 4551 can elect to be a voting or non-voting Member. Those who elect to vote, and do not owe money to the Company, has the right to one vote.</p>	5.7	<p>Variation of class rights. There is no longer a distinction made for a Member's ability to vote based on the postcode of their residence.</p> <p>Each Ordinary Member, Honorary Life Member and Life Member has one right to vote regardless of their address. A Social Member has no right to vote.</p>
8	5.7(a)-(f)	<p>Process of application for membership.</p> <p>Each application for membership will be considered in order received and be determined more than 14 days after received.</p> <p>Each application will be delivered to the Secretary.</p> <p>If applicant for any class of membership receives a majority vote, they will be elected to that class of membership.</p>	5.9(a)-(h)	<p>The proposed rules streamline the application process to make it easier and quicker for a membership application to be approved.</p> <p>The administrative burden is significantly reduced which is expected to result in cost savings to the Company.</p>
9	5.8(d)-(l)	Conduct of Members.	N/A	<p>Omitted. The rules that set out the expected behaviours of Members have been removed and placed into the new Club Rules, which the Board may amend from time to time as it thinks fit, without the need for Members' approval. This provides for flexibility to allow the Board to update the behaviours to reflect modern norms over time.</p>
10	5.10	Suspension of a Member's social privileges.	5.11	<p>Membership in its entirety, including voting rights, may be suspended by the Board if there is reasonable suspicion that a Member has breached the Club Rules.</p>
11	6.2(d)	When a person joins a Company after 31 March in any year, the Board can reduce the amount of the first annual membership subscription.	N/A	<p>Omitted. This is a duplication as it is covered under rule 6.2(a).</p>

Ref. No.	Current Rule Number	Current Rule	Proposed Rule Number	Proposed Rule
12	6.4	Rights attached to any class of Members may be varied by special resolution of all Members .	6.4	Variation of any rights attached to a particular class of Members may be varied by special resolution of the Members of that class only . This is the usual position and reflects the requirements under the Corporations Act.
13	6.5	Power of the Board to impose, repeal, replace or amend rules, by laws or regulations on Members.	6.5	Extends the power to include the Club Rules .
14	7.4(a)	Board determines when the financial records and other documents of the Company will be open to inspection of Members other than the Board .	7.4(a)	Now applies to all Members equally.
15	7.4(b)	No Member other than a Director, or the Secretary has the right to inspect any document of the Company except as provided by law or authorised by the Board.	7.4(b)	Clarifies that no Member has the right due to their membership to inspect any document of the Company except as provided by law or authorised by the Board.
16	8.1(b)(i)	Written request for general meeting must state the objects of the meeting and must be signed by the required number of voting Members.	8.1(b)(i)	Expanded to include the requirement to set out any proposed resolutions to be considered at the meeting .
17	9.1(b)(i)	The business of the annual general meeting will include to receive and consider the President's Report.	N/A	Omitted as this is not a legal requirement.
18	9.8(b)	On a show of hands, where the chair of the meeting has two or more appointments that specify different ways to vote on a resolution.	9.8(b)	The rule has been broadened to apply to all proxies and removes the duplication in rule 10.1(c).
19	10.1(c)	If the person appointed as proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.	N/A	Omitted as this was a duplication and is covered under proposed rule 9.8(b).
20	10.1(e)	Any Voting Member that is employed by the Company will be suspended from being entitled to vote for the duration of their employment.	N/A	Omitted. All employees are entitled to enjoy the full benefits of membership.

Ref. No.	Current Rule Number	Current Rule	Proposed Rule Number	Proposed Rule
21	11.2(a)	The Directors hold office until the following annual general meeting when each is eligible for re-election.	11.2(a)	The Directors are elected for a term of three years .
22	11.2(b)	A retiring board member will be eligible for re-election or re-appointment as appropriate .	11.2(b)	Directors who wish to be re-elected are now subject to the qualifications in rule 11.5 .
23	11.2(c)	If a retiring President ('Immediate Past President') is not re-elected, they may, by invitation of the President, attend the first three Board meetings in an advisory capacity.	N/A	Omitted as this is no longer deemed necessary or appropriate.
24	11.6(c)	The Voting Members in general meeting may by ordinary resolution elect a person who satisfies the Director qualifications as a Director.	N/A	Omitted as this has been consolidated into rule 11.2(b).
25	N/A	N/A	12.2	Sets out the requirements for the initial rotation of Directors to accommodate the new three-year terms.
26	13.1(a)	At each annual general meeting , the Voting Members will elect one President, Vice President and Junior Vice President.	13.1(a)	The President, Vice President and Junior Vice President will be elected annually from the Directors at a meeting of the Board . This reflects usual practice for a company. The previous wording was more reflective of an incorporated association.
27	13.1(b)	The Executive continue to hold office until the earlier of the next annual general meeting when each is eligible for re-election, among other events.	13.1(b)	Now until the next such meeting required under rule 13.1(a) .
28	13.4	The duties of the President, Vice President and Junior Vice President are listed in detail for executive respectively.	13.4	These are now set out in the Board Charter , to be approved by the Board from time to time as deemed appropriate. This provides flexibility and an ability for the requirements of the roles to change over time as determined by the Board.
29	15.8(a)	Meetings and proceedings of any Committee are to be governed by the rules for regulating meetings and proceedings of the Board subject to regulations made by the Board under rule 15.6.	15.8(a)	Extended to apply to Interest Groups .

Ref. No.	Current Rule Number	Current Rule	Proposed Rule Number	Proposed Rule
30	21.1	A Register of Members must be kept by the Company showing the full name, occupation and address of each Member and the date on which each Member last paid a subscription for membership.	21.1	The requirement to record a Member's occupation has been removed so that only the minimum requirements under law are recorded in the Register.
31	23.1(b)	The Board may make, vary and revoke by-laws which regulate or restrict the admission of guests.	23.1(b)	Extended to include the Club Rules .
32	23.1(c)	Members are responsible for their guest's compliance with the Company rules .	23.1(c)	The Company Rules no longer apply and the guests must comply with the Club Rules .
33	24.1(a)(i)	The Board may authorise the formation of any number of incorporated groups (interest group) within the Company with such recreational, sporting or other objectives as it sees fit.	24.1(a)(i)	Corrects the error that Interest Groups are to be incorporated.
34	N/A	N/A	24.1(a)(iii)	New rule requiring the Board to approve an Interest Group to open its own bank account.
35	24.1(g)	The Company will act as banker to each interest group and no accounts or investments will be held otherwise by an interest group.	24.1(g)	The Company is not obliged to but rather may act as banker to each Interest Group and unless otherwise determined by the Board , no accounts or investments will be held otherwise by an Interest Group.

Comparison table of immaterial changes to wording from the Current Constitution to the Proposed Constitution

Ref. No.	Current Rule Number	Current Rule	Proposed Rule Number	Proposed Rule
36	4.1(d)	No member of the board will hold any salaried office of the Company.	4.1(d)	No Director will hold any salaried office of the Company.

Ref. No.	Current Rule Number	Current Rule	Proposed Rule Number	Proposed Rule
37	4.2	Profits must not be distributed to Members on winding up, but to another association with objects similar to the Company. Which association is to be determined by resolution of Members at/ before the time of dissolution.	4.2	Profits must not be distributed to Members on winding up, but to another organisation with objects similar to the Company. Which organisation is to be determined by resolution of Voting Members at/ before the time of dissolution.
38	4.3	Limited liability on winding up.	4.3	Same as current rule but changes he/his pronouns to become gender neutral pronouns .
39	5.3(a)	Honorary Life Member is entitled to all the rights of an Ordinary Member without payment of any further membership subscriptions.	5.4(b)	Honorary Life Member is entitled to all the rights of a Life Member without payment of any further membership subscriptions.
40	6.2(a)	Annual membership subscription fees , among other fees, are for such amounts and are due at such times as the Board determines.	6.2(a)	Changed to ' membership subscription fees ' to allow for fees covering multiple years as is current practice.
41	6.2(e)	All annual membership subscriptions will become due and payable in advance on the first day of July in each year.	6.2(d)	All membership subscription fees will become due and payable in advance on the first day of July in the relevant year.
42	8.1(b)(iii)	If the Board fails to call a general meeting within 21 days of receiving the written request, the Members who made the request may call the requested general meeting.	8.1(b)(iii)	If the Board fails to call a general meeting within 21 days of receiving the written request, the Voting Members who made the request may call the requested general meeting.
43	8.1(d)	By resolution of the Board, any general meeting (other than a general meeting that has been requisitioned or called by Members in accordance with the Law) may be cancelled or postponed.	8.1(d)	By resolution of the Board, any general meeting (other than a general meeting that has been requisitioned or called by Members in accordance with the Constitution and the Law) may be cancelled or postponed.
44	8.2(b)	Notice of meetings will be given to Members , and other entitled persons.	8.2(b)	Notice of meetings will be given to Voting Members , and other entitled persons.
45	9.6(b)	The chair of the meeting may require a business, question, motion or resolution under consideration to be put to a vote of the Voting Members present.	9.6(b)	The chair of the meeting may require a business, question, motion or resolution under consideration to be put to a vote of the Members Present .

Ref. No.	Current Rule Number	Current Rule	Proposed Rule Number	Proposed Rule
46	9.8(a)	Each question submitted to a general meeting is to be decided in the first instance by a show of hands of the Voting Members present.	9.8(a)	Each question submitted to a general meeting is to be decided in the first instance by a show of hands of the Members Present .
47	9.9(b)	A poll may be demanded by at least three Voting Members present and entitled to vote on the resolution.	9.9(b)	A poll may be demanded by at least three Members Present and entitled to vote on the resolution.
48	9.12	Rules as to general meetings apply to any meeting of any class of Members .	9.12	Rules as to general meetings apply to any meeting of any class of membership .
49	10.1(a)	If a Member is of unsound mind, a person who properly has management of his estate may exercise any rights of the Member in relation to a general meeting as if they were the Member.	10.1(a)	Same as current rule but changes he/his pronouns to become gender neutral pronouns .
50	10.1(b)	Subject to rule 10.1(c) , where a person is entitled to vote in more than one capacity, that person is entitled only to one vote on a show of hands.	10.1(b)	Subject to rule 9.8(b) , where a person is entitled to vote in more than one capacity, that person is entitled only to one vote on a show of hands.
51	10.1(d)	Only financial Voting Members will be entitled to vote at any general meeting.	10.1(c)	Subject to the Law, only Voting Members are entitled to vote at any general meeting.
52	10.3(b)	The instrument appointing a proxy must be deposited at the Office, or faxed to the Office, or deposited, faxed or sent by electronic mail to any other place specified in the notice of meeting.	10.3(b)	Same as current rule but removes references to the instrument being faxed .
53	11.1(b)	The Executive is to be composed of the following: <ul style="list-style-type: none"> (i) President (who acts as Chairman of the Board); (ii) Vice President (who acts as deputy Chairman of the Board); and (iii) Junior Vice President. 	11.1(b)	The Executive is to be composed of the following: <ul style="list-style-type: none"> (i) President (who has the power and authority of the chair of the Board); (ii) Vice President (who, in the absence of the President or at the President's direction, has the power and authority of the chair of the Board); and (iii) Junior Vice President.

Ref. No.	Current Rule Number	Current Rule	Proposed Rule Number	Proposed Rule
54	11.4(a)	All nominations for positions on the Board must be received in writing, at least seven days before the annual general meeting.	11.4(a)	All nominations for Directors must be received in writing, at least seven days before the annual general meeting.
55	11.4(b)	Each nomination for the position on the Board , except for casual vacancies, must be in writing and be proposed and signed by one voting Member and contain the signature of the nominee indicating his consent to act.	11.4(b)	Each nomination for a Director must be signed by a Voting Member and contain the signature of the nominee indicating their consent to act.
56	11.5	Qualifications for membership of the Board: Each member of the Board will be a Director of the Company.	11.5	Qualifications for membership of the Board: To be eligible, a Director must be a Voting Member and not be prevented from holding the office of director by the Law.
57	11.6(b)	Any person appointed under this rule is eligible for election at the general meeting.	11.6(b)	Any Director appointed under this rule is eligible for election at that general meeting.
58	12.2(c)	Person appointed in place of removed Director will be subject to retirement at the same time as if he had become a Director on the same day as the Director in whose place he was appointed.	12.3(c)	Same as current rule but changes he/his pronouns to become gender neutral pronouns.
59	15.1(a)	Subject to this Constitution, the members of the Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The President or any two members of the Board may summon a meeting of the Board.	15.1(a)	Subject to this Constitution, the Directors may meet for the dispatch of business, adjourn and otherwise regulate its meetings as they think fit. The President or any two Directors may summon a meeting of the Board.
60	15.1(d)	If there is no quorum at the meeting within half an hour of the appointment time, that meeting will be re-called within seven days, and if there is again no quorum within half an hour of the appointment, the Members present will constitute quorum.	15.1(d)	If there is no quorum at the meeting within half an hour of the appointment time, that meeting will be re-called within seven days, and if there is again no quorum within half an hour of the appointment, the Directors present will constitute quorum.

Ref. No.	Current Rule Number	Current Rule	Proposed Rule Number	Proposed Rule
61	15.1(e)	Rule specifies when notice is deemed to have been given to a Director.	15.1(e)	Same as current rule but removes references to the notice being faxed .
62	15.2	Board may meet in person or by telephone or by other means of communication.	15.2	Same as current rule but explicitly adds that the board may meet by videoconference .
63	15.4	If a Chairman is not elected or not present at a meeting within 15 minutes of it commencing, the Directors present may choose one of their number to be Chairman of the meeting.	15.4	Same as current rule but changes references to ' Chairman ' to ' Chair '.
64	20.1(b)	No Member, other than a Director, will be entitled to inspect those minutes.	20.1(b)	No Member is entitled to inspect those minutes due to their membership.
65	22.1	A notice may be given to a Member or Director in various ways, including by facsimile transmission.	22.1	Same as current rule but proposed rule omits that a notice may be given to a Director , and it removes facsimile transmission as a way of giving notice.
66	22.7(a)	Notice of every general meeting is to be given to each Member who, at the date of the notice, is entitled to vote at general meetings of the Company; each Director; and the auditor of the Company.	22.7(a)	Notice of every general meeting is to be given to each Voting Member ; each Director; and the auditors of the Company.
67	23.1(a)	Each Member may cause to be admitted to the Premises as his guests persons who are not Members of the Company .		Same as current rule but changes he/his pronouns to become gender neutral pronouns and removes redundant wording .
68	24.1(a)(ii)	The Board may approve the constitution under which any interest group will function.	24.1(a)(ii)	The Board may approve the charter under which any Interest Group will be managed, administered and operated.
69	24.1(a)(iii)	The Board may regulate the activities of any interest group by rule, regulation or by-law or by direction of the Board.	24.1(a)(iv)	The Board, to the extent the Board determines necessary , regulate the activities of any interest group by rule, regulation or by-law or by direction of the Board.

Ref. No.	Current Rule Number	Current Rule	Proposed Rule Number	Proposed Rule
70	24.1(b)	The name of each interest group will be 'Caloundra Power Boat Club Limited ' (insert activity) Club.	24.1(b)	The name of each Interest Group will be 'Caloundra Power Boat Club' (insert activity) Club.
71	24.1(c)	A Member of the Company will not form or participate in the activities of any group which uses the name or Facilities of the Company , or conducts its activities or the management of its affairs within the Premises, which has not been authorised by the Board as an interest group.	24.1(c)	Same as current rule but removes redundant wording.
72	24.1(d)	Membership of any interest group will be restricted to those who are Members of the Company.	24.1(d)	Same as current rule but removes redundant wording.
73	24.1(e)	Whilst a Member is engaged in an activity of an interest group, he will be bound by the Constitution and by laws of the Company including those related to conduct.	24.1(e)	Same as current rule but changes he/his pronouns to become gender neutral pronouns.
74	24.1(f)	All money or other property acquired by an interest group will vest in the Company but will during the continued existence of the group be applied for the purposes of that group.	24.1(f)	Subject to this Constitution , all money or other property acquired by an Interest Group will vest in the Company but will during the continued existence of the group be applied for the purposes of that group.
75	24.1(h)	Each group may elect it's own officers and conduct it's own affairs (including setting of its own membership and other fees) subject to its own and this Constitution and any rules, regulations or by laws or directions of the Board.	24.1(h)	Each Interest Group may elect it's own officers and conduct it's own affairs (including setting of its own membership and other fees) subject to its Charter and this Constitution and any rules, regulations or by-laws or directions of the Board.
76	24.1(i)	Each group will provide such information, reports and minutes of its meetings as may be required by the Board.	24.1(i)	Each Interest Group will provide such information, reports and minutes of its meetings as may be required by the Board from time to time.

Changes to definitions

Newly defined Terms	Redefined terms	Terms that are no longer defined
<ul style="list-style-type: none"> • Approved Manager • Charter • Club Rules • Honorary Life Member • Interest Group • Life Member • Ordinary Member • Social Member 	<ul style="list-style-type: none"> • Company 	<ul style="list-style-type: none"> • Appeal Fee • Association • Director Qualifications