

CORPORATIONS LAW

A Company Limited by Guarantee and not having a Share Capital

CONSTITUTION

of

MIDDLE HARBOUR YACHT CLUB (ACN 000 248 877)

NAME

1. The name of the Club is Middle Harbour Yacht Club

DEFINITIONS

2. (a) “The Act” means the Corporations Act 2001 (Clth). When any provision of the Act is referred to, the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Act or any modifications thereof made by any law in force at the date at which this Constitution become binding on the Club shall have the meaning so defined.

“The Constitution” means the Constitution of the Club for the time being in force.

“The Board” means the Board of Directors of the Club within the meaning of the Act.

“The Club” means the Middle Harbour Yacht Club.

“Corporate Member” means a person elected to Membership of the Club in accordance with Rule 13(k) of this Constitution.

“Flag Officer” means any one of the Commodore, Vice Commodore, Rear Commodore and Club Captain in each case elected under Rule 35.

“Full Member” means a person who under this Constitution is an Ordinary Member or a Life Member of the Club.

“General Meeting” means the Annual General Meeting or any General Meeting and any adjourned holding thereof.

“Honorary Member” means a person who under this Constitution is an Honorary Member of the Club.

“Life Member” means a person who is elected to Membership of the Club for life.

“Member” means (unless the context otherwise requires) an Ordinary Member, Life Member, Honorary Member or Temporary Member.

“Ordinary Member” means, in relation to the Club, a person other than an Honorary Member, Life Member or Temporary Member who is elected to Membership of the Club in accordance with Rules 21 to 24 inclusive hereof but in relation to any other club it has the meaning ascribed thereto by Section 4(1) of the Registered Clubs Act, 1976.

“Month” means calendar month.

“Rule” means each of the numbered provisions of this Constitution.

“Secretary” has the meaning ascribed thereto in Section 4 (1) of the Registered Clubs Act, 1976.

“Temporary Member” means a person who under Rule 18 of this Constitution is a Temporary Member of the Club.

“The Club Notice Board” means a Board designated as such within the Club premises on which notices for the information of Members is posted.

“Special Resolution: has the meaning ascribed thereto by the Act.

- (b) Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing and reproducing words in a visible form in the English language.
- (c)
 - (i) Words importing the masculine gender shall include the feminine gender.
 - (ii) Words in the singular shall include the plural and vice versa.
- (d) When any provision of an Act is referred to, the reference is to such provision as modified by any law for the time being in force and expressions defined in an Act or any modification thereof made by any law in force at the time shall have the meaning so defined.
- (e) A Member shall not be deemed to be a financial Member at the date of a meeting at which only financial Members may attend or vote:
 - (i) If at the expiration of 30 days from the due date his subscription or any part thereof payable on the date remains unpaid; or
 - (ii) If any money (other than the subscription) owing by him to the Club has remained unpaid at the expiration of 30 days from service on him of a notice from the Club requiring payment thereof; and in either case he shall be and remain unfinancial until payment in full of the amount owing.

INTERPRETATION

- 3. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws of the Club made pursuant to these Rules or on any matter arising thereout, shall be conclusive and binding on all Members of the Club, subject to such construction or interpretation being varied or revised by the Members of the Club in General Meeting or by the Supreme Court of New South Wales.

OBJECTS

4. The Club is established for the following purposes:
- (a) to promote the sport of yachting and boating;
 - (b) to provide and maintain a club house and other conveniences including moorings, wharves, landing stages and slipways for the use of the Members for the time being of the Club or of any club established in association therewith and to furnish and maintain the same and permit the same to be used by the Members of the Club and the invitees either gratuitously or upon such term as shall be agreed on and if thought fit to manage the affairs of the Club or any of them and to do whatever may seem best calculated to promote the interests of the Club.
 - (c) to establish and provide within the said club house all or any of the amenities facilities and advantages of a club including residential and other accommodation, libraries, reading rooms and facilities for sports, games and recreation either indoor or outdoor;
 - (d) to promote, foster, encourage and support social activities of all kinds and descriptions amongst Members of the Club;
 - (e) to promote and conduct races, matches, competitions and exhibitions in relation to yachting and boating and yacht racing and boat racing and to give or contribute to prizes and trophies and to guarantee prize money and expenses in connection with any such races, matches, competitions and exhibitions and generally to foster, promote, encourage and support the sports of yachting and boating and yacht racing and boat racing;

This rule does not limit the powers conferred on the Club under Section 124 of the Act.

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

5. (a) The “replaceable rules” contained in the Act are hereby excluded and shall not apply to the Club except in so far as they are repeated or contained in the Constitution. The Club is established for the objects set out in this Constitution.
- (b) Temporary Members and Honorary Members shall have no liability to contribute to the assets of the Club in the event of it being wound up. The liability of all other Members is limited in the manner set out in paragraph (c) below.
- (c) Each and every Member of the Club other than Temporary Members and Honorary Members undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a Member or within one year afterwards for the payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding one hundred dollars (\$100.00).
- (d) The profits (if any) and other income and property of the Club whensoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to persons who at any time are or have been Members of the Club or to any persons claiming through any of them, provided that nothing in this Constitution shall prevent:

- (i) the payment in good faith of reasonable remuneration to any officers or servants of the Club or to any Member or other person in return for any services provided, or contracts reasonably made, with the Club in the ordinary course of its lawful business;
 - (ii) the payment of principal or interest on money borrowed from any Member of the Club for any of the purposes of the Club;
 - (iii) the making of a payment, or the granting of any profit, benefit or advantage to any Member of the Club which is permitted under the Registered Clubs Act, 1976
- (e) No member of the Board shall be appointed to any salaried office of the Club or any office of the Club paid by fees and no remuneration, payment or other benefit in money or moneys worth shall be given, either directly or indirectly, by the Club to any member of the Board except repayment of out-of-pocket expenses and interest on money lent or the payment of reasonable rent for the hire of goods or reasonable and proper rent for premises demised or let to the Club.
- (f) If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Club but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Club under or by virtue of paragraph (d) of this rule 5 such institution or institutions to be determined by Members of the Club at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
- (g) True accounts shall be kept of the sums of money received and expended by the Club and the manner in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being shall be open to the inspection of Members. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

PRELIMINARY

6. (a) The Club shall be a non-proprietary Club.
- (b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a Member of the Club, whether or not he is a Member of the Board, or of any committee of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full Member of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its Members, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of registration under Part II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.

- (d) The Secretary or Manager, or any employee, or a Member of the Board or any committee, of the Club shall not be entitled, under the Rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to:
 - (i) the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club;
 - (ii) the keeping or operation of any approved gaming machines in the Club.
- 7. (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board
- (b) Subject to the provisions of Rule 5, any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the Members of the Club.
- 8. (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a Member, except on the invitation and in the company of a Member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of/on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.
- (d) The Registered Office of the Club shall be situated at Parriwi Road, Mosman, New South Wales or such other place as the Board may from time to time determine.

MEMBERSHIP

- 9. The Board may from time to time increase the number of Members of the Club beyond the registered number in accordance with the provisions of the Registered Clubs Act.
- 10. A person shall not be admitted to Membership of the Club except as provided by this Constitution.
- 11. The persons whose names are entered in the register as Members of the Club at the date of the resolution adopting this Constitution and such other persons as the Board shall admit to Membership in accordance with this Constitution shall be Members of the Club.
- 12. Unless and until otherwise determined by the Board Ordinary Membership (for the purposes of the Registered Clubs Act) of the Club shall consist of the following classes:
 - (i) Adult;
 - (ii) Crew;
 - (iii) Intermediate;

- (iv) Senior;
- (v) Adult Centreboard;
- (vi) Country;
- (vii) Absentee;
- (viii) Pensioner;
- (ix) Junior;
- (x) Spouse;
- (xi) Corporate

Each class is open to Membership of the Club for transfer to another class of Ordinary Membership of the Club for which such Member may be eligible, the Board may approve such transfer and may, if thought appropriate but subject to any other provisions contained in this Constitution make an adjustment in the subscription paid or payable by any Member so transferred in the financial year in which the transfer takes place.

RIGHTS AND QUALIFICATIONS OF MEMBERS

13. The qualifications of the various classes of Ordinary Membership shall be as follows:

(a) **Adult Members**

Adult Members shall be persons who have attained the age of 18 years and who in the opinion of the Board are suitable to be admitted to Adult Membership of the Club and who are elected to or transferred by the Board to Adult Membership of the Club. Each Adult Member shall be entitled to cast two votes at a General meeting of the Club and shall be entitled to all the privileges of the Club.

(b) **Crew Members**

(i) Crew Members shall be persons who have attained the age of eighteen (18) years and who in the opinion of the Board are suitable to be admitted to Crew Membership of the Club or who are elected or transferred by the Board to Crew Membership of the Club.

(ii) Crew Members have the right to cast one vote at a General Meeting of the Club and shall be entitled to all the privileges of the Club other than the right to hold office, the right to place a yacht on the Club's Register and the right to skipper or enter a yacht in events conducted by the Club.

(c) **Intermediate Members**

Intermediate Members shall be persons between the ages of eighteen (18) and twenty one (21) years and persons who are full time students up to the age of twenty five (25) years and who in

the opinion of the Board are suitable for admission as Intermediate Members. Intermediate Members have the right to cast one vote at a General meeting of the Club and shall have all the privileges of the Club except holding office and placing a yacht on the Club's register other than on the Centreboard register.

- (i) Intermediate Members who have been Members for not less than two (2) years may make an application to become Adult Members or Crew Members as the case may be of the Club without payment of an entrance fee.
- (ii) Each Intermediate Member of less than two (2) years duration shall upon election to Adult or Crew Membership pay the difference between the current intermediate entrance fee at the date of election and the current entrance fee for the appropriate class of Membership.

(d) **Senior Members**

- (i) Any Adult Member of the Club who has been an Adult Member for not less than twenty (20) consecutive years, shall be eligible to become a Senior Member of the Club and upon making application in writing, shall be admitted as a Senior Member and shall only be liable to pay a reduced annual subscription or any call, fee, charge or levy or any instalment thereof as shall be determined by the Board but, shall, subject to Rule 5(f) of this Constitution, otherwise enjoy the same rights and privileges and (except in regard to the amount of the annual subscription or of any call, fee, charge or levy) shall be subject to the same duties, obligations and restrictions as for the time being are conferred or imposed by the Constitution upon the class of Adult Membership immediately prior to being admitted as a Senior Member of the Club PROVIDED THAT a Senior Member shall remain liable for the payment of any minimum subscription or periodic payment required by law to be paid pursuant to the provisions of the Registered Clubs Act.
- (ii) Any Member of the Club who was a Senior Member of the Club as at the date of the Special Resolution of the Club adopting this Constitution shall retain the same rights and privileges of Senior Membership as existed under the Constitution of the Club having effect immediately prior to that resolution.

(e) **Adult Centreboard Members**

Adult Centreboard Members shall be persons who have attained the age of eighteen (18) years and who in the opinion of the Board are suitable to be admitted to Adult Centreboard Membership of the Club or who are elected or transferred by the Board to Adult Centreboard Membership of the Club.

- (i) Adult Centreboard Members shall be permitted to sail only centreboard vessels as defined by the Board in Club events.
- (ii) Adult Centreboard Members have the right to cast one vote at a General Meeting of the Club and shall be afforded all the privileges of the Club other than the right to hold office and the right to place a yacht on the Club's register.

(f) **Country Members**

Any person who is an Adult or Crew Member who satisfies the Board that he resides outside the County of Cumberland may upon making application in writing to the Board be admitted as a Country Member.

- (i) Country Members shall pay such reduced annual subscription (but not less than the minimum subscription required to be paid pursuant to the Registered Clubs Act 1976) as the Board may determine from time to time.
- (ii) Country Members shall be afforded all the privileges of the Club other than the right to hold office, the right to vote at General Meetings of the Club and the right to place a yacht on the Club's register.

(g) **Absentee Members**

Any Member who resides or intends to reside outside the State of New South Wales for not less than three (3) months may apply to the Secretary to have his name placed on the list of Absentee Members.

- (i) An Absentee Member shall pay such reduced annual subscription (but not less than the minimum subscription required by the Registered Clubs Act 1976) as the Board may determine from time to time.
- (ii) An Absentee Member shall be afforded all the privileges of the Club other than the right to hold office, the right to vote at General Meetings of the Club and the right to place a yacht on the Club's register, be entitled to receive the Club journal and all notices from the Club which are sent out to Members by post.
- (iii) An Absentee Member shall promptly notify the Secretary of his return to the State of New South Wales and that Member's name shall thereupon be placed in the class of Membership to which he was admitted immediately before he was placed on the absentee list. The Member shall thereupon become liable to pay the proportionate part of the appropriate annual subscription for that class of Membership for the balance of the current financial year.

(h) **Pensioner Members**

Any Member of the Club of not less than five (5) years standing who satisfies the Board that he is in receipt of an aged or disability support pension pursuant to the Social Security Act 1991 (Cth) or who in the absolute discretion of the Board is deemed by the Board to be a pensioner shall be eligible to become a Pensioner Member of the Club and upon making application in writing to the Board may be admitted as a Pensioner Member.

- (i) A Pensioner Member is entitled to all the privileges of the Club to which he was entitled in the class of Membership to which he was admitted immediately before he became a Pensioner Member.
- (ii) A Pensioner Member shall pay such reduced annual subscription (but not less than the minimum annual subscription required to be paid pursuant to the Registered Clubs Act 1976) as the Board may determine from time to time.

(i) **Junior Members**

Any person who has not attained the age of eighteen years but who satisfies the Board that he or she has an interest in taking an active part in the sailing activities of the Club on a regular basis and from whose parent or guardian the Board receives written consent to that person becoming a Junior Member of the Club and taking part in the sailing activities of the Club and who in the opinion of the Board is suitable may be admitted to Junior Membership of the Club.

- (i) Junior Members shall be entitled to those privileges as the Board may determine from time to time but shall not be eligible to hold office, vote at meetings of the Club, nominate persons for Membership or introduce visitors to the Club nor shall they have any part in the management of the Club.
- (ii) Junior Members are permitted to use only those licensed areas of the Club for which an authority under Section 22A of the Registered Clubs Act 1976 is in force but shall not be served with or consume alcohol in the Club.
- (iii) Junior Members shall pay such annual subscription as the Board may determine.
- (iv) Junior Members upon reaching the age of eighteen (18) years may make application to become Adult, Crew or Intermediate Members of the Club provided that those who have been Junior Members of the Club for not less than two years will not be required to pay an entrance fee.

(j) **Spouse Members**

An Adult Member who is paying reduced fees and annual subscriptions pursuant to Rule 26(b) is a Spouse Member of the Club. A Spouse Member shall be entitled to cast two votes at a General Meeting of the Club and shall be entitled to all the privileges of the Club.

(k) **Corporate Members**

- (i) The Board may from time to time offer corporations the right to nominate a person as a Corporate Member of the Club. Upon acceptance by the corporation of the right to nominate persons for Corporate Membership, the corporation shall advise the Club of the name of the person to be considered for election. This person shall be nominated for election to the Club in accordance with Rules 21 to 24 inclusive.
- (ii) The Board has the power to determine the rights and privileges applicable to Corporate Members and may make charges and levies on Corporate Members for general or special purposes.
- (iii) The Board may make provision for special services and events to be provided for Corporate Members on such terms and conditions as the Board may determine from time to time.

LIFE MEMBERS

14. The following shall be Life Members of the Club:

- (a) Those Members who are Life Members of the Club at the date of the resolution adopting this Constitution.

- (b) Persons who have rendered outstanding services to the Club and who are elected at any General Meeting of the Club as a Life Member of the Club provided however that such election is made upon the recommendation of the Board and with the approval of the majority of the Members present and voting. Life Members shall be relieved of any obligation or liability with respect to the payment of entrance fees or annual subscriptions.
- (c) The following conditions shall be observed in the election of a Life Member of the Club:
 - (i) Notice of the nomination signed by at least 2 Financial Adult Life or Senior Members shall be given to the Secretary.
 - (ii) Such nomination shall be reported to the first meeting of the Board after the receipt thereof and if at such meeting the Board shall have resolved by a three fourths majority of the Members present and voting to recommend such nomination then the Board shall forward such nomination to the next General Meeting for consideration.

HONORARY MEMBERS

- 15. The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time.
 - (a) the patron or patrons for the time being of the Club;
 - (b) any prominent citizen or local dignitary visiting the Club.
- 16. Honorary Members shall be entitled to the benefit of the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- 17. When Honorary Membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
 - (a) the name in full of the Honorary Member;
 - (b) the residential address of the Honorary Member;
 - (c) the date on which Honorary Membership is conferred;
 - (d) the date on which Honorary Membership is to cease.

TEMPORARY MEMBERS

- 18. The following persons in accordance with procedures established by the Board may be made Temporary Members of the Club:
 - (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres from the Club;

- (b) A Full Member (as defined in the Registered Clubs Act) of other clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club;
 - (c) A Full Member (as defined in the Registered Clubs Act) of any registered Club who, at the invitation of the Board of the Club or a Full Member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of the day.
 - (d) Any interstate or overseas visitor.
19. (a) Temporary Members shall not be required to pay an entrance fee or annual subscription;
- (b) Temporary Members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
 - (c) Temporary Members shall not be permitted to introduce guests into the Club;
 - (d) A Director or the Secretary of the Club may terminate the Membership of any Temporary Member at any time without notice and without having to provide any reason therefore;
 - (e) No person under the age of 18 years may be admitted as a Temporary Member of the Club.
20. When a Temporary Member first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members;
- (a) the name in full of the Temporary Member;
 - (b) the residential address of the Temporary Member;
 - (c) the date on which Temporary Membership is granted;
 - (d) the signature of the Temporary Member.

ELECTION OF MEMBERS

21. (a) An application for Membership as an Ordinary Member of the Club shall be in such form as the Board may from time to time determine, but shall include the full name, address, date of birth and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club. The nomination form shall be signed by the candidate and by the proposer and seconder who shall both be Full Members of the Club of at least twelve months duration.
- (b) The nomination form shall be lodged with the Secretary of the Club who shall forthwith cause the name, address and occupation of the candidate and of his proposer and seconder to be exhibited in a conspicuous place in the Clubhouse for a continuous period of not less than one month before the election of the candidate as a Member of the Club and an interval of at least five weeks shall elapse between the proposal of a person for election and his election.

- (c) With the nomination form shall also be lodged the amount of any entrance fee and subscription for Membership as determined by the Board from time to time. If the candidate's nomination is withdrawn or the nomination is not accepted these amounts shall be refunded to the candidate.
22. Any application for Membership will be delivered by the Secretary to the Membership Sub-Committee, which will make such enquiries about the candidate as it considers appropriate and shall, if practicable, interview the candidate. The Membership Sub-Committee will then submit the application for Membership together with a report as to the enquiries it has made about the candidate and any recommendation to the Board of the Club.
23. A person shall not be admitted as a Member of the Club, other than as an Honorary Member or Temporary Member, unless he is elected to Membership at a meeting of the Board of the Club, or a duly appointed Election Committee of the Club, the names of whose members present and voting at the meeting are recorded by the Secretary of the Club. The Board may reject any application for Membership without assigning any reason for such rejection. The election shall be by majority of the members of the Board present and voting at the meeting.
24. (a) When a person has been elected to Membership the Secretary shall cause notice of such election to be given personally or forwarded or posted to such person.
- (b) A copy of the Constitution of the Club shall be supplied to a Member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or by regulation.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

25. Members' subscriptions shall be paid annually or if the Board so directs and approves by half yearly instalments in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be prescribed by the Board from time to time.
- (a) Nothing in this Constitution shall prevent the Board from determining that during their first three years of Membership of the Club Members in a particular class of Membership or in all classes of Membership referred to in Rule 12 shall pay such reduced annual subscriptions as may be determined by the Board from time to time.
26. (a) The entrance fees and subscriptions payable by Members of the Club shall, subject to this Constitution, be such as the Board may from time to time determine provided that the annual subscription payable shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.
- (b) Adult Members (as defined in Rule 13(a) who are married to each other (including Adult Members who in the opinion of the Board are in defacto marriage) and Adult Members who have dependent children who are Junior or Intermediate Members may apply to the Board to pay reduced fees and annual subscription and shall pay such reduced fees and annual subscription (but not less than the minimum annual subscription provided by the Registered Clubs Act 1976) as the Board may determine.
- (c) Any Member who is suspended from Membership of the Club for a period shall during such period be liable for payment of any fee for Membership of the Club which falls due during the period of suspension.

27. If the entrance fee or subscription or any part thereof of any Member shall not be paid within a period of 30 days from the date upon which it shall fall due for payment the Secretary shall give to the Member in default 7 days written notice within which time such entrance fee or subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting Member shall from that date be debarred from all privileges of Membership and his name shall be removed from the register of Members of the Club.
28. The Board shall have power to make charges and levies on Ordinary Members for general or special purposes

REGISTERS OF MEMBERS

29. (a) The Club shall keep the following registers:
- (i) A register of persons who are Full Members of the Club. This register shall set forth the name in full, the occupation and address of each Full Member and if he is an Ordinary Member the date on which he last paid the annual fee for Membership of the Club.
 - (ii) A register of persons who are Honorary Members or Temporary Members. This register shall set forth the name in full and the address of each Honorary Member and each such Temporary Member and where that Member has been admitted to Membership for a limited period, the dates on which the period commences and ends.
 - (iii) A register of visitors or guests which shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a Member, the name in full or the surname and initials of the given names of that person, the address of that person, the date of that day and the signature of the Member.
- (b) Members shall advise the Secretary of the Club of any change in their address.

SUSPENSION AND EXPULSION

30. If any Member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution of the Club or any By-Laws made hereunder or be in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct within or without the precincts of the Club which in the opinion of the Board is unbecoming of a Member or which shall render him unfit for Membership, the Board shall have power to reprimand, fine, suspend for such period as it considers fit, expel or accept the resignation of such Member and to erase his name from the register of Members provided that:
- (a) Such Member shall be notified of any charge against him pursuant to this Constitution by notice in writing by a prepaid letter posted to his last known address at least fourteen (14) clear days before the meeting of the Board at which such charge is to be heard.
 - (b) The Member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
 - (c) The Board may, and shall if requested so to do by the person charged at least seven (7) days before the date of hearing, cause a notice to be sent to any other Member to appear and give evidence.

- (d) The Board may on the date fixed for hearing, proceed to take evidence and may if thought fit, adjourn the hearing to a future date and it shall not be necessary to give notice of such adjournment to any person.
- (e) The method of voting by the members of the Board present at such meeting shall be as determined by the Board but no motion by the Board to reprimand, suspend or expel a Member shall be deemed passed unless a majority of the members of the Board present vote in favour of such motion.
- (f) If the Member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the Members' absence notwithstanding, but shall have regard to any representation made to it in writing by the Member charged.
- (g) Notwithstanding the foregoing, the Commodore or Secretary shall have power upon a complaint or charge being made against any Member to forthwith suspend such Member from Membership of the Club until the next meeting of the Board and shall after making preliminary inquiries make a full report to the Board. The Board may after consideration of such report, continue such suspension until the complaint or charge has been dealt with in the manner herein before provided.
- (h) The Board shall have full power to inquire into any matter they may think fit whether any charge shall have been laid before them or not.

RESIGNATION AND CESSATION OF MEMBERSHIP

31. (a) A Member may at any time by giving notice in writing to the Secretary resign from his Membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- (b) Every person ceasing to be a Member of the Club (whether by resignation, expulsion, being removed from the Register of Members, neglecting to pay the entrance fee or annual subscription or otherwise) shall ipso facto forfeit all rights as a Member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of his Membership of the Club and any other moneys due by him at the date of cessation of his Membership of the Club.

GUESTS

32. All Members other than Temporary Members (and Honorary Members) shall have the privilege of introducing guests to the Club and on each day a Member first brings a guest into the Club he shall enter in the Register of Guests the name and address of the guest and shall countersign that entry.
- (b) No Member shall introduce guests more frequently or in greater number than may for the time being be provided by By-Law nor shall he introduce any person as a guest who has been expelled from the Club for misconduct or non payment of subscription or fees or who has been suspended by the Board of the Club.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.

- (d) The Board shall have power to make By-Laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a Member.
- (f) A guest shall at all times remain in the reasonable company of the Member who countersigned the entry into the Register of Guests in respect of that guest.
- (g) A guest shall not remain on the premises of the Club any longer than the Member who countersigned the entry into the Register of Guests in respect of that guest

THE BOARD

- 33
- (a) (i) The business affairs of the Club and the control and custody of its funds and property shall be managed by the Directors (“The Board of Directors”) consisting of up to nine Directors seven of whom (Elected Directors) shall be elected in accordance with Rule 35 and two of whom shall be Flag Officers elected in accordance with this Rule 33. The Commodore shall be one of the Flag Officers appointed to the Board and the other shall be appointed by the Elected Directors from amongst the Flag Officers appointed under Rule 35. One of the Elected Directors shall be elected as Treasurer.
 - (ii) Except as provided in this Constitution, the Elected Directors shall hold office for a period of three years.
 - (iii) No Elected Director shall be permitted to hold a Flag Officers position whilst holding the office of Elected Director and vice versa.
 - (iv) The Board of Directors shall elect from the Elected Directors a person to act as Chairman of any meeting of Directors and as Chairman of any General Meeting.
 - (b) The Flag Officers shall consist of a Commodore, Vice Commodores, Rear Commodore and Club Captain.
 - (c) The Commodore, Vice Commodore, Rear Commodore and Club Captain shall be the flag officers of the Club in that order of seniority. At every Annual General Meeting of the Club the Flag Officers shall retire from office. A Flag Officer of the Club who has held the one office for five consecutive years shall not be eligible for nomination for that office for the next year but will be again eligible for nomination to that office after that year has elapsed and shall therefore be immediately eligible for nomination to one other Flag Officer office or for appointment as a Director.
 - (d) The Commodore, Vice Commodores and Rear Commodore should preferably each be the bona fide owner or part owner of a sailing yacht on the Club’s Yacht Register. Any nominee who is not an owner or part owner shall clearly declare so on their nomination.
 - (e) No Member of the Club who is also a servant of the Club shall be eligible to be a Member of or to be elected to the Board of the Club.
 - (f) No Member under suspension and no Member who is unfinancial shall be elected to office or perform duties as a holder of an office or Member of any committee of the Club while he

remains suspended or unfinancial during the period of such suspension or the period during which he is unfinancial.

34. In addition to the requirements of the Act the following may not become a Director or Flag Officer of the Club.
- (a) A person who has been suspended or whose privileges of Membership have been waived.
 - (b) A person under the age of 18 years.
 - (c) A person who is not a Full Member of the Club.
 - (d) An undischarged bankrupt.
 - (e) A person who within the previous ten years prior to nomination has been convicted of an indictable offence.
 - (f) A person ordered by the Court not to be a director of a corporation.
 - (g) A person of unsound mind.
35. (a) Directors shall be elected at an Annual General Meeting in accordance with this Article 35. Only Full Members shall be entitled to vote in any such election.
- (b) If at any Annual General Meeting held after the date of adoption of this Constitution, there are two or more Elected Directors to be appointed the term of office of each such Elected Director shall be determined by lot (or by unanimous agreement of the Elected Directors) on the basis that:
- (i) if there are seven directors to be appointed, three of such directors shall have a term of office of 3 years, two of such directors shall have a term of 2 years and two of such directors shall have a term of 1 year;
 - (ii) if there are six directors to be appointed, two of such directors shall have a term of office of 3 years, two of such directors shall have a term of 2 years and two of such directors shall have a term of 1 year;
 - (iii) if there are five directors to be appointed, two of such directors shall have a term of office of 3 years, two of such directors shall have a term of 2 years and one of such directors shall have a term of 1 year;
 - (iv) if there are four directors to be appointed, two of such directors shall have a term of office of 3 years, one of such directors shall have a term of 2 years and one of such directors shall have a term of 1 year;
 - (v) if there are three directors to be appointed, one of such directors shall have a term of office of 3 years, one of such directors shall have a term of 2 years and one of such directors shall have a term of 1 year;

- (vi) if there are two directors to be appointed one of such directors shall have a term of office of 3 years, and one of such directors shall have a term of 2 years.
- (c) The election of Members of the Board and Flag Officers shall take place in the following manner and subject to the provisions of Part 2G of the Act:
 - (i) Nominations for election to the Board and Flag Officers shall be called by the Secretary not less than 42 days prior to the date of the Annual General Meeting by posting a Notice to that effect on the Club Notice Board. The said Notice shall also specify the closing date for nominations which date shall be determined in accordance with 35(c)(ii) of this Constitution. Nominations made prior to the posting of the Notice on the Board will not be accepted. Nominations for election to the Board and as Flag Officers shall be made in writing and signed by a proposer and seconder who shall be financial Adult Members (as defined in Rule 13(a), Life Members or financial Senior Members (as defined in Rule 13(d) and by the nominee who shall be a financial Adult Member of at least two years standing, a Life Member or a Senior Member who shall also sign the nomination form as signifying his consent to the nomination. The nomination of a Member who at the date of the Annual General Meeting will be at or over the age of 72 years shall not be valid unless that fact is stated in writing and the nominee shall not be eligible for election except as provided by the Act and it shall be the duty of the Secretary to include in the Notice of the Annual General Meeting notice of such resolutions or other requirements as may be necessary to comply with Section 201C of the Act.
 - (ii) Nominations for election to the Board and as Flag Officers must be received by the Secretary not less than twenty one (21) days prior to the date of the Annual General Meeting, which shall be the closing date for nominations.
 - (iii) Immediately after nominations are closed the Secretary shall exhibit in a conspicuous place on the premises of the Club the names of the nominees of the Board and Flag Officers and their proposers and seconders.
 - (iv) If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidates nominated shall at the Annual General Meeting be declared elected but if the number of candidates nominated shall exceed the number required to be elected a ballot shall be taken and shall be conducted in a manner following, namely:
 - (A) The ballot shall be conducted on the premises of the Club on the Friday immediately preceding the date fixed for the Annual General Meeting. The ballot shall be open from 9.30 o'clock in the morning until 8.00 o'clock in the evening, which shall be the closing time for the ballot. There shall be four scrutineers elected at each Annual General Meeting of the Club to assist the Secretary in the counting of all ballots at all General Meetings of the Club held during the year. Scrutineers shall not be officers or servants of the Club or Flag Officer members of the Board or candidates for election to the Board or as Flag Officers.
 - (B) Each voter shall mark his/her ballot paper by placing a cross opposite the name of each candidate for whom he/she wishes to cast a vote. Any ballot paper on which is marked votes for more than the number of candidates required to fill the positions available at the election shall be declared informal and will be rejected.

- (C) Voting papers may be delivered to the Club either personally or by post..
- (D) The Secretary shall fourteen (14) days prior to the date fixed for the election post to all such Members being so entitled to vote a ballot paper together with two (2) envelopes one to be an outer envelope marked "Ballot Paper" and addressed to the Secretary and the other to be an inner envelope together with a card bearing a distinctive number. After marking the ballot paper in accordance with the provisions of this Rule 35(c)(iv)(D) the Member shall place it in the inner envelope and seal the same. The Member shall also sign that Member's name legibly on the numbered card and place the inner envelope and card without any other matter in the outer envelope and seal the same and post or deliver it or cause it to be delivered to the Secretary. The non-receipt of any Member's voting paper shall not invalidate the ballot. In the event that a Member does not receive a ballot paper or spoils his ballot paper such Member shall be entitled to apply to the Secretary for a further ballot paper upon making a Statutory Declaration stating the circumstances of the non receipt or spoiling of the ballot paper whereupon a ballot paper shall be issued to that Member. Any ballot paper received by the Secretary after the close of the ballot shall not be counted. Notwithstanding the provisions of Rule 2(e) and Rule 27 a Member who has not paid his/her annual subscription shall not be eligible to cast a vote in the ballot.
- (E) The result of the ballot shall be determined by the Secretary and not less than any two (2) Scrutineers.
- (F) After closing the ballot the Secretary and the Scrutineers shall check the signature of the Members who voted as to their qualification to vote and if found to be so qualified shall place the unopened inner envelope containing their ballot paper in the box containing the ballot of those Members who voted in person. After all signatures of voters have been checked then the Secretary and the scrutineers shall proceed to examine and count the ballot papers.
- (G) In any case of doubt as to the formality or otherwise of any voting paper the matter shall be referred to the Scrutineers for the time being whose decision shall be final.
- (H) If two or more candidates obtain an equal number of votes the position shall be decided by vote of the Annual General Meeting on a show of hands and in the case of an equality of votes the Chairman shall have a second or casting vote.
- (I) The Secretary unless otherwise directed by the body of Members at the Annual General Meeting shall retain the ballot papers in his custody for a period of thirty (30) days after which time he may destroy the same unless directed otherwise by a Court of Law.
- (J) The result of the ballot for each position on the Board and for each Flag Officer position shall be determined on the "first past the post" system and the candidate receiving the highest number of votes shall, unless otherwise disqualified, be declared elected.
- (K) The Secretary shall report in writing the result of the ballot to the Chairman of the Annual General Meeting who shall declare same at the meeting. The Chairman shall read the report and shall declare the candidates who the report states as having the greatest number of votes as the candidates elected to office,

except where any such candidate is at the date of the Annual General Meeting of or over the age of 72 years. Such a candidate shall only be elected to office in accordance with the provisions of Section 201C of the Act. In the event of such candidate not being elected by the requisite majority, the next eligible candidate who has recorded the next greatest number of votes shall be declared elected.

(L) If an insufficient number of nominations be received for the Board, then those candidates nominated shall be declared elected and nominations may be made orally at the meeting for the vacancies then remaining.

36. The Board may from time to time make such by-laws consistent with this Constitution as they think necessary for the conduct of any election and all matters in connection therewith. Any by-laws so made may be set aside by resolution of the Club in a General Meeting subject to notice of intention to propose such resolution having been given.
37. The Members of the Board holding office at the date of the resolution adopting this Constitution shall, subject to this Constitution, hold office until the term of their appointment expires. Such directors and those appointed under Rule 35(b) shall cease to act as directors at the conclusion of the Annual General Meeting at which their respective terms of office expire.

POWERS OF THE BOARD

38. The Board shall be responsible for the management of the business and affairs of the Club.
39. The Board may exercise its powers and do all such acts and things as the Club is by its Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provision of the Act and the Registered Clubs Act and of these presents. In particular, but without derogating from the general powers herein before conferred, the Board shall have power from time to time:
- (a) To delegate any of its powers to a Committee consisting of such member or members of its body and/or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The Commodore shall have the right to be ex officio a Member of all such Committees and shall be entitled to preside, should he so desire at any meeting of any Committee at which he is present. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a Committee shall be determined by a majority of votes of the Members present and in the case of an equality of votes the Chairman shall have a second and casting vote. The meetings and proceedings of any Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.
 - (b) To make such By-Laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effects and property and for the convenience comfort and well being of the Members of the Club which are not reserved for decision by the Club in general meeting and to amend or rescind from time to time any such By-Laws.
 - (c) To sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels but not including land or buildings belonging to the Club and to lease any property

of the Club and with the sanction of a General Meeting of the Club to exchange or sell all or any of the lands and building or other property or rights to which the Club may be entitled from time to time.

- (d) To fix the maximum number of persons who may be admitted to each class of Membership of the Club in accordance with this Constitution.
- (e)
 - (i) To create sections and Committees for the conduct, management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being Members of the Club) eligible for Membership of all or any such sections and to fix or approve any supplemental subscription or any charge (whether annual or special) for Membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or Committees and the conduct and activities thereof and also to terminate and dissolve any such section or Committee or to reconstitute the same on a similar or different basis. For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New Wales on such terms and conditions (not inconsistent with this Constitution or of the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitalisation fees to any such controlling body or as required by such body.
 - (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
 - (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the section shall also be produced promptly for inspection by or on behalf of the Board.
 - (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose: provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
 - (vi) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

PROCEEDINGS OF THE BOARD

40. The Board shall hold a meeting for the dispatch of business at least once in every calendar month of the year and minutes of all proceedings and resolutions of the Board shall be kept and entered in a book provided for the purpose.

41. The Board may adjourn and otherwise regulate its meetings as it thinks fit, and may determine the quorum necessary for the transaction of the business and unless so determined, the quorum shall be three (3) members of the Board.
42. The Chairman may at any time and the Secretary shall on the requisition of not less than two (2) members of the Board summon a meeting of the Board.
43. Subject to express provisions to the contrary in this Constitution or any Act questions arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.
44. All acts done by any meeting of the Board or of a Committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board, or person acting as aforesaid, or that members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board
45. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.
46.
 - (a) No director shall be disqualified by reason of his office from contracting with the Club either as Vendor or Purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any director shall be in any way interested be avoided nor shall any director so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relationship thereby established but in accordance with the provisions of Section 191 of the Act it shall be the duty of the director to declare the nature of his interest at a meeting of the Board of the Club and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.
 - (b) The provisions of Section 39 of the Registered Clubs Act shall be implemented where a director of the Club makes a declaration of interest pursuant to Section 191 of the Act.

VACANCIES ON BOARD

47. Subject to the provisions of this Constitution the Members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or their period of office and may by ordinary resolution appoint another person or persons in his or their stead. Any person so appointed shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for re-election.
48.
 - (a) The office of a director and of any Flag Officer shall ipso facto be vacated:
 - (i) If he becomes bankrupt or suspends payment or compounds with creditors or be convicted of any offence punishable on indictment.
 - (ii) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

- (iii) In the case of a director, if he is absent from three regular monthly meetings of the Board without leave of absence from the Board and the Board resolves that his office be vacated.
 - (iv) If by notice in writing given to the Secretary he resigns his office.
 - (v) In the case of a director, if he becomes prohibited from being a member of the Board by reason of any order made under the Act or by reason of any matter referred to in Rule 34.
 - (vi) If he ceases to be a Member of the Club.
 - (vii) If he fails to declare the nature of his interest in any contract or office or property as provided by the Act.
 - (viii) If he becomes an employee of the Club;
 - (ix) If he dies.
49. (a) The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General meeting.
- (b) The continuing members of the Board may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.

GENERAL MEETINGS

50. (a) A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year.
- (b) The Board may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than five (5) per centum of the Members of the Club having at the date of the deposit of the requisition at the office of the Club a right to vote at General Meetings of the Club forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than two (2) months after the receipt by the Club of the requisition and in the case of such requisition the following provisions shall have effect:
- (i) The requisition shall state the objectives of the meeting and must be signed by the requisitionists and deposited at the registered office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
 - (ii) If the Board does not within twenty-one (21) days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them representing more than fifty percent may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three months from the date of such deposit.

- (iii) In the case of a meeting at which a resolution is to be proposed as a Special Resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
 - (iv) Any meeting convened under this Constitution by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
 - (v) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
- (c) Subject to the provisions of the Act relating to Special resolutions the minimum notice period under the Act specifying the place, day and hour of the meeting and in the case of special business the general nature of the business shall be given in the manner hereinafter provided to all Members entitled to attend and vote at General Meetings of the Club but the meeting shall not be invalidated by reason only of accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any Member unless the Court (on application of the Member concerned, being a Member entitled to attend and vote at the meeting) or Australian Securities and Investment Commission, declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

51. (a) The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by Section 317 of the Act and to elect in the manner hereinbefore provided the members of the Board and subject to the Act to appoint an Auditor or Auditors.
- (b) No business shall be transacted at any General Meeting of Members unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum if convened on the requisition of Members shall not be less than thirty (30) Members present and entitled to vote and at all other General Meetings and at all Annual General Meetings shall not be less than fifteen (15) Members present and entitled to vote
- (c) if within fifteen (15) minutes from the time appointed for the meeting a quorum is not present the Meeting if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but such period shall not exceed twenty-one (21) days. If at such adjourned meeting a quorum is not present the Members who are present (being not less than two) and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
52. The Chairman of the Board of Directors shall be entitled to take the Chair at every General Meeting. If the Chairman of the Board of Directors is not present within ten minutes after the time appointed for holding such meeting or is unwilling or unable to act then an Elected Director shall act as Chairman. If the Elected Director is not present within ten minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Members of the Club present shall elect a Member of the Board or one of their number to be Chairman of the meeting.
53. (a) Every motion or resolution submitted to a meeting shall be decided by a show of hands unless a poll is demanded (before or on the declaration of the show of hands) by the Chairman or by not less than five (5) Members entitled to vote at the meeting and in the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting shall have a second or casting vote:

- (b) A person shall not:
- (i) Attend or vote at any meeting of the Club or of the Board or of any Committee thereof;
or
 - (ii) Vote at any election of, or of a Member of, the Board
- as the proxy of another person.

54. At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
55. (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.
56. The Chairman of a Meeting may with the consent of the 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. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, then notice of the adjourned meeting shall be given as in the case of an original meeting.
57. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS, AUDITS AND FINANCIAL YEAR

58. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act; the Registered Clubs Act and the Gaming Machines Act, 2001.
59. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
60. The club must, within 4 months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), make available to each Member of the Club, but subject to Section 316 of the Act, either:

(a) a copy of the financial report required under Section 295 of the Act, a copy of the directors' report required under Section 298 of the Act (including particulars of the number of Members registered in the Register of Members at the end of the Club's financial year) and a copy of the auditors report required under Section 308 of the Act; or

(b) a concise report that complies with Section 314(2) of the Act

The reports referred to in this clause 60 (a) and (b) may be made available to members through publication on the Club's website, but individual Members may request that printed copies are mailed to them and the Club must comply with such requests

61. The financial year of the Club shall commence on the first day of May and end on the last day of April in each year or such other period as having regard to the Act, the Board may determine.

SECRETARY/MANAGER

62. At any time there shall only be one Secretary of the Club who shall be appointed by the Board.

SEAL

63. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board previously given and in the presence of at least two (2) directors of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board and such attestation shall be sufficient evidence of the authority to affix the Seal.

NOTICES

64. Any Member whose registered place of address is not in the Commonwealth of Australia may from time to time notify in writing to the Club an address in the Commonwealth of Australia, which shall be deemed his registered place of address.

65. As regards those Members who have no registered place of address in the Commonwealth of Australia a notice posted up in the Club premises shall be deemed to be well served on such Members at the expiration of twenty-four (24) hours after it is so posted up.

66. (a) A notice may be given by the Club to any Member either:

- (i) personally; or
- (ii) by sending the notice by post to the address of the Member recorded for that Member on the Register of Members kept pursuant to this Constitution; or
- (iii) by sending the notice to the facsimile number or electronic address (if any) nominated by the Member; or
- (iv) in the manner provided in Rule 65 in the circumstances provided in that Rule;

- (b) Where a notice is sent by post, service of the notice shall be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.

- 67. Any notice or document, sent by post whether by posting it at a post office or in some postal receptacle or left at the registered address of any Member in pursuance of these presents shall notwithstanding such Member be then deceased and whether or not the Club have notice of his decease be deemed to have been duly served and such shall for all purposes of these presents be deemed a sufficient service of such notice or document on his heirs, executors or administrators.
- 68. The signature to any notice to be given by the Club may be written or printed.
- 69. Where a given number of days' notice or notice extending over any period is required to be given the day of service shall, unless it is otherwise provided, be counted in such number of days or other period.

WINDING UP

- 70. In the event of a winding up of the Club in New South Wales, every Member of the Club who is not for the time being in New South Wales shall be bound within fourteen (14) days after the passing of an effective resolution to wind up the Club voluntarily or the making of an order for the winding up of the Club to serve notice in writing on the Club appointing some householder in Sydney upon whom all summonses, notices, process orders and judgements in relation to or under the winding up of the Club may be served and in default of such nomination the Liquidator of the Club shall be at liberty on behalf of such Member to appoint some such person and service upon any such appointee whether appointed by the Member or the liquidator shall be deemed to be good personal service on such Member for all purposes and where the Liquidator makes any such appointment shall with all convenient speed give notice thereof to such Member by advertisement in a Sydney newspaper or by registered letter sent through the post and addressed to such Member at this address as mentioned in the Register of Members of the Club and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

INDEMNITY TO OFFICERS

- 71. (a) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:
 - (i) a liability owed to the Club or a related body corporate; or
 - (ii) a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
 - (iii) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.

- (b) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:
- (iv) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act; or
 - (v) in defending or resisting criminal proceedings in which the person is found guilty; or
 - (vi) in defending or resisting proceedings brought by the Australian Securities and Investment Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (vii) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- (c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to conduct involving a wilful breach of duty in relation to the Club, or a contravention of Sections 182 or 183 of the Act.

GENERAL

72. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club being or remaining registered under the provisions of the said Act they shall be inoperative and have no effect.
73. Any By-Laws made under this Constitution shall come into force and have the full authority of a By-Law of the Club on being posted upon the Club Notice Board.

YACHT REGISTER

74. The Board shall cause to be kept a Yacht Register in which shall be entered such particulars of sailing boats, yachts and their ownership as the Board shall from time to time prescribe.

RECORD OF CHANGES:

Date	Changes made / Rules effected
2002	Original Memorandum and Articles of Association re-typed
EGM 2 Jul 2002	Changes to replace the General Committee with a Board of Directors and a Flag Officers Committee
EGM 25 Nov 2003	Replacement of the Memorandum and Articles of Association of the Club with the Constitution of the Middle Harbour Yacht Club.
EGM 27 Apr 2004	Amend Rule 35 (c) ii to change the closing date for nominations Add Rule 39c
EGM 16 Aug 2005	Amend Rule 33 (c) to allow Flag Officers to hold one appointment for five years (was 3).
EGM 21 Apr 2009	Amend Rule 50 (c) to change the notice period for the AGM. Amend Rule 60 to allow the Club to provide the annual report to members electronically.
EGM 27 Jul 2010	Amend Rule 33(d) to allow members who are not majority boat owners to be nominated for Commodore, Vice Commodore and Rear Commodore.