

Constitution

Sydney Amateur Sailing Club ACN 000 409 727
1 Green Street
Cremorne New South Wales 2090

Contents

1. Definitions and interpretation

- 1.1 Definitions
- 1.2 Interpretation

2. Member Obligations

3. Replaceable Rules

4. Board

- 4.1 Number of Directors
- 4.2 Appointment of Director
- 4.3 Eligibility
- 4.4 Nomination and Election
- 4.5 Rotation of Flag Officers
- 4.6 Appointment to vacancy
- 4.7 Removal of Director
- 4.8 Remuneration of Director
- 4.9 Expenses
- 4.10 Directors Interests
- 4.11 Vacation of office of Director

5. Flag Officers, Captain and Treasurer

- 5.1 Continuation of appointment of Flag Officers and Treasurer
- 5.2 Appointment of Flag Officer or Treasurer
- 5.3 Eligibility for appointment as Flag Officer
- 5.4 Removal of Flag Officer or Treasurer
- 5.5 Remuneration of Flag Officer or Treasurer
- 5.6 Expenses
- 5.7 Vacation of office of Flag Officer
- 5.8 Vacation of office of Treasurer

6. Powers and duties of Board

- 6.1 Control
- 6.2 Introduction of by-laws
- 6.3 Management

7. Proceedings of Directors

- 7.1 Directors' Meetings
- 7.2 Minutes of meetings
- 7.3 Written resolutions
- 7.4 Chairman of Directors
- 7.5 Questions decided by majority
- 7.6 Chairman's casting vote
- 7.7 Quorum for directors meetings
- 7.8 Remaining Directors may act
- 7.9 Directors committees
- 7.10 Proceedings of Directors committees
- 7.11 Use of technology
- 7.12 Validity of acts of Directors

8. Secretary

- 8.1 Appointment of secretary
- 8.2 Suspension or removal of secretary
- 8.3 Powers, duties and authorities of Secretary

9. Membership

- 9.1 The members
- 9.2 Membership not transferrable to another person, only to another class of membership
- 9.3 Categories of Members
- 9.4 Members who will be, as and from the date of this constitution, entitled to vote, to enjoy full privileges and to hold office
- 9.5 Benefits and restrictions on some categories and sub categories of membership
- 9.6 Appointment and rights of Honorary Life Members
- 9.7 Privileges and rights
- 9.8 New Members
- 9.9 Fees for membership subscription

9.10	Ceasing to be a Member
9.11	Resignation
9.12	Termination of membership for failure to pay moneys
9.13	Reinstatement
9.14	Disciplinary procedures
9.15	Procedure to expel a Member
10.	Meetings of Members
10.1	General Meetings
10.2	Notices and reports to Members
10.3	Notice of General Meeting
10.4	Postponement or cancellation of meeting
10.5	Auditor entitled to notice of meeting
11.	Proceedings at General Meetings of Members
11.1	Representation of Member
11.2	Voting by proxy
11.3	Instrument appointing a proxy
11.4	Validity of instrument
11.5	Quorum
11.6	Appointment and powers of chairman of General Meeting
11.7	Adjournment of General Meeting
11.8	Voting on a resolution
11.9	Questions decided by majority
11.10	Poll
11.11	Equality of votes – chairman’s casting vote
12	Votes of Members
12.1	Entitlement to vote
12.2	Objection to voting qualification
13.	Flags and Club Burgee
13.1	Club burgee and racing flag
13.2	Flag Officers’ and Club Captains’ Burgee
13.3	Club ensign
13.4	Flying of burgee
Schedule A	

1 Definitions and interpretation

1.1 Definitions

In this deed:

Annual General Meeting means the annual meeting of Members to approve the annual accounts and procedures.

Annual Membership Subscription means the annual fee as determined by the Board from time to time that becomes due on 1 July of each year for each class of membership.

Board means the board of Directors as constituted from time to time or, when there is only one Director, means that Director.

Business means:

- (a) The encouragement and promotion of activities pursuant to the sport of yacht racing and cruising particularly in the Sydney Harbour region; and
- (b) The encouragement and promotion of activities pursuant to the recreational use, maintenance and enjoyment of sailing and non-sailing water-borne craft; and

- (c) The management, maintenance, staffing and operation of a Member's club providing amenities and facilities including a club house, bar, office, store rooms, kitchen, chandlery, workshop, storage facilities, pontoon, slipway and all other such equipment required to allow Members, guests and potential members to congregate, organise boating activities and maintain their vessels; and
- (d) To do all things incidental to the Business objectives.
- (e) Any other Business entered into by the Company as resolved by the Board.
- (f) When interpreting this Constitution and this definition reference may be made to the Memorandum of Association agreed when the Company was first incorporated. This memorandum is found in the schedule to this Constitution.

Business Day means a day that is not a Saturday, Sunday or public holiday in New South Wales.

Club means the Sydney Amateur Sailing Club (ACN 000 409 727) and is interchangeable with the word Company unless the context predicates otherwise.

Company means the Sydney Amateur Sailing Club (ACN 000 409 727) and is interchangeable with the word Club unless the context predicates otherwise.

Constitution means the constitution of the Company as in effect from time to time.

Control has the meaning given in section 50AA of the Corporations Act.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Director Unanimous Decision means a vote, resolution or consent passed or given by all Directors.

Encumbrance includes:

- (a) a security interest (as defined in the PPSA);
- (b) any other right, interest or arrangement that secures, or which has the effect of securing, the payment of money or the performance of a debt, obligation or liability or which has the effect of giving a person a preferential interest or priority, including a mortgage, debenture, charge, lien, pledge, bill of sale, hypothecation, title retention arrangement, lease, hire purchase, trust, assignment or deposit by way of security, however described;
- (c) any right, interest, power or arrangement which has the effect of providing a person with a priority, preference or advantage over another person, including arising from any option, equity, preferential interest, adverse interest or third party claim or right of any kind;
- (d) a right that a person (other than the owner) has to remove something from an asset (known as profit à prendre), or to use or occupy the asset, including a lease or licence or a caveat, easement or restrictive or positive covenant affecting an asset, and any third party right or interest in any right arising as a consequence of the enforcement of a judgement, including a garnishee order or a writ of execution; and
- (e) any agreement to give, create, grant or register any of the above or allow any of the above to exist without regard to the form of the transaction or agreement.

Engage means to participate, assist or otherwise be directly or indirectly involved, concerned or interested as a Member, shareholder, unitholder, director, consultant, adviser, contractor, principal, agent, manager,

employee, beneficiary, partner, practitioner, associate, trustee, investor, financier, fiduciary or in any other capacity.

Flag Officer means a Director elected in accordance with the Constitution to any one of the following offices:

- (a) Commodore
- (b) Vice Commodore
- (c) Rear Commodore
- (d) Captain

Financial Year means the 12 months commencing on 1 June and ending on 31 May (or any other dates as the Board approves).

Government Authority means any governmental, semi-governmental, municipal, statutory, judicial or quasi judicial authority, department, agency, body, entity, organisation, commission or tribunal.

GST Act means *A New Tax System (Goods and Services Tax) Act 1999* (Cth) and associated legislation as amended from time to time and words and expressions defined in the GST Act and used in this deed have the meanings given to them in the GST Act.

Member means any person recorded on the company's Register of Members

Member Decision means a decision consented to in writing by a majority of Voting Members.

Non-Voting Member means a Member who is not entitled to vote at General Meetings, Extraordinary General Meetings or otherwise vote at any election of Board Members.

Officers of the Club mean the Commodore, the Vice Commodore, the Rear Commodore, Captain and Treasurer who shall be elected by a vote of Members to act as the Officers of the Club.

Ordinary Resolution means a resolution passed at a meeting of Voting Members by more than fifty percent (50%) of the Members present and voting at that meeting.

PPSA means the *Personal Property Securities Act 2009* (Cth).

PPSR means the Personal Property Securities Register established under the PPSA.

Register of Members means a record of all Members of the Company.

Related Body Corporate has the meaning given in section 50 of the Corporations Act.

Related Entity has the meaning given in section 9 of the Corporations Act.

Sailing Boat means a recreational craft primarily powered by sail.

Secretary includes the assistant or acting secretary or honorary secretary or any substitute for the time being for the secretary.

Securities means shares, debentures, stocks, bonds, notes, prescribed interest units, warrants, options, derivative instruments or any other securities.

Special Resolution means a resolution passed at a meeting of Members by at least seventy five per cent (75%) of Voting Members present and voting at that meeting.

Voting Member means a Member entitled to vote at Club General Meetings, Extraordinary Meetings and Board Elections whenever held.

Yacht means a sailing or powered craft used as a recreational vessel.

Yacht Owning Member means a Member who is the registered owner of a sailing or powered craft used as a recreational vessel.

1.2 Interpretation

In this Constitution, headings are inserted for convenience only and do not affect the interpretation of this Constitution and unless the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) a gender includes any other genders;
- (c) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (d) the meaning of general words is not limited by specific examples introduced by 'includes', 'including', 'for example', 'such as' or similar expressions;
- (e) a reference to a document or instrument, including this Constitution, includes all of its clauses, paragraphs, recitals, parts, schedules and annexures and includes the document or instrument as amended, varied, novated, supplemented or replaced from time to time;
- (f) unless otherwise stated, a reference to a statute, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (g) unless the contrary intention appears in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, an expression has the same meaning as in that provision of the Corporations Act;
- (h) a power, an authority or a discretion vested in a Director, the Directors, the Board, the Company in General Meeting or a Member may be exercised at any time and from time to time;
- (i) the word "including" when introducing an example does not limit the meaning of the words to which the example relates;
- (j) all monetary amounts are in Australian dollars, unless otherwise stated, and a reference to payment means payment in Australian dollars; and
- (k) if the day on or by which something must be done is not a Business Day, that thing must be done on the next Business Day.

2 Member Obligations

- (a) The liability of the Members is Limited.
- (b) Each Member undertakes to contribute to the assets of the Company if it is wound up while the Member is a Member, or within one year after the Member ceases to be a Member, for payments of the debts and liabilities of the Company incurred before the Member ceases to be a Member

and of the costs charges and expenses of winding up and for adjustment of the rights of contributions between themselves, any amount required not exceeding \$50.

- (c) Subject to this Constitution each Member must:
- (i) co-operate and use their best endeavours to ensure that the Company successfully conducts the Business;
 - (ii) not unreasonably delay anything under this Constitution, including any action, approval, direction, determination or decision which is required of the Member;
 - (iii) not do anything which may prejudice the Business or the Company or the interests or objectives of the Members in connection with the conduct of the Business;
 - (iv) comply with and implement the terms of this Constitution;
 - (v) take all action within his or her power to ensure that the Company, the Directors or the Board as the case may be, performs any obligation imposed on the Company, a Director or the Board, including executing any document; and
 - (vi) act in good faith towards each other party at all times including providing full information and truthful explanations of all matters relating to the affairs of the Company

3 Replaceable Rules

Pursuant to Section 135 (2) of the Corporations Act all replaceable rules referred to in the Corporations Act are hereby displaced or modified as provided in the Constitution.

4 Board

4.1 Number of Directors

The Board of Directors of the Company will consist of 15 Directors, until the election of Directors to be held at the Annual General Meeting on August 7, 2019.

Following the Annual General Meeting on August 7, 2019 the Board of Directors of the Company will consist of a maximum of 11 Directors.

4.2 Appointment of Director

Subject to the Corporations Act the Board may, by unanimous resolution at any time appoint an eligible person to be a Director to fill a casual vacancy.

4.3 Eligibility

A Member is eligible to be appointed as a Director if:

- (a) that person has been a Voting Member for not less than one year; and
- (b) not less than two of the Directors other than the Flag Officers, shall be owners of a sailing boat on the Club's Yacht Register. provided that if two or more of such other Members are joint owners of a yacht only one of such joint owners shall be deemed to be the owner for the purposes of this Article

4.4 Nomination and election.

- (a) At least twenty one (21) days before an Annual General Meeting the Secretary must invite Members to nominate candidates for appointment to offices becoming vacant at that annual general meeting.
- (b) Any two (2) Voting Members may nominate an eligible person for appointment by notice in writing to the Secretary not less than fourteen (14) days prior to the annual general meeting.
- (c) Candidates' names will be published at the Registered Office of the Company and given to Voting Members not less than seven (7) days prior to the date of the annual general meeting.
- (d) In the event that the number of candidates is less than or equal to the number of vacancies to be filled at an Annual General Meeting, all candidates will be taken to be appointed as Directors.
- (e) In the event that the number of candidates exceeds the number of vacancies to be filled at an annual general meeting, Directors will be elected by a ballot conducted in accordance with the following:
 - (i) the ballot paper must contain the names of the candidates in alphabetical order;
 - (ii) a ballot paper will only be taken to be validly completed by a Voting Member if the Voting Member casts a vote for such number of candidates as does not exceed the number of vacancies to be filled, and
- (f) candidates will be elected in descending order of the number of votes cast in their favour until all vacancies are filled.

4.5 Rotation of Flag Officers and Directors

At the Annual General Meeting in each year all the Flag Officers and Directors shall automatically retire from office and shall be eligible for re- election. Subject to clause 4.6 hereof, no Flag Officer shall be eligible to hold the same office for more than three (3) consecutive years.

4.6 Appointment of Flag Officer, Director or Committee Member in circumstances where position becomes unexpectedly vacant

In circumstances where a Flag Officer's position becomes vacant due to illness or prolonged absence, or where a Flag Officer's position cannot readily be taken up by the director or Flag Officer who would otherwise be nominated to take that position as part of the normal rotation process, the Board may, in the interests of maintaining continuity of management, appoint another person, being an existing Director or otherwise, to fill that office for a period of not more than one (1) year, including any current office holder of that position, who might otherwise be obliged to retire from it pursuant to clause 4.5 hereof.

4.7 Removal of Director

- (a) The Company in general meeting may by Ordinary Resolution:
 - (i) Remove any Director from the position of before the expiration of his or her period of office;
 - (ii) Appoint another person or persons in his or her or their stead providing the person so appointed is eligible to be elected as a director in accordance with this Constitution.
- (b) Notice of the intention to move a resolution to remove a Member of the Board of Directors from office pursuant to paragraph 4.7(a)(i) must be given to the Board at least sixty (60) days before the meeting at which the resolution is to be considered and voted on.
- (c) Any person appointed pursuant to sub paragraph 4.7(a)(ii) shall hold office during such time only as

the person whose place he or she is appointed to replace would have held office if he or she had not been so removed.

4.8 Remuneration of Directors

A Director may not be paid any remuneration for services as a Director except by way of Honorarium approved by a majority of Voting Members at the Annual General Meeting.

4.9 Expenses

A Director is entitled to be reimbursed out of the funds of the Company for such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the affairs of the Company.

4.10 Director's interests

- (a) A Director is not disqualified by the Director's office and the fiduciary relationship established by it from holding any office or place of profit, other than that of auditor, under the Company or a related body corporate of the Company, provided that any such office or place of profit is disclosed to the Board.
- (b) A Director may, subject to the Corporations Act;
 - (i) be or become a Director of or otherwise hold office or a place of profit in any other company promoted by the Company or in which the Company may be interested as a vendor, purchaser, shareholder or otherwise;
 - (ii) contract or make any arrangement with the Company or any related body corporate whether as a vendor, purchaser, lawyer or accountant or other professional person or otherwise and any contract or arrangement entered or to be entered into by or on behalf of the Company or any related body corporate in which any Director is in any way interested is not avoided for that reason.
 - (iii) Notwithstanding these Rules, a Director who, holds any office or place of profit or is involved in a contract or arrangement, is not, by reason only of that fact or any interest resulting from it or the fiduciary relationship established by it, liable to account to the Company for any remuneration or other benefits accruing from it.
 - (iv) A Director who has a material personal interest in a matter that is being considered at a meeting of the Directors may not vote on the matter or be present while the matter (or a proposed resolution of that kind) is considered at the meeting, provided that these restrictions may at any time or times be suspended or relaxed to any extent and either prospectively or retrospectively by resolution of the Company in general meeting, if that is permitted by the Corporations Act.
 - (v) The Director may not be counted in the quorum present at any Director's meeting at which the contract, proposed contract or arrangement or other matter is considered if the Director is permitted by the Corporations Act to be present during the consideration.
 - (vi) A Director does not have an interest in a matter relating to an existing or proposed contract of insurance merely because the contract insures, or would insure, the Director against a liability incurred by the Director as an officer of the Company or of a subsidiary of the Company.
 - (vii) A Director may, despite the Director's interest, and whether or not the Director is entitled to vote, or does vote, participate in the execution of any instrument by or on behalf of the Company whether through signing or sealing the same or otherwise.

4.11 Vacation of office of Director

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) ceases to be a Voting Member;
- (b) becomes of unsound mind or is mentally incapable of performing the functions of that office;
- (c) resigns from the office by notice in writing to the Company;
- (d) in the case of a Director who was a Yacht Owning Member as at the date of appointment, ceases to be a Yacht Owning Member and does not within three months of ceasing, again become a Yacht Owning Member, except where the remaining number of Directors who are Yacht Owning Members remain a majority of those Directors;
- (e) is removed from the office at a general meeting;
- (f) becomes prohibited from being a Director of the Company by reason of bankruptcy or an order made under the Corporations Act;
- (g) is not present at meetings of the Directors for a continuous period three consecutive meetings without leave of absence being given by the Board of Directors.

5 Flag Officers and the Treasurer

5.1 Continuation of appointment of Flag Officers, and Treasurer

The Company will appoint as officers of the club a Commodore, a Vice Commodore, a Rear Commodore, a Captain and a Treasurer.

The Directors of the Company shall be the Officers of the Club, Honorary Secretary, and no more than five other ordinary members.

The Commodore, Vice Commodore, Rear Commodore and Captain shall be the flag officers of the Club.

The Board may at their discretion appoint an Honorary Commodore who shall thereby become a flag officer of the Club. Only the Queen's Representative shall hold the office of Honorary Commodore

The Commodore, Vice Commodore, Rear Commodore, Captain, Secretary and Treasurer in office at the time of adoption of this Constitution continue in office subject to this Constitution.

5.2 Appointment of Flag Officer or Treasurer

The Directors may at any time appoint an eligible Member to be a Flag Officer or Treasurer to fill a casual vacancy.

5.3 Eligibility for appointment as Flag Officer

A Member is not eligible to be appointed as a Flag Officer unless that person:

- (a) has been a Voting Member for not less than one year; and

(b) is a Director;

(c) is a Sailing Boat Owning Member;

5.4 Removal of Flag Officer or Treasurer

The Company in general meeting may by Ordinary Resolution remove a Flag Officer or Treasurer from office as a Flag Officer or Treasurer, as the case may be.

5.5 Remuneration of Flag Officers and Treasurer

A Flag Officer or Treasurer may not be paid any remuneration for services as a Flag Officer or Treasurer except by way of honorarium approved at the Annual General Meeting.

5.6 Expenses

A Flag Officer or Treasurer is entitled to be reimbursed out of the funds of the Company for such reasonable travelling, accommodation and other expenses as the Flag Officer or Treasurer may incur when on the affairs of the Company.

5.7 Vacation of office of Flag Officer

(a) The office of a Flag Officer becomes vacant if the Flag Officer:

(i) ceases to be a Director; or

(ii) resigns from the office by notice in writing to the Company; or

(iii) ceases to be a Sailing Boat Owning Member and does not within three months of so ceasing again become a Sailing Boat Owning Member.

(b) A resigning Flag Officer may remain a Director

5.8 Vacation of office of Treasurer

(b) The office of Treasurer becomes vacant if the Treasurer:

(i) ceases to be a Director; or

(ii) resigns from the office by notice in writing to the Company.

(c) A resigning Treasurer may remain a Director.

6 Powers and duties of Board of Directors

6.1 Control

Subject to any other provision of this Constitution, the business of the Company is to be managed by or under the direction of the Board, who may exercise all such powers of the Company as are not prohibited by any state or commonwealth law or are required to be exercised by the Company in General Meeting.

6.2 Introduction of By-Laws

- (a) The powers and duties of the Board include but are not limited to the following:
 - (i) To make such By-Laws and to amend or rescind any such By-Laws as are not inconsistent with the Constitution that in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs, interests and property.
 - (ii) To make such By-Laws and to amend or rescind any such By-Laws as are not inconsistent with the Constitution that in the opinion of the Board are necessary or desirable for the convenience, comfort and well-being of Members.
- (b) Without limiting its powers, the Board is specifically empowered by this constitution to regulate By-Laws concerning the following matters:
 - (i) The general management control and trading activities of the Company;
 - (ii) The control and management of the Company's premises;
 - (iii) The control and management of the Company property including the Company's vessels, slipway and workshop facilities;
 - (iv) The conduct of Members and their guests;
 - (v) The rights and privileges to be enjoyed by each category of Members;
 - (vi) The relationship between Members and Company employees;
 - (vii) To enforce the observance of all By-Laws by suspension of some or all of a Members privileges

6.3 Management

Without limiting its powers, the Board is specifically empowered by this Constitution to undertake the following activities;

- (a) To purchase or otherwise acquire for the Company any property rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (b) To act on behalf of the Company in its engagement with other companies, clubs, associations, government instrumentalities and other entities.
- (c) To secure the fulfilment of any contract or engagement entered into by the Company by mortgaging or charging all or any of the property of the Company as may be thought fit.
- (d) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound

or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Company and to refer any claims or demands by or against the Company to arbitration.

- (e) To determine who shall be entitled to sign or endorse on the Company's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (f) To invest and deal with any of the moneys of the Company not immediately required for the purposes of the Company upon such securities and in such manner as the Board may think fit as if the Board were trustees and subject to the same duties and limitations imposed on trustees under the Trustee Act and from time to time to vary or realise such investments.
- (g) 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 Company 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 to give security including by way of mortgage and/or charge upon or over all or any part of the Company's property both present and future.
- (h) Sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Company.
- (i) To appoint, discharge and arrange the duties and powers of the managers and staff including and boat shed staff and such casual staff as required, and to determine the remuneration and terms of employment of such and to specify and define their duties.
- (j) 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.
- (k) To fix the maximum number of persons who may be admitted to each category of membership of the Club, and the membership fees, in accordance with this Constitution.

7 Proceedings of Directors

7.1 Directors' meetings

- (a) A meeting of Directors must be held at least once in each calendar month except January. The Directors may otherwise meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

7.2 Minutes of Meetings

- (a) Minutes must be made of all Board meetings.
- (b) Minutes must be circulated to each Director as soon as is practicable after the Board meeting.
- (c) At the next Board meeting, the minutes must be approved by Board resolution and be signed by the chair if the resolution is passed.

7.3 Written resolutions

In lieu of holding a meeting, a resolution in writing signed by all Directors entitled to vote on the resolution is a valid resolution of the Board and is effective when signed by the last required Director. A Director is deemed to have signed a document containing such a statement if the approval of that statement is contained in an email sent by that Director.

7.4 Chairman of Directors

- (a) The Commodore will be chairman of meetings of Directors.
- (b) If a Directors' meeting is held and the Commodore is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside as chairman of the meeting (in order of precedence):
 - (i) the Vice Commodore, or if the Vice Commodore is likewise not present, then;
 - (ii) the Rear Commodore, or if the Rear Commodore is likewise not present, then;
 - (iii) the Captain.

7.5 Questions decided by majority

- (a) Questions arising at a meeting of Directors are to be decided by a majority of votes of Directors present and entitled to vote and any such decision is for all purposes to be deemed a decision of the Directors.
- (b) A decision of the Directors on the construction or interpretation of the Constitution of the Company including these Rules, or any By-Laws of the Company made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all Members of the Company.

7.6 Chairman's casting vote

In the event of an equality of votes, the chairman of the meeting has a casting vote.

7.7 Quorum for Directors' meeting

The quorum for a Directors meeting is six or any greater number determined by the Directors from time to time. For the purposes of this Rule, a quorum is present during the consideration of a matter at a meeting of the Directors only if at least six Directors are present who are entitled to vote on any matter.

A Director is treated as being present at a meeting held by audio or audio-visual communication if the director is able to be heard by all others attending the meeting.

7.8 Remaining Directors may act

The continuing Directors may act despite a vacancy in their number but, if and so long as their number is reduced below the quorum for meetings of the Directors, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or of convening a general meeting.

7.9 Directors' committees

- (a) The Directors may delegate any of their powers, other than powers required by law to be dealt with by Directors as a Board, to a committee which is subject to the direction of the Directors. Such delegation must be recorded in the Company's Minute Book.

- (b) The Flag Officers shall be ex officio members of all such committees. Any recommendation of the committee must be ratified at a Board Meeting.
- (c) Members of committees may be invited to attend director's meetings to assist in the resolution of matters pertaining to their individual committees, though they will not have a right to vote on such matters.

7.10 Proceedings of Directors' committees

- (a) The Directors may elect one of their number as chairman of the meetings of a committee.
- (b) If a meeting of a committee is held and: a chairman has not been elected; or the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the members of the committee present may elect one of their numbers to be chairman of the meeting.
- (c) A committee may meet and adjourn as it thinks proper.
- (d) Questions arising at a meeting of a committee are to be determined by a majority of votes of the members of the committee present and voting.
- (e) The chairman, in addition to the chairman's deliberative vote, has a casting vote.

7.11 Use of technology

A Directors' meeting or a meeting of a committee may be called or held using any technology consented to by each Director. The consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting.

7.12 Validity of acts of Directors

Subject to the other provisions of this Constitution all acts of the Directors, a committee or a member of a Directors committee are valid even if it is afterwards discovered that there was a defect in the appointment, election or qualification of any of them or that any of them were disqualified or had vacated office.

8 Secretary

8.1 Appointment of Secretary

There must be one Secretary of the Company who is to be appointed by the Directors from among the ordinary members elected to the board.

8.2 Suspension and removal of Secretary

The Directors may suspend or remove the Secretary from that office.

8.3 Powers, duties and authorities of Secretary

The Directors may vest in the Secretary such powers, duties and authorities as they may determine from time to time and the Secretary must exercise all such powers and authorities subject at all times to the control of the Directors.

9 Membership

9.1 The Members

- (a) The number of Members of the Company shall be such number of ordinary (or full) and other Members as the Board determines from time to time.
- (b) The Members recorded on the Register of Members at the date of the adoption of this Constitution continue as Members subject to this Constitution and the By-Laws.

9.2 Membership not transferable to another person, only to another class of membership

- (a) A Member may not transfer the membership to another person.
- (b) The Board may transfer a Member from membership in one class to membership in another class, with the Member's consent.

9.3 Categories of Members

- (a) The categories and sub categories of membership in existence at the date of the adoption of this Constitution continue as categories and sub categories of membership subject to this Constitution and the By-Laws, and the rules prescribed by the Corporations Act .
- (b) The categories and sub-categories of membership in existence at the date of the adoption of this Constitution are:
 - (i) **Ordinary Member** being boat owners – or boat co-owners and those wishing to have full engagement and benefits of full membership who having agreed to become a Member of the club and having paid their subscription by July 1 of the relevant year, shall be entitled (subject to the provisions of this Constitution and any by-laws made thereunder for the time being in force) to exercise and enjoy all the rights and privileges provided for members by the Club.
 - (ii) **Active Life Member** being those that have been a full-member of the club for over 35 years but still sail and either owner or non-boat owner.
 - (iii) **Life Member** being any person who has paid thirty-five (35) annual subscriptions but who no longer regularly participate in sailing and do not race. Such person shall be entitled to exercise and enjoy all the rights and privileges of an ordinary Member by paying such sum as the Board may determine from time to time
 - (iv) **Honorary Life** being any person who has in the opinion of the Board rendered valuable service to the Club may on the recommendation of the Board be elected as an Honorary Life Member by resolution of a general meeting. Subject to the provisions of this Constitution, an Honorary Life Member shall be entitled to exercise and enjoy all the rights and privileges of any ordinary member without the need for payment of further subscription.
 - (v) **Absentee Member** being any Member absent from Australia for any extended period and who shall prior or subsequent to his departure from Australia have notified the secretary in writing of his intended absence his name shall be entered in a list of absentee members to be kept by the secretary and he shall be liable for such subscription in respect of period of his absence as the Directors may from time to time prescribe for such members. Within two weeks after an absentee Member shall have returned to Australia he shall notify the secretary of that fact in writing when his name shall be removed from

the said list. Such Member shall thereupon become liable for the usual subscription then in force or such balance as may then be due.

- (vi) **Country Member** being any person who resides outside a radius of 80 kilometres from Sydney and is not engaged professionally or in business in Sydney who may apply for membership as a country Member. Any country Member who subsequent to his election becomes resident within the said radius or becomes engaged professionally or in business in Sydney shall within thirty days thereafter or within such extended time as the Board may allow be entitled to become an ordinary Member on giving the Board notice in writing of his desire so to do and on payment of the subscription payable by an ordinary Member under Article 16 for the then current year less the subscription paid by him in respect of that year as a country Member. For the purposes of this Article the ruling of the Board shall be conclusive as to whether a country Member or an applicant for membership as a country Member is resident outside a radius of 80 kilometres from Sydney or is engaged professionally or in business in Sydney
 - (vii) **Crew Member** being any person who is a non-boat owner but who crew regularly and wishes to engage with the club. Such person shall be entitled to exercise and enjoy limited rights and privileges subject to the provisions of this Constitution and by paying such sum as the Board may determine from time to time.
 - (viii) **Youth Member** being a person under the age of 23 years, the Board may on the application of any ordinary Member or life Member admit to membership as a Youth Member. Youth members shall be entitled to exercise and enjoy only such of the rights and privileges of members as the Board may from time to time determine. If a Youth Member on attaining the age of 23 years or within three months thereafter apply to the Board for admission as an Ordinary or Crew Member and pay to the Club the relevant annual subscription he or she thereupon may become at the discretion of the Board enrolled as an Ordinary or Crew Member.
 - (ix) **Associate Member** being a person the Board may admit to membership as an associate Member and who is over the age of twenty-one years. Associate Members shall not be entitled to vote at any meetings of the Club or be eligible for appointment to the office of Director or any other office in the Club but otherwise shall be entitled to exercise and enjoy all the rights and privileges of ordinary Members.
 - (x) **Provisional Member** being a person who in the opinion of the Directors may be elected to membership by the Directors without the necessity of a nominator and seconder and who shall be entitled to the privileges of any ordinary Member to any period not exceeding one year but who shall not be entitled to vote at any ordinary or extraordinary meeting of the Club provided that such person may be required to pay such subscription and membership fees as the Directors may decide provided that such membership may be determined by the Board at its discretion without assigning any reason therefor.
 - (xi) **Temporary (Sail Pass) Member** being a person who has registered via the club with Australian Sailing and attained an AS number and who crew regularly or irregularly in races conducted by the club. A Temporary Member shall not be entitled to exercise and enjoy the rights and privileges of ordinary Members and shall be allowed on Club premises only in the company of a full Member.
 - (xii) **Patron** being a person or persons, the Board may from time to time, if they think fit, elect. A patron or patrons of the Club shall be ex officio an honorary member or honorary members.
- (c) Members of each category will enjoy rights and privileges, and pay which are determined by the Board from time to time.

9.4 Members who will be, as and from the date of the adoption of this Constitution, entitled to vote, to enjoy full privileges and to hold office

- (a) Only Ordinary Members, Life Members, Honorary Life Members, Active Life Members and Absentee/Country Members are entitled to vote at general meetings of the Company and enjoy full privileges.
- (b) Only Members whose Annual Membership Subscription is recorded as current are entitled to vote at general or extra ordinary meetings.
- (c) Only Ordinary Members, Life Members, Honorary Life Members, Active Life Members are eligible to be elected or appointed to office as a Director or Flag Officer.
- (d) Only Members whose annual membership subscription is recorded as current are eligible to be elected or appointed to office as a Director or Flag Officer.
- (e) Only Ordinary Members, Life Members, Active Life Members and Absentee/Country Members are entitled to a key to the clubhouse and facilities, apply for a club mooring, dinghy space, locker or other privileges as determined from time to time by the Board.

9.5 Benefits and restrictions on some categories and sub categories of Member

Crew Members, Associate Members, Junior Members, Provisional Members and Temporary Members shall not be entitled or eligible to:

- (a) attend or vote at any meeting of the Company;
- (b) be elected or appointed to the Office Of Director or any other office in the Company;
- (c) apply for or hold a club mooring, dinghy, locker or other storage space or benefit as determined from time to time by the Board.

9.6 Appointment and rights of Honorary Life Members

Any person who has in the opinion of the Board rendered valuable service to the Club may on the recommendation of the Board be elected as an Honorary Life Member by resolution of a General Meeting. Subject to the provisions of this Constitution, an Honorary Life Member shall be entitled to exercise and enjoy all the rights and privileges of any Ordinary Member without the need for payment of further subscription.

9.7 Privileges and rights

The Board shall have the right to review and set by-laws which will define the rights and privileges available to each category of Membership, to the extent that those rights and privileges are not set out herein and to determine the availability of Company facilities and services to each Membership category

9.8 New Members

- (a) New Members shall be elected by the Board and the Board must ensure that each candidate for membership:
 - (i) fulfils all eligibility criteria prescribed by the Company, for the class of membership to which that person is to be admitted, as prescribed in the Definition above; and
 - (ii) must be over the age of 18 years (with the exception of Junior Members); and
 - (iii) agrees to be bound by this Constitution and any By-Laws; and

- (iv) pays the relevant entrance fee and relevant subscription fees (if any) prescribed for that class of membership as determined by the Board from time to time.
- (b) The procedure for the election of Members will be determined by the Board.

9.9 Fees for membership subscription

The fees for annual subscription for the different categories of Members will be determined by the Board, from time to time, subject to the following:

- (i) Life Members and Honorary Life Members are not required to pay such subscription.
- (ii) Active Life Members will be entitled to a reduced subscription at a rate to be determined from time to time by the Board.
- (iii) Absentee/Country Members will be required to pay a joining fee but be entitled to a reduced subscription.
- (iv) Youth Members and Crew Members will have no joining fee but will be required to pay a set annual fee.
- (v) Crew Members who after 3 years of continuous membership opt to become Ordinary Members subject to paying the full annual subscription shall not be required to pay the joining fee providing they proceed to pay the annual subscription as and when it falls due.

9.10 Ceasing to be a Member

A Member ceases to be a Member on;

- (i) resignation;
- (ii) death;
- (iii) becoming bankrupt or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- (iv) becoming of unsound mind or a person whose estate is liable to be dealt with in any way under a law relating to mental health;
- (v) the termination of the person's membership, or
- (vi) expulsion.

9.11 Resignation

A Member may resign membership by notice in writing to the Company with immediate effect or with effect from a specified date occurring not more than six months after the service of the notice providing all monies owing to the Company shall be paid.

9.12 Termination of Membership for failure to pay moneys

- (a) If a Member fails to pay any annual subscription fee or other amount to the Company within two months of its due date (or such longer period as the Board may determine in a particular circumstance), the Secretary may give written notice to the Member requiring payment within one month.

- (b) If the amount to be paid remains unpaid at the expiry of that one month period the Member will automatically cease to be a Member and the person's name will be removed from the Register.

9.13 Reinstatement

Notwithstanding anything else in this Constitution, where a person has ceased to be a Member by reason only of non-payment of subscription fee, on payment of the full amount due, the Secretary shall arrange for that person to be proposed in a written application for reinstatement by a Director and shall cause the applicant's name and address to be conspicuously displayed on the Company's premises for at least seven days. The Board may at any meeting after 14 days from the date of such display elect that person as a Member without requiring the payment of any entrance fee.

9.14 Disciplinary Procedures

If a Member fails to comply with this Constitution or the By-Laws or is, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Company or unbecoming of a Member or such as to render the Member unfit for membership, the Board may:

- (a) reprimand the Member;
- (b) fine the Member, provided that such fine shall not exceed one half of the annual subscription of a Full Member of the Club;
- (c) suspend the Member from exercising the rights and privileges of membership for such period as the Directors determine; or
- (d) expel the Member.

9.15 Procedure to expel a Member

- (a) The Board may, by resolution, expel from the Company any Member and remove that Member's name from the Register of Members.
- (b) At least 7 days before the Board holds a meeting to consider a resolution to expel a Member, the Board must give a written notice, to the Member, which states:
 - (i) the allegations against the Member;
 - (ii) the proposed resolution for the Member's expulsion;
 - (iii) that the Member has an opportunity at the meeting to address the allegations either orally or in writing; and
 - (iv) that if the Member notifies the Secretary in writing at least 24 hours before the Board meeting, subject to Section 249F of the Corporations Act the Member may elect to have the question of that Member's expulsion dealt with by the Company in a general meeting.
- (c) Where a general meeting is held to consider whether a Member should be expelled, a Member will be expelled on the passing of a resolution by a majority of those present and voting in favour of the expulsion of that Member. The voting for a resolution under this rule will take place by way of a poll.
- (d) The Directors must comply with the principles of natural justice when acting under this Rule.

10 Meetings of Members

10.1 General meetings

- (a) The Company must hold an Annual General Meeting.
- (b) A meeting of Members may also be convened at any time by the Board.
- (c) A meeting of Members must be convened within 21 days when requested by Members with at least 20 per cent of the votes that may be cast at the general meeting. The request must:
 - (h) be in writing; and
 - (ii) state any resolution to be proposed at the meeting; and
 - (iii) be signed by the Members making the request; and
 - (iv) be given to the Company.

10.2 Notices and reports to Members

Members may choose to receive paper copies of Notices of Meetings and Annual Reports in the mail or Members may make an election to receive them electronically.

10.3 Notice of General Meeting

- (a) Except where Section 249H(2) of the Corporations Act applies, at least 21 days' notice must be given of a meeting of the Members, exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given.
- (b) A notice of a general meeting must:
 - (i) set out the place, date and time of meeting and, if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner; and
 - (ii) state the general nature of the business to be dealt with at the meeting; and
 - (iii) if a Special Resolution is to be proposed, set out an intention to propose the Special Resolution and clearly state the resolution.
- (c) The non-receipt of notice of a general meeting by, or the accidental omission to give notice of a general meeting to, any person entitled to receive that notice does not invalidate any resolution passed at the general meeting.

10.4 Postponement or cancellation of meeting

Subject to Sections 249D(5) and 250N of the Corporations Act, the Board may cancel or postpone a meeting to a date and time determined by them and subject to the following:

- (a) written notice of cancellation or postponement of a general meeting must be given individually to each Voting Member and must specify the reason for cancellation or postponement;
- (b) A notice postponing the holding of a general meeting must specify:
 - (i) a date and time for the holding of the rescheduled meeting; and
 - (ii) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and

- (iii) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner;
- (c) The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days notice of a general meeting required to be given by this Constitution;
- (d) The only business that may be transacted at a postponed general meeting is the business specified in the notice convening the original general meeting.
- (e) The accidental omission to give notice of the cancellation or postponement of a meeting or the non-receipt of any such notice by any Voting Member or person entitled to notice does not invalidate that cancellation or postponement or any resolution passed at a postponed meeting.
- (f) This Rule does not apply to a general meeting convened by Voting Members under Section 249F of the Corporations Act or by the Board pursuant to a request of Voting Members under the Corporations Act.

10.5 Auditor entitled to notice of meeting

The Company must give its auditor:

- (a) notice of a general meeting in the same way that a Voting Member is entitled to receive notice; and
- (b) any other communications relating to the general meeting that a Voting Member is entitled to receive.

11 Proceedings at General Meetings of Members

11.1 Representation of Member

A Voting Member must be present and vote in person, or comply with the procedures stipulated in the Constitution for voting by Proxy. No member shall be entitled to vote at any meetings unless they are a paid up member. A paid up member is defined as having paid their annual subscription at the time of the Annual General Meeting. In addition, all other moneys owing to the Club must be fully paid within 30 days of the rendering of the final statement or invoice unless there are circumstances as determined by the Honorary Treasurer or other officer as authorised by the Board.

11.2 Voting by Proxy

- (a) On a poll votes may be given either personally or by proxy..
- (b) The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing..
- (c) Any instrument of proxy in which the name of the appointee is not filled in will be deemed to be given in favour of the chairperson.

11.3 Instruments appointing a proxy

- (a) An instrument appointing a proxy will be in writing under the hand of the appointer or his attorney duly authorised in writing.

- (b) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.
- (c) An instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.
- (d) An instrument appointing a proxy will be in the form or in a form that is similar to the following form as the circumstances allow:

I _____, of _____, being a Voting Member of the Sydney Amateur Sailing Club, hereby appoint, _____, of _____, as my proxy to vote for on my behalf at the General Meeting of the general meeting of the company to be held on the date of _____, and at any adjournment of that meeting. Signed this day of _____.

11.4 Validity of instrument

An instrument appointing a proxy will not be treated as valid unless,

- (a) the signed instrument or a certified copy of the signed instrument, and the power of attorney or other authority (if any) under which the instrument is signed, is deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and
- (b) In the case of a poll, the signed instrument or a certified copy of the signed instrument, and the power of attorney or other authority (if any) under which the instrument is signed, is deposited, not less than 24 hours before the time appointed for the taking of the poll, at the registered office of the Company.

11.5 Quorum

- (i) There is a quorum at a general meeting if ten per cent (10%) of Voting Members entitled to vote are present.
- (ii) An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it.
- (iii) If within 30 minutes after the time appointed for a meeting a quorum is not present, the meeting:
 - (i) if convened by, or on request of, Voting Members, is dissolved; and
 - (ii) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Board appoints.
- (iv) If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

11.6 Appointment and powers of chairman of general meeting

- (a) The Commodore shall preside as chairman at a general meeting.
- (b) If a general meeting is held and the Commodore is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside as chairman of the meeting (in order of precedence):

- (i) the Vice Commodore;
 - (ii) the Rear Commodore;
 - (iii) the Captain;
 - (iv) a Director chosen by a majority of the Directors present;
 - (v) the only Director present;
 - (vi) a Voting Member chosen by a majority of the Voting Members present in person.
- (c) The chairman of a general meeting:
- (i) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
 - (ii) may require the adoption of any procedure which is in the chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting;
 - (iii) may, having regard where necessary to the Corporations Act terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting; and
 - (iv) in these circumstances a decision by the chairman is final.

11.7 Adjournment of general meetings

- (i) The chairman may, at any time during a meeting, and must if so directed by the meeting, adjourn the meeting to a new day, time or place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (ii) In exercising the discretion to adjourn a meeting, the chairman may seek the approval of the Voting Members present.
- (iii) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more, in which circumstance, a notice of the adjourned meeting must be given as required for the original meeting.
- (d) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

11.8 Voting on a resolution

- (a) At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded:
 - (i) before the vote is taken;
 - (ii) before the voting results on the show of hands is declared; or
 - (iii) immediately after the voting results on the show of hands is declared, by the chairman; or
 - (iv) by not less than three Members entitled to vote on the resolution.
- (b) On a show of hands, a declaration by the chairman is conclusive evidence of the result.

11.9 Questions decided by majority

Subject to the requirements of the Corporations Act, (except where a Special Resolution is required) a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

11.10 Poll

- (i) If a poll is properly demanded, it must be taken at the time of the meeting and the result of the poll is the resolution of the meeting.
- (ii) A poll may not be demanded on the election of a chairman and a poll demanded on a question of adjournment must be taken immediately.
- (iii) A demand for a poll may be withdrawn.
- (iv) A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

11.11 Equality of votes - chairman's casting vote

If there is an equality of votes:

- (a) on a poll, but not on a show of hands; or
- (b) for two or more candidates on a ballot, then

the chairman of the meeting is entitled to a casting vote in addition to any vote to which the chairman is entitled as a Member.

12 Votes of Members

12.1 Entitlement to vote

- (a) each Voting Member in attendance at a general meeting has one vote; and
- (b) a Member is not entitled to be present or to vote at a general meeting if at the date of the meeting that Member's annual subscription fees or other moneys payable by that Member to the Company are in arrears by more than two months (or such longer period as the Board may allow in special circumstances).

12.2 Objection to voting qualification

- (a) An objection may not be raised to the right of a person to attend or vote at a meeting or an adjourned meeting except at that meeting or the adjourned meeting.
- (b) Any such objection must be referred to the chairman of the meeting, whose decision is final.
- (c) A vote not disallowed under such an objection is valid for all purposes

13 Flags and Club Burgee

13.1 Club Burgee and Racing Flag

- (a) The Club Burgee is a white triangular pennant with a deep blue cross.
- (b) The Club Racing Flag is white rectangular flag with a deep blue letter 'A'.

13.2 Flag Officers' ' Burgees

- (i) The Commodore's burgee is a white rectangular flag with swallow tail and deep blue cross.
- (ii) The Vice-Commodore's burgee is a similar flag with one black ball in upper canton.
- (iii) The Rear Commodore's burgee is a similar flag with two black balls.
- (iv) The Captain's burgee is a similar flag with black balls in one upper canton and both lower cantons.
- (v) A retired Commodore's burgee is a similar flag with the letter 'R' in the lower canton

13.3 Club Ensign

The club ensign shall be the Australian Red ensign.

13.4 Flying of Burgee

The by-laws shall provide that the burgee must not be flown on any yacht that is owned by a Member unless the Member is present when that yacht is being used.

Schedule A

Company Limited by Guarantee
and not having a share capital

MEMORANDUM OF ASSOCIATION
of
SYDNEY AMATEUR SAILING CLUB

1. The name of the Company is "Sydney Amateur Sailing Club", hereinafter referred to as the "Club".
2. The objects for which the Club is established are:-
 - (a) To encourage and promote the sport of amateur yachting and boating and cruising for pleasure and the building and sailing of yachts and boats.
 - (b) To encourage and promote amateur yachting races of any kind in and around the region of Sydney Harbour and anywhere in New South Wales or any State of Australia or elsewhere.
 - (c) To purchase take on lease or otherwise acquire land for the furtherance of the foregoing objects and to provide on such land or elsewhere in a convenient situation a club house or club houses boathouses wharves jetties piers boat slips ship and boat building repairing sheds dining and refreshment rooms garages libraries and generally all such other buildings and other facilities as may be required for the use and convenience of members of the Club and their friends.
 - (d) In furtherance of the objects of the Club to purchase take on lease acquire all kinds of personal property or build and to sell lease or otherwise dispose of boats yachts punts and ships of all descriptions.
 - (e) To provide for the members of the Club and their friends all or any of the benefits privileges advantage conveniences and accommodation usually to be obtained at a Club of a similar nature including reading smoking and writing rooms library residential accommodation and refreshment rooms and sports games and pastimes of all kinds whether indoor or outdoor.
 - (f) In furtherance of the aspects of the Club to supply buy prepare sell and deal in meals refreshments and provisions and all kinds of liquor (whether intoxicating or not) tobacco cigars cigarettes papers, magazines, books and publications sports equipment stationery and other articles and things likely to be required by members of the Club and their friends. Provided that any profits gained from any such sales or dealings shall be used solely in furtherance of the objects of the Club.

- (g) To apply for obtain and hold any licences necessary to be obtained and held for the purpose of effectuating all or any of the objects of the Club including a licence or licences for the sale and consumption of intoxicating liquors and the sale of tobacco cigars and cigarettes and other commodities and to procure any person or persons to act as licensee or licensees and to hold any such licence or licences on behalf of the Club.
- (h) In furtherance of the objects of the Club to promote either alone or jointly with any other club association or persons amateur yacht races and boat races and matches competitions and exhibitions in relation to yachting and boating and yachts and boats or in relation to any other amateur sports or pastimes and to offer give or contribute to prizes trophies and awards and to guarantee and to offer give or contribute to prizes trophies and awards and to guarantee prize money and expenses in connection with any such races matches competitions and exhibitions and generally to foster promote encourage and support the sports of amateur yachting and boating and yacht racing and boat racing. Provided that no member of the Club shall receive any prize award or distinction except as a successful competitor at any match sporting event trial or held or promoted by the Club or to the cost of holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said match sporting event trial or competition may be awarded to him.
- (i) To promote and foster social intercourse amongst the members of the Club and for such purpose to promote give and provide concerts entertainments and amusements banquets and dinners balls and dances.
- (j) To provide the members with information and assistance for the arrangement and carrying out of cruises by means of charts sailing regulations books relating to cruising and such other means as may from time to time be determined by the Club or the Board of Directors.
- (k) To publish privately for the use of members a journal containing records of yacht races and accounts of cruises and articles and information relating to yachts and yachting generally.
- (l) To hire appoint and employ all classes of persons considered necessary for the purposes of the Club and subject to Clause 3 to pay to them and to other persons in return for services rendered to the Club salaries wages gratuities and pensions.
- (m) To invest and deal with the money of the Club not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (n) In furtherance of the objects of the Club to sell improve manage develop exchange lease mortgage dispose of turn to account or otherwise deal with all or any of the property and rights of the Club.
- (o) 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.
- (p) To support and subscribe to any charitable or public body or to any institution society or club which

may be for the benefit of the Club or its employees, or may be connected with the sport of yachting or boating; to give pensions, gratuities, or charitable aid to any person who may have served the Club, or to the wife, widow, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Club.

- (q) In furtherance of the objects of the Club to establish or promote, or assist in establishing or promoting and to subscribe to, or become a member of, any other Club or association whose objects are similar or in part similar to the objects of the Club or the establishment or promotion of which may be beneficial to the Club, and whose constitution shall prohibit the distribution of its income and property among its members to an extent not less than is provided by Clause 3 of this Memorandum.
- (r) To borrow or raise and give security for money by the issue of or upon bonds debentures debenture stock bills of exchange promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the property of the Club.
- (s) To enter into any arrangements 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.
- (t) To draw accept endorse discount execute and issue cheques drafts orders promissory notes bills of exchange bills of lading warrants bonds coupons debentures and other negotiable or transferable instruments.
- (u) To pay all costs charges and expenses of and incidental to or in connection with the incorporation of the Club.
- (v) To do all such other lawful things as in the opinion of the Club are incidental or conducive to the attainment of the above objects or any of them and to create from time to time by-laws.
- (w) 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 or associations with which the Club is authorised to amalgamate.
- (x) In furtherance of the objects of the Club to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the companies institutions societies or associations with which the Club is authorised to amalgamate.
- (y) To take any gift or property whether subject to any special trust or not for any one or more 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 such trusts.

- (z) In furtherance to the objects of the Club as set out in this Memorandum to print publish and circulate or otherwise deal with newspapers books circulars technical and historical information race programmes and information concerning and related to the sport of sailing and yachting and of the Club's activities.

3. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as 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 or to any of them 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 or other persons in return for services actually rendered to the Club nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers in Sydney for overdrawn accounts on money borrowed by the Club from any member for any of the purposes of the Club or reasonable and proper rent for premises demised or let by any member to the Club but so that no member of the Board of Directors or other governing body of the Club shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Club to any member of such Board or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club. Provided that the provision last aforesaid shall not apply to any payment to any railway gas electric light water cable or telephoning company of which a member of the Board or governing body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share or profits he may receive in respect of such payment.
4. The third Clause of this Memorandum contains conditions on which a license is granted by the Minister to the Club in pursuance of Section 24 of the Companies Act, 1961.
5. The liability of the members is limited.
6. 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 afterwards for payment of the debts and liabilities to the Club contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding fifty dollars (\$50.00).
7. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance-sheet ascertained by one or more properly qualified Auditor or Auditors.

8. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other institution or institutions having objects altogether or in part 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 of this Memorandum of Association such institution or institutions to be determined by the members of the Club at or before the time of dissolution and so far as effect cannot be given to the aforesaid provision then to some charitable object.
9. The place in New South Wales in which the registered office of the Club is proposed to be situate is Sydney.
10. The Subscribers of the Company shall be:-

Arthur William Merrington
15 Lucretia Avenue
Longueville –Jeweller

Bob Wild
32b Pacific Street
Watsons Bay - Factory Manager

Anthony Furze
10 Greycliffe Avenue
Vaucluse – Pharmacist

Ronald Alfred Lee
21 Lucretia Avenue
Longueville - Company Director

James Arthur Middleton
89 William Edward Street
Longueville - Chartered Electrical Engineer

Nicholas George Cassim
13 Brighton Street
Balgowlah - Solicitor

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions
of Subscribers

Witness to Signatures

Arthur William Merrington
15 Lucretia Avenue
Longueville
Jeweller

J. Jeweller
6 Roe Street
North Bondi

Bob Wild
32b Pacific Street
Watsons Bay
Factory Manager

J. Jeweller

Anthony Furze
10 Greycliffe Avenue
Vaucluse
Pharmacist

J. Jeweller

Ronald Alfred Lee
21 Lucretia Avenue
Longueville
Company Director

J. Jeweller

James Arthur Middleton
89 William Edward Street
Longueville
Chartered Electrical Engineer

J. Jeweller

Nicholas George Cassim
13 Brighton Street
Balgowlah
Solicitor

J. Jeweller

DATED THIS

12th

day of

September 1962

Company Limited by Guarantee
and not having a share capital

ARTICLES OF ASSOCIATION
of
SYDNEY AMATEUR SAILING CLUB

INTERPRETATION

1. In these Articles unless there be something in the subject or context inconsistent therewith the following words and expressions shall have the several meanings hereby assigned to them that is to say:

"The Club" means the above named company.

"Special Resolution" and "Extraordinary Resolution" shall have the meanings assigned thereto respectively by the Corporations Act 2001.

Words importing the singular number only shall include the plural number and words importing the plural number only shall include the singular number.

Words importing the masculine gender shall include the feminine gender.

Words importing persons shall include companies corporations and public bodies.

"The Articles" shall mean these Articles of Association.

"The Register" shall mean the Register of Members to be kept pursuant to the Corporations Act 2001.

"Office" shall mean the registered office for the time being of the Club.

"Month" shall mean calendar month.

The expression "Ordinary Members" whenever used in these Articles means and includes all members other than those included in any of the classes (b), (c), (d), (e), (f), (g), (h), (i) and (j) as defined in Article 4.

"The Board" shall mean the Board of Directors for the time being of the Club.

"Director" means any person occupying the position of Director by whatever name called.

"Writing" shall include printing lithography typewriting and any other mode of representing or reproducing words in a visible form.

"The Act" shall mean the Corporations Act 2001 or any statutory modification amendment or re-enactment thereof for the time being in force.

"Secretary" includes the assistant or acting secretary or honorary secretary or any substitute for the time being for the secretary.

"By Laws" means the By-laws for the time being in force set out in a By-laws Register kept by the Secretary of the Club.

2. The number of members with which the Club proposes to be registered is 219 but the Board may from time to time register an increase or decrease of members and may at its discretion limit membership to any number.

3. The first members of the Club shall be:

- (a) The signatories to the Memorandum of Association and these Articles, and
- (b) Every person who at the incorporation of the Club was a member at the incorporated Club known as "Sydney Amateur Sailing Club" and who shall have paid all subscriptions and other moneys payable by him as a member of the said incorporated Club. A member of the Club who previously to his agreeing to become a member shall have paid his subscription due on the first day of July, 1962 as a member of the said incorporated Club shall not be liable to pay any further sum by way of annual subscription to the Club for the period prior to the date up to which such subscription shall have been paid.

Subject as aforesaid the members of the Club shall be such persons as shall be elected in accordance with the provisions of these Articles.

4. The Club shall consist of members divided into the following classes:

- (a) Ordinary members who shall be entitled (subject to the provisions of these Articles and any by-laws made thereunder for the time being in force) to exercise and enjoy all the rights and privileges provided for members by the Club:
- (b) Honorary Life Members as hereinafter defined.
- (c) Life Members as hereinafter defined.
- (d) Country Members as hereinafter defined.
- (e) Honorary Members as hereinafter defined.
- (f) Associate Member as hereinafter defined.
- (g) Junior Member as hereinafter defined.
- (h) Absentee Members as hereinafter defined.
- (i) Provisional Member as hereinafter defined.
- (j) Intermediate Members as hereinafter defined.

5 Every candidate for membership except in the case of associate members or junior members must be over the age of eighteen years and who are bona fide amateurs as determined by the Directors and who follow the sport of sailing or yachting.

HONORARY LIFE MEMBERS

6. Any person who has in the opinion of the Board rendered valuable service to the Club may on the recommendation of the Board be elected as an Honorary Life Member by resolution of a general meeting. Subject to the provisions of these Articles an Honorary Life Member shall be entitled to exercise and enjoy all the rights and privileges of any ordinary member without the need for payment of further subscription.

LIFE MEMBERS

7. Any person who has paid thirty-five (35) annual subscriptions or who, after a period of ten (10) years or such other period as the Directors in their discretion may see fit pays in a lump sum an amount of thirty five (35) annual subscriptions or such other amount as may be required by the Directors allowing for the sum already paid. Such person shall be entitled to exercise and enjoy all the rights and privileges of an ordinary member by paying such sum as the Board may determine from time to time.

COUNTRY MEMBERS

8. Any person who resides outside a radius of 80 kilometres from Sydney and is not engaged professionally or in business in Sydney may apply for membership as a country member. Any country member who subsequent to his election becomes resident within the said radius or becomes engaged professionally or in business in Sydney shall within thirty days thereafter or within such extended time as the Board may allow be entitled to become an ordinary member on giving the Board notice in writing of his desire so to do and on payment of the subscription payable by an ordinary member under Article 16 for the then current year less the subscription paid by him in respect of that year as a country member and any ordinary member who subsequent to his election as such becomes resident outside the said radius and who is engaged professionally or in business in Sydney shall be entitled to become a country member on giving to the Board notice in writing of his desires to do provided that he shall have paid all subscriptions and other moneys then due and owing by him to the Club and that an ordinary member so becoming a country member shall not be entitled to any rebate or allowance in respect of the annual subscription paid or payable by him for the then current year. For the purposes of this Article the ruling of the Board shall be conclusive as to whether a country member or an applicant for membership as a country member is resident outside a radius of 80 kilometres from Sydney or is engaged professionally or in business in Sydney.

PATRONS

9. The Board may from time to time if they think fit elect a patron or patrons of the Club who shall be ex officio an honorary member or honorary members.

HONORARY MEMBERS

10. (i) Persons visiting Sydney whose place of residence is not within the radius of 80 kilometres from Sydney may be admitted by the Board as honorary members for a period not exceeding three months if introduced by a member and nominated by two Directors.

- (ii) Any member of a recognised Yacht Club or such other persons selected by the Directors or their nominee for a period not exceeding sixty (60) days.

11. Honorary members shall not be entitled to vote at meetings of the Club nor to hold any office in the Club nor to introduce visitors to the Club. Except as aforesaid they shall be entitled to exercise and enjoy all the rights and privileges of ordinary members.

No entrance fee subscription or levy shall be payable by honorary members.

ASSOCIATE MEMBERS

12. The Board may admit to membership as an associate member any person over the age of twenty-one years. Associate members shall not be entitled to vote at any meetings of the Club or be eligible for appointment to the office of Director or any other office in the Club but otherwise shall be entitled to exercise and enjoy all the rights and privileges of ordinary members.

13. The Board may before admitting any person for membership as an associate member require such evidence as it shall think necessary as to age and character and otherwise as to suitability of such person for membership and the decision of the Board as to whether any person shall or shall not be admitted as an associate member shall be conclusive.

JUNIOR MEMBERS

14. The Board may on the application of any ordinary member or life member admit any person under the age of eighteen years to membership as a junior member. Junior members shall not be entitled to vote at any meetings of the Club and shall be entitled to exercise and enjoy only such of the rights and privileges of members as the Board may from time to time determine. Before admitting any person as a junior member the Board may require the applicant to furnish such evidence as it may think necessary as to the age and character and otherwise as to the suitability of such person for admission.

If a junior member on attaining the age of eighteen years or within three months thereafter apply to the Board for admission as an intermediate member and pay to the Club the annual subscription for the time being payable by an intermediate member he or she thereupon may become at the discretion of the Board and be enrolled as an intermediate member.

ABSENTEE MEMBERS

15. If any member shall be absent from the Commonwealth of Australia for any extended period and shall prior or subsequent to his departure from the Commonwealth have notified the secretary in writing of his intended absence his name shall be entered in a list of absentee members to be kept by the secretary and he shall be liable for such

subscription in respect of period of his absence as the Directors may from time to time prescribe for such members. Within two weeks after an absentee member shall have returned to the Commonwealth he shall notify the secretary of that fact in writing when his name shall be removed from the said list. Such member shall thereupon become liable for the usual subscription then in force or such balance as may then be due.

PROVISIONAL MEMBERS

16. Provisional member is a person who in the opinion of the Directors may be elected to membership by the Directors without the necessity of a nominator and seconder and who shall be entitled to the privileges of any ordinary member to any period not exceeding one year but who shall not be entitled to vote at any ordinary or extraordinary meeting of the Club provided that such person may be required to pay such subscription and membership fees as the Directors may decide PROVIDED THAT such membership may be determined by the Board at its discretion without assigning any reason therefor.

INTERMEDIATE MEMBERS

16.1 The Board may admit a person to membership as an intermediate member according to these articles in which event the following conditions shall apply:

- (a) Such person shall at the time of application be over the age of 18 and under the age of 23 years. No entrance fee shall be payable for this class of membership.
- (b) A junior member attaining the age of 18 years as detailed in article 14 shall be entitled to intermediate membership without an entrance fee.
- (c) Intermediate members shall not be entitled to vote at any meetings of the Club and shall only be entitled to exercise and enjoy only such rights and privileges of members as the Board may from time to time determine.
- (d) If an intermediate member on attaining the age of 23 years or within three months thereafter apply to the Board for admission as an ordinary member and pay to the Club the annual subscription for the time being payable by an ordinary member he or she shall at the discretion of the Board be enrolled as an ordinary member with the rights and privileges thereof.

ENTRANCE FEES AND SUBSCRIPTIONS

17. The entrance fee and annual subscription payable by members of the Club shall be such as the Club in general meeting shall from time to time prescribe, provided that until the Club shall otherwise resolve the entrance fee shall be \$30.00 and the annual subscription shall be \$20.00 or such entrance fee and subscription as the Club shall determine from time to time.

18. Persons admitted to membership under Article 3 (b) shall not be required to pay entrance fees.

19. A person admitted to membership under Article 3 (b) shall be deemed to have been a member of the Club during the period of his membership of the said incorporated Club.

20. Annual subscriptions shall be due and payable on the first day of July in each year in advance.

ELECTION OF MEMBERS

21. For the purpose of electing new members there shall be an election committee consisting of the Directors of the Club who shall determine by-laws for the method of election of members to the Club.

TERMINATION OF MEMBERSHIP

22. If the annual subscription or any other moneys due and payable by a member to the Club shall be in arrears for a period of three (3) months after becoming due such member may thereupon cease to be a member unless otherwise decided by the Directors but shall remain liable for all subscriptions and other moneys then owing by him to the Club.

23. Notwithstanding anything elsewhere provided by these Articles, where a person has ceased to be a member by reason of non-payment of subscription and has thereafter paid the same in full prior to the close of the then current financial year the Secretary on request by such person shall arrange that he be proposed in writing by some Member of the Board and shall cause such proposal setting forth such person's name and address, to be conspicuously displayed on the Club's premises for at least 7 days, after which the Board may, at any meeting thereof held not earlier than 14 days after the date of such proposal, forthwith elect such person as a Member without liability for any entrance fee. The Board may prescribe for the purpose of this Article, a suitable form of proposal, on which shall be endorsed the terms of this Article.

24. A member may at any time by notice in writing to the Board resign his membership of the Club but shall remain liable for all subscriptions and other moneys due and owing by him to the Club at the date of his resignation.

25. If any member shall willfully refuse or neglect to comply with the provisions of the memorandum or articles of association of the Club or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interest of the Club the Committee shall have power to expel the member from the Club and erase his name from the Register of Members provided that at least one week before the meeting of the Committee at which a resolution for his expulsion is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution for his expulsion and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution for his expulsion is to be considered by the Committee, elect to have the question of his expulsion dealt with by the Club in general meeting and in that event an extraordinary general meeting of the Club shall be called for the purpose and if at the meeting a resolution for the expulsion of the member be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member shall be expelled and his name removed from the Register of Members.

GENERAL MEETINGS

26. The first general meeting shall be held at such time not being less than one month nor more than three months after the incorporation of the Club and at such place as the Board shall determine.

27. Subsequent general meetings shall be held once at least in every calendar year at such time not being more than fifteen months after the holding of the last preceding general meeting, and at such place as may be determined by the Board.

28. The above mentioned general meeting shall be called "annual general meetings" and all other general meetings except monthly general meetings shall be called "extraordinary general meetings".

29. In addition to the annual general meetings and extraordinary general meetings, general meetings (hereinafter called monthly general meetings) may be held during the year by the Directors as may be determined by them provided that any monthly general meeting may by resolution alter the day appointed by the Directors for the next following monthly general meeting.

30. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extra-ordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as required by the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any Director or any two members of the Club may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

31 Subject to the provisions of Section 249 of the Act relating to special resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place, the day, and the hour of the meeting, and, in case of special business the general nature of that business shall be given to the members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Club in general meeting to such persons as are under the regulations of the Club entitled to receive such notices from the Club but then on receipt of such a notice by any member shall not invalidate the proceedings at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

32. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall be the consideration of the accounts balance sheets and the report of the Board and Auditors, the election of Officers, Directors and Auditors and such general business as may be necessary to conduct the Club's affairs.

33. Twenty members or ten percent of the number of members with which the Club is registered whichever is the greater personally present and entitled to vote shall be a quorum for a general meeting and no business shall be transacted at any general meeting unless the quorum requisite be present at the commencement of the business.

34. The senior flag officer present shall be entitled to take the chair at every general meeting. If no flag officer shall be present within fifteen minutes after the time appointed for holding such meeting or if none of such officers present shall be willing to act, the Directors present shall choose one of the Directors to be chairman, and if no Director present be willing to take the chair the members shall choose one of their number to be chairman.

35. If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week, at the same time and place or such other day, time and place as the Board may by notice to the members appoint. If at such adjourned meeting a quorum is not present any ten members who are personally present shall be a quorum, and may transact the business for which the meeting was called.

36. The chairman of a general meeting may, with the consent of the meeting adjourn the same 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 said adjournment took place. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting otherwise than by a notice to be exhibited in the club room for at least four days previously to the adjourned date.

37. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five members present in person or by proxy and entitled to vote and unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Club shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

38. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

39. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

40. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

41. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

VOTES OF MEMBERS

42. Every member of the Club (except an honorary member, an associate member, a junior member, a provisional member or an absentee member) shall have one vote and no more. No member shall be entitled to vote at any meetings unless they are a paid up member. A paid up member is defined as having paid their annual subscription at

the time of the Annual General Meeting. In addition, all other moneys owing to the Club must be fully paid within 30 days of the rendering of the final statement or invoice unless there are circumstances as determined by the Honorary Treasurer or other officer as authorised by the Board.

43. On a poll votes may be given either personally or by proxy.

44. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing.

45. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

46. An instrument appointing a proxy may be in the following form or any other form which the Directors shall approve:

SYDNEY AMATEUR SAILING CLUB

I, _____ of _____
in the _____ of _____
being a member of the Sydney Amateur Sailing Club hereby appoint _____ of _____
as my proxy to vote for me on my behalf at the (ordinary or extraordinary as the case may be) general meeting of the
Club to be held on the day of _____
and at any adjournment thereof.

Signed this _____ day of _____ 20____

47. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

48. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death of the principal or revocation of the proxy, provided no intimation in writing of the death or revocation shall have been received at the office before the meeting.

49. Without the consent of the Board no person shall be appointed a proxy who is not a member.

OFFICERS

50. The officers of the Club shall consist of a Commodore, a Vice Commodore, a Rear Commodore, immediate Past Commodore, and an Honorary Treasurer.

The Commodore, Vice Commodore and Rear Commodore shall be the flag officers of the Club. The Commodore, Vice Commodore and Rear Commodore shall each be the owner of a Sailing Yacht on the Club's Yacht Register and shall each have been a member for a period of at least twelve months immediately preceding the date of his election to such office. The Board may at their discretion appoint an Honorary Commodore who shall thereby become a flag officer of the Club. Only the Queen's Representative shall hold the office of Honorary Commodore.

DIRECTORS

51. The management and control of the business and affairs of the Club and the custody and control of its funds and property shall subject to the Memorandum of Association and these Articles be vested in a Board of Directors consisting of not less than eleven and not more than fifteen members and to be constituted as hereinafter provided.

52. The Directors shall be the Officers of the Club, Honorary Secretary, Captain of Racing and not less than six other ordinary members three of such other members shall be owners of sailing yachts on the Club's Yacht Register provided that if two or more of such other members are joint owners of a yacht only one of such joint owners shall be deemed to be the owner for the purposes of this Article. All Directors must be members of at least twelve months standing.

53. The first Directors shall be Arthur William Merrington, Charles Robert Warren, Nicholas George Cassim, Anthony Furse, James Arthur Middleton, Frederic Wrobol, William David Rayment, Donald William Gale, Bob Wild, George Jackson, Frank Collins, Ernest Joseph Merrington, Ronald Alfred Lee, John Jackson, Brian Woods.

54. No Director or officer shall receive any remuneration for his services.

MINUTES OF MEETINGS

55. The Board shall cause minutes to be duly entered in books provided for the purpose -

- (a) of all appointments of officers.
- (b) of the names of the Directors present at each meeting of the Directors and of committees of Directors and of the election committee.
- (c) of all orders made by the Directors and committees of Directors.
- (d) of all resolutions and proceedings of general meetings, and of meetings of the Directors and committees.

And any such minutes if purporting to be signed by the chairman of the meeting to which they relate, or by the chairman of the next succeeding meeting, shall be received as conclusive evidence of the facts therein stated.

ROTATION OF DIRECTORS

56. At every annual general meeting all the officers and Directors shall retire from office and shall be eligible for re-election. PROVIDED no Director shall be eligible to be re-elected as Commodore, Vice Commodore or Rear Commodore if he has held such office for three consecutive years immediately prior to the General Meeting at which the

election is held and further provided that the Flag Officers and directors in office of Sydney Amateur Sailing Club on the formation of this Club shall be the first Flag Officers and Directors of this Club and need not be elected in accordance with the terms hereof.

57. The Club at every annual general meeting at which officers and other Directors retire in manner aforesaid shall fill up the vacated offices by electing a like number of persons to be officers and Directors and in default the retiring officers and Directors shall be deemed to have been re-elected unless at such meeting it shall be resolved (in the case of a Director not being an officer) not to fill up the vacated office.

58. The election of officers and other Directors shall take place in the following manner -

- (a) At least twenty one days before the annual general meeting to be held in each year written notice and nomination forms shall be served on the members inviting them to nominate candidates to serve as officers and Directors for the ensuing year.
- (b) Any two members entitled to vote may nominate any other member having the necessary qualification under Articles 50 and 52 to serve as an officer or other Director.
- (c) Completed nomination forms must bear the names and signatures of the candidate and his proposer and seconder and must reach the Secretary or a person nominated by the Board at least eleven (11) days before the annual general meeting. The time of closing will be at 17:00 hours in the Club office. Notice of each and every candidature shall at least seven (7) days prior to the meeting at which the election is to take place be served on the members.
- (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in order as they are drawn from a container, and each member present at the ordinary general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (e) In case there shall not be a sufficient number of candidates nominated the Directors shall fill up the remaining vacancy or vacancies.
- (f) If two or more candidates obtain an equal number of votes another ballot shall if necessary be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes, the Directors shall select by lot from such candidates the candidate or candidates who is or are to be elected.

59. The office of a member of the Board shall be vacated if the member of the Board

- (a) ceases to be a member of the Club
- (b) becomes bankrupt
- (c) holds any office of profit under the Club; or
- (d) becomes prohibited from being a Director of a company by reason of any order made under the Companies Act, or

- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health.
- (f) resigns his office by notice in writing to the Club. or
- (g) is directly or indirectly interested within the meaning of Section 191 of The Act in any contract with the Club or participates in the profits of any contract with the Club. Provided however, that a member of the Board shall not vacate his office by reason of his being a member of any corporation society or association which has entered into contracts under or done any work for the Club if such corporation society or association is among the class of companies referred to in the second proviso to Clause 3 of the Memorandum of Association of the Club and if he shall have declared the nature of his interest in manner required by Section 191 of the Act; or
- (h) fails to attend three consecutive Director's Meetings and does not, if requested. furnish a satisfactory explanation of his absence, or is not given leave of absence by the Board.

A member of the Board shall not vote in respect of any contract in which he is interested or any matter arising thereto and if he does so vote his vote shall not be counted. Provided always that nothing in this Article shall affect the operation of Clause 3 of the Memorandum of Association of the Club.

PROCEEDINGS OF DIRECTORS

60. The Board shall meet for the transaction of business as often as required, provided that ten (10) monthly meetings are held in each year. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the Chairman shall have a second or casting vote. A Flag Officer may and the secretary on the requisition of a Flag Officer shall at any time summon a meeting of the Board.

61. The quorum necessary for the transaction of business of the Board may be fixed by the Board and unless otherwise fixed shall be six.

62. The senior flag officer present shall be the chairman of every meeting of the Board. If none of the said officers shall be present the Directors present shall elect some other Director to be Chairman.

63. The Board may not act at a meeting if the numbers in attendance fall below a quorum other than to fill vacancies on the Board.

64. Any acts bona fide done at any meeting of the Board or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or that due notice of any such meeting was not given be as valid as if every such person had been duly appointed and was qualified to be a Director and such meeting had been duly convened.

65. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

66. All casual vacancies occurring among the officers or other Directors of the Club shall be filled by the Directors. Any person so chosen shall retire at the next following ordinary general meeting but shall be eligible for re-election at such general meeting.

67. The Directors may delegate any of their powers to committees consisting of such member or members of their body or such member or members of the Club as they shall think fit. Every committee so formed shall be in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors.

68. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.

POWERS AND DUTIES OF THE BOARD

69. The Board may exercise all the powers authorities and discretions and do all such acts and things as the Club is by its Memorandum of Association or otherwise authorised to exercise or do and are not hereby or by the Memorandum of Association 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 Memorandum and any Statute and of these presents and to any regulation or rule from time to time made by the Club in general meeting provided that no regulation or rule so made shall invalidate any prior act of the Board which would have been valid if such regulation or rule had not been made.

70. Without prejudice to the general powers conferred by the last preceding Article and any other powers conferred by these presents it is hereby expressly declared that the Board shall have the following powers that is to say:-

- (a) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Club;
- (b) To determine who shall be entitled to sign bills notes receipts acceptances endorsements cheques releases contracts and documents on behalf of the Club;
- (c) 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 thinks fit;
- (d) At its discretion to pay for any right or property acquired by or services rendered to the Club either wholly or partially in cash or in debentures or other securities of the Club as may be agreed upon and such debentures or other securities may be either specifically charges upon all or any part of the property of the Club or not so charges;

- (e) To secure the fulfillment of any contracts or engagements entered into by the Club by mortgage or charge of all or any of the property of the Club for the time being or in such other manner as it may think fit;
- (f) To appoint and at its discretion remove or suspend such managers secretaries officers clerks agents and servants for permanent temporary or special services as it may from time to time think fit and to determine their duties and (Subject to Clause 3 of the Memorandum of Association) to fix and pay their salaries or emoluments and to require security in such instances and to such amount as it thinks fit.
- (g) To institute conduct defend compound or abandon any legal proceeding by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound and allow time for payment or satisfaction of any debts and of any claims or demands by or against the Club;
- (h) To refer any claims or demands by or against the Club to arbitration and observe and perform the awards’,
- (i) To make and give receipts releases and other discharges for money payable to the Club and for the claims and demands of the Club;
- (j) Subject to the provisions of any relevant section of the Act otherwise preventing same, to execute in the name and on behalf of the Club in favour of any member of the Board or other person who may incur or be about to incur any personal liability whether as principal or surety for the benefit of the Club such mortgages of the Club property present or future as it thinks fit and any such mortgage may contain a power of sale and such other powers covenants and provisions as shall be agreed upon;
- (k) To invest any moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as it may in its discretion think fit and from time to time to vary such investments and dispose of all or any part thereof at its discretion for the benefit of the Club, provided such investments may be dealt with only in such manner as may be permitted by law for the investment of trust funds,
- (l) To set aside out of the profits of the Club such sums as it thinks proper as a reserve fund to meet contingencies or for repairing and maintaining any of the property of the Club and for such other purposes as the Board shall in its absolute discretion think conducive to the interests of the Club to invest the several sums so set aside upon such investments as it may think fit and from time to time to vary such investments and dispose of all or any part thereof at its discretion for the benefit of the Club and to divide the reserve funds into such funds as it may think fit;
- (m) Subject to the rights of the members to review the same in General Meeting from time to time to make alter and repeal all such by-laws and regulations as they shall deem necessary or expedient for the proper management and control of the Club in relation to –

- (1) The use of the club rooms and the facilities and conveniences provided by the Club.
 - (2) The exercise and enjoyment by the several classes of members of their rights and privileges as such members.
 - (3) The management and control of dining rooms refreshment rooms reading rooms smoking rooms and other amenities provided by the Club.
 - (4) The admission of guests of members and other persons (not being members of the Club) to the premises of the Club the conditions on which they may be admitted and the rights and privileges which may be enjoyed by them.
 - (5) The conduct of amateur yacht races sailing races matches and competitions of all kinds between members or between the Club and other clubs.
 - (6) The design of the uniform to be worn by members and officers of the Club.
 - (7) The design of the Club burgee and of Flag Officers' pennants.
 - (8) The registration of yachts owned by members in a book to be kept for the purpose.
 - (9) The registration of By-laws in a book to be kept for that purpose.
- (n) To enter into all such negotiations and contracts and rescind or vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the Club as it may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Club.

ACCOUNTS

71. The Board shall cause proper accounts to be kept of all sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure takes place of all sales and purchases of goods by the Club and of the assets credits and liabilities of the Club. The books of account shall be kept at the office or at such other place or places as the Board thinks fit and shall always be open to the inspection of the Directors.

72. The Directors shall from time to time (subject to the provisions of any Section or Regulation in the Act) determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Club or any of them shall be open to the inspection of the members (not being Directors) and no member (not being a Director) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Board or by a resolution of the Club in general meeting.

73. At the annual general meeting in each year the Directors shall lay before the Club a profit and loss account and a balance sheet showing the particulars required by law made up from the date up to which the last preceding account and balance sheet were made up, to a date as near the day of meeting as can conveniently be fixed.

74. Every such balance sheet shall be accompanied by a report of the Board as to the state and condition of the Club and the profit and loss account report and balance sheet shall be signed by two Directors and countersigned by the Secretary.

75. A copy of every such balance sheet (Including every document required by law to be annexed or attached thereto) which is to be laid before the Club in general meeting shall not less than seven days before the date of the meeting be posted up in the club room and be served on each member (other than associate members and junior members) in the manner in which notices are, hereinafter directed to be served.

AUDIT

76. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet and profit and loss account ascertained by one or more auditor or auditors.

77. The club shall at each annual general meeting appoint an auditor or auditors to hold office until the next annual general meeting and their appointment and duties shall be regulated by the Act.

78. Every account of the Directors when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

CLUB BURGEE

79. The Club Burgee shall be white with a blue cross according to the pattern in the possession of the secretary, which shall be produced to any member notifying his desire to see it. The burgee shall not be permitted to be flown on any vessel belonging to a member while such vessel is let to or used by a person not being a member of the Club.

PENNANTS

80. The Commodore's flag shall be the club burgee with swallow tail, the Vice Commodore's a similar flag with one black ball in upper canton, the Rear Commodore's a similar flag with two black balls, one in the upper canton and the other in the lower canton, the Captain's a similar flag with three black balls, one in the upper canton, one in the lower canton and one in the upper fly and the Past Commodore's a similar flag with Capital "R" in the lower canton.

81. The club ensign shall be the Australian Red ensign.

UNIFORM

82. The Uniform of the club shall be navy blue coat with club buttons, club tie, navy blue, grey or white trousers and a yachting cap with the club badge or such other uniform as is authorised by the Board in conformity with Article 70 (m) (6) from time to time.

NOTICES

83. In every or any case in which a notice is by these Articles directed or authorised to be given the same may be served by the Club upon any member either personally or by sending it through the post in a pre-paid envelope or wrapper addressed to such member at his registered place of address.

84. Each member shall notify to the Club in writing an address in the State of New South Wales which shall unless and until a fresh notification is given be deemed his registered place of address within the meaning at the last preceding clause. If a fresh address is notified that shall be the registered address.

85. As regards those members who have no registered place of address as aforesaid a notice posted up in the office shall be deemed to be well served on the member at the expiration of twenty-four hours after it is so posted up in the office.

86. Where a notice is sent by post service thereof shall be deemed to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the envelope or wrapper containing the same is posted and in any other case at the time when the envelope or wrapper containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed according to the name and address entered in the register and put in the post office or other public postal receptacle. A certificate in writing signed by the secretary that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

87. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall notwithstanding such member be then deceased or be in any way incapacitated and whether or not the Club have notice of his decease or incapacity be deemed to have been duly served.

88. When a specified number of days' notice or notice extending over any other period is required to be given the day of service shall be the day on which such notice will expire shall not unless it is otherwise provided be counted in such number of days or other period.

89. Where a specified number of "clear" days' notice is required to be given the day of service shall not nor shall the day on which such notice will expire be counted in such number of days.

90. If a member has no registered address within the State, and has not supplied to the Club an address within the State for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the registered office of the Club, shall be deemed to be duly given to him at noon on the day on which the advertisement appears.

91. Notice of every general meeting shall be given in some manner hereinbefore authorised to every member entitled to such notice and the Auditor or Auditors for the time being of the Club under these articles except those members who (having no registered address within the State) have not supplied to the Club an address within the State for the giving of notices to them. No other persons shall be entitled to receive notices of general meetings.

INDEMNITY

92. Subject to Section 199A of the Act every Director or Officer or Secretary of the Club shall be indemnified out of the funds of the Club against all liability arising out of the execution of the duties of his office which is incurred by him as such Director or Officer or Secretary in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court.

93. The provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Club shall have effect and be observed as if the same were repeated in these articles.

WE, the several persons whose names and addresses are subscribed being subscribers to the Memorandum of Association hereby agree to the foregoing Articles.

Names, Addresses and Descriptions of Subscribers	Witness	to	Signatures
Arthur William Merrington 15 Lucretia Avenue Longueville Jeweller	J. Jeweller	6	Roe Street
Bob Wild 32b Pacific Street Watsons Bay Factory Manager	J. Jeweller		
Anthony Furze 10 Greycliffe Avenue Vaucluse Pharmacist	J. Jeweller		
Ronald Alfred Lee 21 Lucretius Avenue Longueville Company Director	J. Jeweller		
James Arthur Middleton 89 William Edward Street Longueville Chartered Electrical Engineer	J. Jeweller		
Nicholas George Cassim 13 Brighton Street Balgowlah Solicitor	J Jeweller		
DATED this	12 th	day of	September 1962