

I hereby certify that this and the following 40 pages is a true and correct copy of the Memorandum and Articles of Association of Australian 18 Footers' League Limited.

Dated:

Warren Sare
Chief Executive Officer/Secretary

ART57
4 December 2022

COMPANIES (NEW SOUTH WALES) CODE 1981

A Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

of

AUSTRALIAN 18 FOOTERS' LEAGUE LIMITED

1. The name of the Club is "The Australian 18 Footers' League Limited" (hereinafter called "the Club").
2. The objects for which the Club is established are:
 - (1) To provide a clubhouse, meeting rooms and sporting and social facilities and amenities for members of the Club and their guests.
 - (2) To promote, manage, conduct sailing races for the 18 ft. class of sailing boats as defined in the Sailing Regulations and Sailing Constitution of the Club.
 - (3) To support and encourage open boat sailing within the Commonwealth of Australia and elsewhere.
 - (4) To grant subsidies and prizes to Sailing Members taking part in 18 ft. sailing races, and to members appointed to represent the Club outside the metropolitan area of Sydney.
 - (5) To give assistance to any charitable, benevolent, patriotic or philanthropic object.
 - (6) To purchase on lease or otherwise acquire and maintain any premises, land or other property for the purposes of the Club and also to dispose of the same.
 - (7) To provide boathouse accommodation for 18 ft. open boat sailing skiffs.
 - (8) To establish, maintain and conduct a Club for the purpose of providing accommodation for the members thereof and their guests.
 - (9) To acquire and take over all the assets and liabilities of the unincorporated body known as the "New South Wales 18 Footers' Sailing League Club".

- (10) To subscribe to, become a member of and co-operate with any other Club, Association or organisation, whether incorporated or not whose objects are altogether or in part similar to those of the Club.
- (11) To raise money by entrance fees and subscriptions and to grant rights and privileges to subscribers and to make, rescind, annul, alter or vary rules and regulations as to eligibility for admission to and duration (including Life membership) determination and suspension of membership of the Club; entrance fees and subscriptions payable in respect of such membership; honorary members and visitors; the rights and privileges to be accorded to and the qualifications, restrictions and conditions to be attached to the members of the Club; arrangements with any other clubs or associations for reciprocal concession or otherwise; committees of members in connection with the management of the Club; the appointment, removal, disqualification, duties, functions, powers and privileges of members of such committees and generally to manage the affairs of the Club and to do whatever may seem best calculated to promote the interests of the Club.
- (12) In furtherance of the objects of the Club to buy, sell and deal in all kinds of apparatus and all kinds of provisions and refreshments liquid and solid required by persons frequenting the Club's grounds or premises.
- (13) To carry on the business of caterers for the purpose of supplying refreshments liquid or solid to persons using or to visitors to the clubhouse grounds and premises of the Club and to apply for take out and hold licences for the conduct of such business.
- (14) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real or personal and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to the terms of such trusts.
- (15) To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Club's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Club may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (16) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (17) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such persons, and to grant pensions and allowances; and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

- (18) To construct, improve, maintain, develop, work, manage, carry out, later or control any houses, buildings, grounds, works or conveniences which may seem calculated director or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (19) To invest and deal with the monies of the Club not immediately required in and upon such securities and investments and upon such terms and conditions as may from time to time be determined and from time to time to vary, renew and realise upon such securities and investments.
- (20) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance or any debt liability contract guarantee or other engagement incurred or to be entered into by the perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase, redeem or pay off any such securities.
- (21) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (22) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with any or part of the property or rights of the Club subject to any limitation contained in the Registered Clubs Act and Liquor Act.
- (23) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club or any money due to the Club from purchasers and others.
- (24) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (25) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies, clubs or associations having objects altogether or in part similar to those 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 that imposed upon the Club under or by virtue of Clause 3 of Memorandum.
- (26) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, clubs or associations with which the Club is authorised to amalgamate.
- (27) To enter into a guarantee or bond for the benefit of the Club and to indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.

- (28) To establish, support or aid in the establishment and support of associations, funds, trusts, and conveniences, calculated to benefit the members of the Club or the dependants or connexions of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.
- (29) In furtherance of the objects of the Club to apply for and obtain and hold a club licence under the Liquor Act, entitlements under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the conduct of the Club and for the purposes of the Registered Clubs Act to appoint a manager or officer to act as the Secretary Manager and Chief Executive Officer of the Club.
- (30) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

AND IT IS HEREBY DECLARED that in the interpretation of this Clause the meaning and effect of any object shall not be restricted by any other object and that such object shall be construed and have effect as an independent power and that the clause is to be construed so as to widen and not restrict the powers of the Club. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Memorandum of Association or in the Articles of Association.

- 3. The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Club. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest on money borrowed from a member of the Club for any of the purposes of the Club.
- 4. The liability of the members is limited.
- 5. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Club contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves, such amount as may be required, not exceeding two dollars (\$2.00).
- 6. If upon a winding up or dissolution of the Club there remains after 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 Clause 3 hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other judge of that court 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.

7. The names and addresses and occupations of the subscribers to this Memorandum of Association are:-

Mr Stanley Higgins
15 Astrolabe Street
Kingsford, NSW, 2032

Mr Donald Barnett
21 Woodland Road
Forestville, NSW, 2087

Clerk

Boat Builder

Mr Keith Tutt
12 Badajoz Road
Ryde, NSW, 2112

Mr James Fraser
237 Buffalo Road
Ryde, NSW, 2112

Milk Vendor

Carrier

Mr Walter Webb
29 Springfield Avenue
Kotara, Newcastle, NSW, 2288

Mr Arthur Mayer
3 Plunkett Street
Kirribilli, NSW, 2061

Manager

Film Producer

Mr Jack Hayward
60 Tuffy Avenue
San Souci, NSW, 2219

Mr Phil O'Donnell
10 Hastings Place
Sylvania Waters, NSW, 2224

- (a) We the several persons whose names and addresses are subscribed hereto are desirous of being formed into a Company in pursuance of this Memorandum of Association.

DATED at Sydney this 17th day of November, 1972.

COMPANIES (NEW SOUTH WALES) CODE 1981

A Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

of

AUSTRALIAN 18 FOOTERS' LEAGUE LIMITED

DEFINITIONS

1. (a) In these presents unless there be something in the subject or context inconsistent therewith:

"**Act**" means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

"**The Articles**" means the Articles of Association of the Club for the time being in force.

"**The Committee**" means the Board of Directors of the Club.

"**The Club**" means The Australian 18 Footers' League Limited.

"**The Club Notice Board**" means a Board designated as such within the Club premises on which notices for the information of members are posted.

"**Full Member**" means a person who under the Articles is an Ordinary Member or Life Member of the Club.

"**Gaming Machines Act**" means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

"**General Meeting**" means the Annual General Meeting or any General Meeting and any adjourned holding thereof.

"**Honorary Member**" means a person who under the Articles is an Honorary Member of the Club.

"Life Member" means a person who is elected to membership of the Club for life.

"Liquor Act" means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

"Month" means calendar month.

"Officers" include the President, Commodore and Ordinary Members of the Committee but does not include the auditor.

"Registered Clubs Act" means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

"Secretary" has the meaning ascribed thereto in Section 4 of the Registered Clubs Act, 1976 and includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary or Secretary/Manager.

"Special Resolution" has the meaning ascribed thereto by the Act.

"Sub club" means any sub club that pursuant to a resolution of the Committee is or has been established by the Club.

"Temporary Member" means a person who under the Articles is a Temporary Member of the Club.

- (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 that 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

2. A decision of the Committee on the construction or interpretation of the Memorandum of Association of the Club or these Articles, or on any By-laws or Rules of the Club made pursuant to these Articles 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 Supreme Court of New South Wales.
3. The Club is established for the purposes set out in the Memorandum of Association.

PRELIMINARY

4.
 - (a) The Club shall be a non-proprietary Club.
 - (b) Subject to the provisions of Section 10 (6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he is a member of the governing body, 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 club licence under the Liquor 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 licence.
 - (d) The Secretary or Manager, or any employee, or a member of the governing body or of 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 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.
5.
 - (a) An employee of the Club shall not vote at any meeting of the Club or of the Committee at any election of the Committee or hold office as a member of the Committee.
 - (b) 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.
6.
 - (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 if the Club is a holder of a certificate of registration under the Registered Clubs Act 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) (b) 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 77 Bay Street, Double Bay in the State of New South Wales or such other place as the Committee may from time to time determine.
- (e) Subject to subsection 2(b) of Section 73 of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

MEMBERSHIP

- 7. (a) The Committee or duly appointed election committee may admit persons to membership of the Club in accordance with these Articles.
 - (b) No person under the age of 18 years shall be admitted as a member of the Club.
- 8. A person shall not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member or Temporary member.
- 9. The persons whose names are entered in the register as members of the Club at the date of the resolution adopting these Articles and such other persons as the Committee shall admit to membership in accordance with these Articles shall be members of the Club.
- 10. (a) Unless and until otherwise determined by the Committee, Ordinary membership of the Club shall consist of the following classes:
 - 1. Sailing Members;
 - 2. Class 2 members;
 - 3. Class 3 members;
 - 4. Class 4 members;
 - 5. Class 5 members.

All classes are open to membership of either sex.

- (b) On and from the date of the Special Resolution adopting this Article 10(b), members classified in the register of members in the class of membership set out in the left hand column below shall be transferred to the class of membership set out in the right hand column below:

Associate members	Class 2 members
Social members	Class 4 members

- (c) Upon the application of any member of any class of Ordinary membership of the Club for transfer to another class of Ordinary membership of the Club for which such member may be eligible, the Committee may approve such transfer and may, if thought appropriate, make an adjustment in the entrance fee or 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

11. The Full Members of the Club entitled to vote at the annual election of the Committee of the Club shall not be less than such minimum prescribed by the Registered Clubs Act.
12. (a) Subject to Article 5(a), financial Sailing members, Class 2 members, Class 3 members, Class 4 members and Life members of the Club shall be entitled to attend and to vote at all meetings of the members of the Club, provided that only financial Sailing members and Life members shall be entitled to vote on any Special Resolution to amend the Memorandum and Articles of Association of the Club. Each member shall have one vote.
- (b) All Full Members shall be entitled to vote on the election of the Committee.
- (c) Subject to Article 35 Sailing and Life Members shall be entitled to be nominated for election and to be elected to membership of the Committee.
- (d) Subject to these Articles, members shall have such other rights as may be determined by the Committee from time to time.
13. The qualifications of the following classifications of membership shall be:-
- (a) **Sailing Members**
- The only person eligible for Sailing Membership of the Club shall be persons over the age of eighteen (18) years:
- (i) who are presently or in the past been actively engaged in sailing boats of the 18 footers class in races conducted by the Club or;
- (ii) own a boat participating in races conducted by the Club or who are engaged in the conduct or administration of such races.
- (b) **Class 2 members**

Persons who have attained the age of eighteen (18) years and are elected to membership in accordance with these Articles or who are transferred to that class by Article 10(b) or by the Committee pursuant to Article 10(c).

(c) **Class 3 members**

Persons who have attained the age of eighteen (18) years and are elected to membership in accordance with these Articles or who are transferred to that class by the Committee pursuant to Article 10(c).

(d) **Class 4 Members**

Persons who have attained the age of eighteen (18) years and are elected to membership in accordance with these Articles or who are transferred to that class by the Committee pursuant to Article 10(c).

(e) **Class 5 members**

Persons who have attained the age of eighteen (18) years and are elected to membership in accordance with these Articles or who are transferred to that class by the Committee pursuant to Article 10(c).

(f) **Life Members**

(i) Persons who are life members at the time of adoption of these articles.

(ii) Persons who are Sailing members, Class 2 members, Class 3 members, Class 4 members or Class 5 members and who have rendered outstanding service to the Club or to the sport of sailing may be elected at any General Meeting of the Club to Life Membership provided however that such election is made upon the recommendation of the Committee and he is elected by a two thirds majority of the members present and voting at such meeting. Not more than two Honorary Life Members shall be elected in any one financial year. Honorary Life Members shall be relieved of any obligation or liability with regard to payment of any entrance fee or annual subscription but shall be entitled to exercise all the rights and privileges of and be subject to the duties and obligations of a Sailing Member.

PROVISIONAL MEMBERS

13A. Every person in respect of whom a nomination form for membership duly completed in accordance with these Articles has been given to the Club and who has paid to the Club the entrance fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional membership of the Club while awaiting the decision of the Committee in relation to that person's application for membership of the Club.

13B. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the

entrance fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person.

- 13C. (a) Provisional members shall be entitled to:
- (i) the social facilities and advantages of the Club as the Committee may determine from time to time; and
 - (ii) introduce guests into the Club.
- (b) Provisional members shall not be entitled to:
- (i) attend and vote at Annual General Meetings and general meetings of the Club; or
 - (ii) nominate for and be elected to hold office on the Committee;
 - (iii) vote in the election of the Committee;
 - (iv) vote on any special resolution to amend the Memorandum or Articles of Association;
 - (v) propose, second or nominate any person for membership of the Club;
 - (vi) propose, second or nominate any eligible member for any office of the Club;
 - (vii) propose, second or nominate any eligible member for Life membership.

HONORARY MEMBERS

14. A person shall not be admitted as an Honorary Member of the Club unless he is admitted in accordance with the provisions of these Articles and he has the qualifications, as specified in these Articles, requisite and appropriate in relation to the purposes of the Club for Honorary Membership of the Club.
15. (a) The following may at the discretion of the Committee be made Honorary Members of the Club:-
- (i) Any prominent person visiting the Club for a special occasion or a special function.
 - (ii) A patron or patrons as provided in Article 29.
- (b) The discretion of the Committee may be exercised by any member of the Committee to whom the Committee has delegated such discretion without the necessity of holding a formal meeting.
- 15A. Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.

16. Honorary members who are not Full members of the Club shall be entitled only to the social privileges of the Club as determined by the Committee from time to time and to introduce guests into the Club. They shall take no part in the management of the Club and the election of office bearers. They may not vote at any meeting of the Club and may not introduce visitors to the Club.
17. Honorary Members and Temporary Members may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.
18. The Committee shall have the power to cancel the membership of any Honorary Member without notice and without assigning any reason therefore.

TEMPORARY MEMBERS

19. A person shall not be admitted as a Temporary Member of the Club unless he is admitted in accordance with the provisions of these Articles and he has the qualifications as specified in these Articles requisite and appropriate in relation to the purposes of the Club for Temporary Membership of the Club. The discretion of be exercised by any Members of the Committee to whom the Committee has delegated such discretion without the necessity of holding a formal meeting.
20. The following persons in accordance with procedures established by the Committee may be made Temporary members of the Club:
 - (a) Any person whose permanent place of residence in New South Wales is not less than a distance of five (5) kilometers radius from the Club or such other greater distance as may be determined from time to time by the Committee by By-law pursuant to these Articles.
 - (b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has 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 Committee 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 or she so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
21.
 - (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 Committee or any office in the Club or participate in the management, business and affairs of the Club in any way.

- (c) Temporary members shall be entitled to such social privileges and advantages that the Committee may determine from time to time but shall not be permitted to introduce guests into the Club other than a minor in accordance with Article 33A.
- (d) The Secretary or senior employee then on duty 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 unless that person is a Junior member of another registered club and satisfies the requirements of Article 20(c).
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Article 20(c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (i) the name in full or surname and initials of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iii) the date on which Temporary membership is granted;
 - (iv) the signature of the Temporary member.

ELECTION OF MEMBERS

- 22. (a) An application for membership as an Ordinary Member of the Club shall be in such form as the Committee may from time to time determine, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Memorandum and Articles of Association of the Club. The nomination form shall be signed by the candidate and by the proposer and seconder who shall both be Ordinary Members (of at least twelve months duration) or Life Members of the Club.
- (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 premises of the Club for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least two weeks shall elapse between the proposal of a person for election and his election.
- 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 Committee of the Club, or a duly appointed Election Committee of the Club, of which the names of whose members present and voting at that meeting are recorded by the Secretary of the Club. The Committee or Election Committee may reject any application for membership without assigning any reason for such rejection.
- 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 Memorandum and Articles of Association 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 Committee so directs and approves by quarterly or half yearly instalments and in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by these Articles shall be as prescribed by the Committee from time to time.
26. (a) The entrance fees and subscriptions payable by Ordinary Members of the Club shall be such as the Committee may from time to time prescribe provided that the annual subscription payable by Ordinary Members shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.

(b) Any Ordinary 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.

(c) All entrance fees, subscriptions, levies and other payments shall be due and payable on a date or dates determined by the Committee.
27. If the subscription 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 seven days' written notice within which such subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting member shall be debarred from all privileges of membership, his name may be removed from the register of members by the Committee and he shall be disqualified by the Committee from all Club competitions in which he is participating.
28. The Committee shall have power to make charges and levies on Ordinary Members for general or special purposes.

CORPORATE MEMBERSHIP

- 28A. (a) The Club may from time to time enter into an agreement with a corporation pursuant to which the corporation may nominate a person who is over the age of eighteen (18) years for membership of the Club.

(b) The corporation shall complete an application for membership form (as referred to in Article 22(a)) in respect of any person nominated by the corporation for membership of the Club.

(c) The application for membership must be dealt with in accordance with Articles 22 to 24 inclusive.

(d) At any time during the agreement, the corporation may, by notice in writing to the Club, nominate a replacement member for the original member. If the corporation

nominates a replacement member:

- (i) the original member shall cease to be a member of the Club and their name will be removed from the Club's register of members. The provisions of Article 21 shall not apply in respect of such removal; and
 - (ii) the provisions of paragraphs (b) and (c) of this Article shall be satisfied in respect of any replacement member.
- (e) On the expiration or termination of the agreement any member nominated by the corporation shall cease to be a member of the Club and their name will be removed from the Club's register of members. The provisions of Article 21 shall not apply in respect of such removal.

PATRONS

29. The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Committee to the meeting and such Patron or Patrons shall thereupon be deemed to be Honorary Members of the Club and subject to these Articles shall remain Honorary Members while they remain a Patron.

REGISTERS OF MEMBERS

30. (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 the Club. Each member shall also be registered by number in order of election, such number to be retained for all time.
 - (ii) A register of persons who are Honorary Members or Temporary Members other than Temporary Members referred to in Article 20 (b). This register shall set forth the name in full or surname and initials 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 which (subject to the proviso to Section 30(2)(k) of the Registered Clubs Act) 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, and the address of that guest, 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

31. If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum of Association of the Club or of these Articles or the By-Laws of the Club or be in the opinion of the Committee 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 Committee is unbecoming of a member or which shall render him unfit for membership, the Committee shall have power to reprimand, 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 Article by notice in writing by a prepaid letter posted to his last known address at least fourteen clear days before the meeting of the Committee at which such charge is to be heard. A similar notice shall be sent to the accuser (if any).
 - (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 Committee may, and shall if requested so to do by the person charged or the accuser (if any) at least seven days before the date of hearing, cause a notice to be sent to any other member to appear and give evidence.
 - (d) The Committee 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 adjournment to any party concerned.
 - (e) The voting by the members of the Committee present at such meeting shall be as determined by the Committee and no motion by the Committee to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the members of the Committee 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 Committee may decide on the evidence before it, the member's absence notwithstanding, having regard to any representations made to it in writing by the member charged.
 - (g) Should any member make a charge which in the opinion of the Committee shall be of a frivolous nature or unsupported by evidence at such inquiry the Committee may impose such penalty against such member so doing as they may think fit.
 - (h) Notwithstanding the foregoing, the President or Secretary/Manager shall have power upon a complaint or charge being made against any member to forthwith suspend such member from membership of the Club until he may after making preliminary inquiries make a full report to the Committee. The Committee may after consideration of such report continue such suspension until the complaint or charge has been dealt with in a manner hereinbefore provided.
 - (i) The Committee shall have full power to inquire into any matter they may think fit whether any charge shall have been laid before them or not.
 - (j) Any decision of the Committee at such hearing or any adjournment thereof shall be final and the Committee shall not be required to assign any reason for its decision.

No appeal whatsoever shall lie from a decision of the Committee pursuant to this Article and any member reprimanded, suspended, fined or expelled pursuant to this Article shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or Committee or any member thereof by reason of such reprimand, suspension, fine, expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.

- 31A. Any member suspended pursuant to Article 31 shall during the period of such suspension not be entitled to:
- (a) attend at the premises of the Club for any purpose without the permission of the Committee;
 - (b) participate in any of the social or sporting activities of the Club or any sub club;
 - (c) attend or vote at any meeting of the Club;
 - (d) nominate or be elected or appointed to the Committee;
 - (e) propose, second or nominate any person for membership of the Club;
 - (f) propose, second or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for Life membership.

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- 31B. (a) In accordance with Section 77 of the Liquor Act, the Secretary or, subject to paragraph (c) of this Article 31B, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or Liquor Act;
 - (iv) who hawks, peddles or sells any goods on the premises of the Club;
 - (v) who, within the meaning of the *Smoke-free Environment Act*, smokes while on any part of the premises that is smoke-free.
 - (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.

- (vii) whom the Club, under the conditions of its certificate of registration, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to paragraph (c) of this Article 31B a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (c) of this Article 31B) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting the provisions of Section 77 of the Liquor Act the employees who under these Articles are entitled to exercise the powers set out in this Article 31B shall be:
 - (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (ii) any employee authorised by the Secretary to exercise such power.
- (d) Without limiting paragraph (b) of this Article 31B, if a person has been refused admission to or turned out of the club in accordance with Article 31B(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (e) Without limiting paragraph (b) of this Article 31B, if a person has been refused admission to or turned out of the club in accordance with Article 31B(a), the person must not remain in the vicinity of the Club or re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 32. (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 or subscription fee 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 or for which he is or may become liable under Clause 4 of the Memorandum of Association. Such resolution shall be without prejudice to the rights of the Club to recover such debt at law.

GUESTS

33. (a) All members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Article 33A.
- (b) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who is then suspended or who has been expelled from the Club pursuant to Article 31 or who has been refused admission to or turned out of the Club pursuant to Article 31B.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) The Committee shall have power to make By-laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (f) 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.
- (g) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (h) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (i) The Secretary may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- 33A. A Temporary member may bring into the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
- (b) who does not remain on the Club premises any longer than that Temporary member;
- (c) in relation to whom the member is a responsible adult.

33B. For the purposes of Article 33A(c) "responsible adult" means an adult who is:

- (a) a parent, step parent or guardian of the minor; of
- (b) the minor, spouse, de facto partner;
- (c) for the time being, standing in as the parent of the minor.

THE COMMITTEE

34. (a) The Club and all its property, assets and rights, business and affairs shall be managed and controlled by the Committee consisting of a President, Commodore and seven Committee members all of whom shall be Sailing or Life Members of the Club. Five (5) Members of the Committee shall be bona fide Sailing members with the Club. The Committee shall have the power to determine whether a person is or was at any time a bona fide Sailing Member in its absolute discretion. Its determination shall be final. While one Sailing Member is a member of the Committee no other Sailing Member of the same boat shall be a member of the Committee.
- (b) The members of the Committee shall hold office until the conclusion of the Annual General Meeting in the year following the year in which they were elected, when they shall retire but shall be eligible for re-election.
- (c) No person shall be eligible to hold any office in the Club unless his membership of the Club has been of at least one year's duration and he is a financial member, and further no person shall be eligible to hold office of President, unless he shall have previously served a period of at least twelve (12) months on the Board.
- (d) No Member under suspension shall be elected to office or perform duties as holder of an office or member of any Committee of the Club while he remains unfinancial or during a period of such suspension.
- (e) In accordance with Section 73(1)(m) of the Registered Clubs Act any person who is elected or appointed to the Committee must, unless exempted, complete such mandatory training requirements for directors within the period prescribed by the Registered Clubs Act.
35. No member of the Club shall be eligible to be nominated for a position as a member of the Committee who has:-
- (a) Been cited to appear before the Committee on any charge and has been found guilty of such charge within the period of two years immediately prior to the date determined for the next Ordinary General Meeting.
 - (b) At any time been convicted of an indictable offence.

36. (a) Forms for the nomination of eligible members of the Club for the position of President, Commodore or Committee member shall be supplied only on application to the Secretary, either in person or in writing.
- (b) Each such nomination form shall be signed by a proposer and seconder who shall be Sailing or Life Members of the Club and the consent of the candidate shall be endorsed thereon.
- (c) A member may nominate for - but not hold - more than one office.
37. The election of the President, Commodore and Committee Members shall take place in the following manner and subject to the provisions of Section 226 of the Act:-
- (a) Nominations for election shall be made in writing and signed by two Sailing Members of the Club and by the Nominee who shall signify his consent to the nomination.
- (b) The nomination forms duly completed shall be lodged with the Secretary at least fourteen (14) days before the General Meeting at which the election is to take place.
- (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the registered office of the Club for at least seven days immediately preceding the general meeting.
- (d) If no candidate shall be nominated for the office of President or Commodore, the members of the Club present at the Annual General Meeting and entitled to vote at an election of the Committee may elect an eligible candidate to fill such vacancy provided such candidate has consented to be nominated.
- (e) If there are less candidates nominated for the office of Committee member than the number of vacancies for those offices, the Chairman of the Annual General Meeting shall declare elected the candidate or candidates nominated and the members of the Club present at the Annual General Meeting and entitled to vote at an election of the Committee may with the consent of the candidate or candidates elect an eligible candidate or eligible candidates to fill the remaining vacancy or vacancies as the case may be.
- (f) If there is more than one candidate nominated for the office of President or Commodore or if there are more candidates nominated for the office of Committee member than the number, a ballot or ballots shall be conducted in the manner hereinafter provided.
- (g) A balloting list shall be prepared containing in each section the names of the candidate for office as President or Commodore or Committee Member and each Sailing Associate and Life Member present at the General Meeting shall be entitled to vote for any number of any such candidate not exceeding the number of vacancies.
- (h) The Committee shall appoint a Returning Officer to take charge of any such ballot and not less than two Assistant Returning Officers who shall also act as scrutineers

of the ballot. Neither the Returning Officer or Associate Returning Officer shall be candidates in the election.

- (i) The Returning Officer shall supervise the examination of completed ballot papers and the counting of votes. After the ballot is closed he shall report the results of the ballot at the Annual General Meeting.
 - (j) The Returning Officer shall record the name of each member of the Club to whom the ballot paper is given and shall satisfy members that such person is entitled to vote on the election.
 - (k) The decision of the Returning Officer of the validity as to any ballot paper shall be final.
 - (l) Votes recorded in favour of a candidate who has been elected to a higher office and who is also a candidate for a lower office shall not be counted in the ballot for the lower office. For the purposes of this Article the following shall be the order of office:
 - (i) President;
 - (ii) Commodore;
 - (iii) Committee member.
 - (m) The Returning Officer shall report the result of the ballot to the Chairman of the Annual General Meeting who shall declare:-
 - (i) The candidate for President who the report states as having the greatest number of votes as the candidate elected to the office of President.
 - (ii) The candidate for Commodore who the report states as having the greatest number of votes as the candidate elected to the office of Commodore.
 - (iii) The seven (7) candidates for membership of the Committee who the report states as having the greatest number of votes as the candidates elected respectively to the office of member of the Committee.
38. The Committee may from time to time make such regulations consistent with these rules as they think necessary for the conduct of any election and all matters in connection therewith. Any regulation so made may be set aside by resolution of the Club at a General Meeting subject to the notice of intention to propose such resolution having been given.

POWERS OF THE COMMITTEE

- 39. The Committee shall be responsible for the management of the business and affairs of the Club.
- 40. The Committee may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association 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 provisions of the Act and the Registered Clubs Act and of these presents and to any regulations not being inconsistent with these

presents from time to time made by the Club in General Meeting provided that no such regulation shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Committee shall have power from time to time:

- (a) To delegate any of its powers to Committees 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 or Full Member 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 or him by the Committee. The President shall be ex officio a member of all such Committees. 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 Committee so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Committee pursuant to this clause.

- (b) To make such By-Laws not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Committee 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 and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
 - (i) Such matters as the Committee is specifically by these Articles empowered to regulate by By-Law;
 - (ii) The general management control and trading activities of the Club;
 - (iii) The control and management of the Club premises;
 - (iv) The conduct of members;
 - (v) The privileges to be enjoyed by each category of members;
 - (vi) The relationship between members and club servants;
 - (vii) And generally all such matters as are commonly the subject matter of the Club Rule or By-laws or which by the Memorandum and Articles of Association are not reserved for decision by the Club in general meeting.
- (c) To enforce the observance of all By-laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Committee thinks fit.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.

- (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to or any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Committee may think fit and from time to time to vary or realise such investments.
 - (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Committee may think proper to confer on the holders.
 - (j) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Club or to which the Club may be entitled from time to time provided that the power of the Committee to dispose of any land shall be subject to the requirements contained in the Registered Clubs Act and Liquor Act.
 - (k) (i) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers officers representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.
 - (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Articles.
41. Any By-laws made under these Articles shall come into force and have the full authority of a By-law of the Club on being posted upon the Club Notice Board.

PROCEEDINGS OF THE COMMITTEE

42. The Committee shall hold a meeting for the despatch of business at least once in every calendar month of the year and minutes of all proceedings and resolutions of the Committee shall be kept and entered in a book provided for the purpose.
43. The Committee 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 five (5) members of the Committee.
44. (a) At all meetings of the Committee the President, or in his absence the Commodore, shall be Chairman.

(b) In the event of the President and Commodore being absent from any meeting of the Committee or being unwilling or unable to act the Committee Members present may elect one of their number to be Chairman.
45. The President may at any time and the Secretary shall on the requisition of not less than three members of the Committee summon a meeting of the Committee.
46. Subject to express provisions to the contrary in the Articles or any Act questions arising at any meeting of the Committee shall be decided by a majority of votes and in case of any equality of votes the Chairman shall have a second or casting vote.
47. All acts done by any meeting of the Committee or of any delegate of the Committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in such member or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.
48. A resolution in writing signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Committee.
- 48A. A meeting of the Committee may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

DECLARATIONS OF INTERESTS BY DIRECTORS

49. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
 - (i) declare the nature of the interest at a meeting of the Committee; and

- (ii) comply with Article 49E.
- (b) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or remuneration exceeds such amount as may be prescribed by the Regulations under the Registered Clubs Act.
- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club (in accordance with the Regulations under the Registered Clubs Act) declaring gifts or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club.

REGISTER OF INTERESTS

- 49A. The Secretary shall, in accordance with Clause 16 of the Regulations to the Registered Clubs Act, keep a register of disclosures, declarations and returns made to the Club pursuant to Article 49 and pursuant to Division 2 Part 4A of the Registered Clubs Act.
- 49B. Deleted.
- 49C. Deleted.
- 49D. Deleted.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

- 49E. In accordance with Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Committee, or of the Directors of the Club:
- (a) must not vote on the matter;
 - (b) must not be present while the matter is being considered at the meeting.
- 49F. Deleted.

CONTRACTS WITH DIRECTORS

- 49G. (a) In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Committee.

- (b) A “pecuniary interest” in a company for the purposes of paragraph (a) of this Article 49G does not include any interest exempted by Regulation made under the Registered Clubs Act.
- (c) Provided that the provisions of Article 49(a), Article 49E and paragraph (a) of this Article 49G have been satisfied with respect to a commercial arrangement or a contract:
 - (i) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract.
 - (ii) the commercial arrangement or a contract shall not, by reason of that directors interest, be avoided.
 - (iii) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

CONTRACTS WITH SECRETARY

- 49H. (a) Subject to paragraph (b) of this Article 49H, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (i) the Secretary; or
 - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary;
 - (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act);
- (b) Paragraph (a) of this Article 49H does not prevent the Club entering into a contract with any of the above persons which is:
- (i) a contract of employment; or
 - (ii) otherwise permitted by the Registered Clubs Act.”

VACANCIES ON THE COMMITTEE

50. Subject to the provisions of these Articles the members in General Meeting may by ordinary resolution of which notice has been given remove any member or members of the Committee whomsoever or the whole of the Committee 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 during such time only as the person whose place he is appointed would have held the same if he had not so removed.
51. The office of President, Commodore and all Committee Members shall ipso facto be vacated:
- (a) If he is disqualified for any reason referred to in section 206B of the Act.

- (b) 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.
 - (c) If he is absent from meetings of the Committee for a continuous period of three calendar months without leave of absence from the Committee and the Committee resolves that his office be vacated.
 - (d) If by notice in writing given to the Secretary he resigns his office.
 - (e) If he becomes prohibited from being a member of the Committee by reason of any order made under the Act, Liquor Act or Registered Clubs Act.
 - (f) If he ceases to be a member of the Club.
 - (g) If he fails to declare the nature of his interest in a contract or office or property as provided by the Act or otherwise required by these Articles.
 - (h) If he becomes an employee of the Club.
 - (i) If, for the purposes of Article 34(e), he fails to complete the mandatory training requirements for directors referred to in that Article within the prescribed period (unless exempted).
52. (a) The Committee shall have power at any time and from time to time, to appoint any eligible person to the Committee 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 Committee may act notwithstanding any vacancy in the Committee but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Committee the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a General Meeting of the Club, but for no other purpose.

GENERAL MEETINGS

53. (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 Committee but within five months of the close of the financial year.
- (b) The Committee may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than five (5) per centum or one hundred (100) whichever is the least 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 objects 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 Committee does not within twenty-one 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 per centum 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 Committee 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 Article by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Committee.
 - (v) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
- (c) At least 21 days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to members who are entitled to attend and vote at that meeting and to the auditor.
- (d) A notice of a general meeting of the Club's members must:
- (i) set out the place, date and time of the meeting; and
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- (e) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

MEMBERS' RESOLUTIONS

- 53A. (a) Notwithstanding Articles 53B, 53C and 53D, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.

- (b) The Secretary shall cause all items of business and notices of motion referred to in paragraph (a) to be presented to the Committee and the Committee shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
- 53B. (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at a general meeting;
- (b) The notice must:
- (i) be in writing; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy;
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
- 53C. (a) If the Secretary has been given notice of a resolution under Article 53B, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.

- (e) The Club need not give notice of the resolution:
 - (i) if it is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
- 53D. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
- (i) a resolution that is proposed to be moved at a general meeting; or
 - (ii) any other matter that may be properly considered at a general meeting;
- (b) The request must be made by:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at the meeting.
- (c) The request must be:
- (i) in writing; and
 - (ii) signed by the members making the request; and
 - (iii) given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary;
- (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting;
- (g) The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.

- (i) The Club need not comply with the request:
 - (i) if the statement is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

53E. A general meeting of the members of the Club must be held for a proper purpose.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 53F. (a) The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club;
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor;
- (c) The auditor is entitled to be heard even if:
- (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

54. (a) The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by the Act and to elect in the manner hereinbefore provided the members of the Committee and subject to the Act to appoint an Auditor or Auditors.
- (b) Subject to Article 55, 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 sixty (60) members present and entitled to vote and at all General Meetings and at all Annual General Meetings shall not be less than twenty (20) 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 Committee may determine but such period shall not exceed 21 days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

55. (a) The quorum for the purpose of considering a Special Resolution moved to amend the Articles of Association of the Club shall be twenty (20) Sailing Members or Life Members present and voting on the Special Resolution.
- (b) If such a quorum is not present consideration of the Resolution will stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Committee may determine but such period shall not exceed 21 days. If a quorum is not then present the Sailing Members or Life Members who are present shall be a quorum and may vote on the Special Resolution.
56. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within ten minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Commodore shall act as Chairman. If the Commodore 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 Committee present shall elect one of their number to be Chairman of the meeting.
57. (a) Every question 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 any Committee thereof; or
- (ii) Vote at any election of, or of a member of, the Board.
- as the proxy of another person.
- (c) The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- (d) If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.
58. 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.
59. (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.
60. 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, when notice of the adjourned meeting shall be given as in the case of an original meeting.
61. 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 AND REPORTING

62. The Committee shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
63. The books of account shall be kept at the Registered Office of the Club or at such other place as the Committee thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Committee and any other persons authorised or permitted by or under the Act to inspect such records.
64. The Committee shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
- 64A. In accordance with Section 317 of the Act, the Committee shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
- (a) the financial report of the Club; and
 - (b) the directors' report;
 - (c) the auditors' report on the financial report.

AUDITOR

- 64B. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Committee.

FINANCIAL YEAR

65. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or such other period as having regard to the Act the Committee may determine.

SECRETARY

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

SEAL

67. The Committee 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 Committee previously given and in the presence of at least two (2) members of the Committee 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 Committee and such attestation shall be sufficient evidence of the authority to affix the Seal. Notwithstanding this, the Club may execute a document (including a deed) without using the Seal if that document is signed by two (2) members of the Committee or one (1) member of the Committee and the Secretary.

NOTICES

68. A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
 - (c) by sending it to the electronic address (if any) nominated by the member.
69. 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 within the meaning of Article 66.
70. 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 hours after it is so posted up.

71. Where a notice is sent by post to a member in accordance with Article 68 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- 71A. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.
72. Any notice or document sent by post whether by posting it at a post office or in some postal receptacle to or left at the registered address of any member in pursuance of these presents shall notwithstanding such member be then deceased and whether or 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.
73. The signature to any notice to be given by the Club may written or printed.
74. 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.

CLUB SAILING OFFICIALS & OFFICERS

75. (a) The Committee shall have power to appoint all sailing officials including any or all of the following:
- (i) Umpires;
 - (ii) Starters and Assistant Starters;
 - (iii) Judges;
 - (iv) Boat measurers;
 - (v) Club Captains and Vice Captains.
- (b) The Committee shall have the power to appoint:
- (i) a Vice Commodore;
 - (ii) two (2) Rear Commodores;
 - (iii) such other officers and officials as it shall deem expedient.
- (c) The Committee shall have the power to make Sailing Regulations, By-Laws and Rules of Racing, and to alter, amend, suspend, re-enact or add to any such sailing By-Laws and Rules of Racing and for that purpose may appoint a Committee or Committees to draw up the same or any of them.
76. The Committee shall have:

- (a) absolute control over all matters pertaining to the staging of all the sailing races of the Club, both at home and abroad.
 - (b) full power to appoint any Delegates necessary to represent the Club at all Interstate, International and Intercolonial Sailing Contests and for this purpose shall call for nominations at a Meeting and elect such delegates at a subsequent meeting.
 - (c) power to make Sailing Regulations, By-Laws and rules of racing, and to alter, amend, suspend, re-enact or add to any such sailing By-Laws and Rules of Racing, and for that purpose may appoint a Committee or Committees to draw up the same or any of them and submit them to the Committee Meeting. When any such Sailing Regulations, By-Laws or Rules of Racing or an alteration, amendment, suspension, repeal, re-enactment or addition are approved by a majority of the Committee present at a meeting of the Committee to which they or any of them are submitted they shall become effective and of full force.
77. The Racing Officials of the Club shall be two (2) Umpires, a Starter, a Judge, an Assistant Starter, a Boat Measurer, a Club Captain and a Club Vice-Captain, all of whom shall be elected at the first meeting of the Committee held after every Annual General Meeting of the Club.

CLUB COLOURS AND CLUB BADGE

78. The Club flag shall be a royal blue pennant with white 18 footer plus N.S.W. Coat of Arms and in white letting 18 Footers Club, N.S.W. Australia.

WINDING UP

79. 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 judgments 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 he 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 his 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

80. (a) Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club

against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.

- (b) The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

GENERAL

- 81. The Articles of Association shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Articles are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.