

A Company Limited by Guarantee

**ARTICLES OF ASSOCIATION**

of

**ROYAL PRINCE EDWARD YACHT CLUB**

**INTERPRETATION**

1. In these regulations:

“the Club” means Royal Prince Edward Yacht Club;

“the unincorporated Club” means the unincorporated body known as “Royal Prince Edward Yacht Club” whose funds and other assets and liabilities the Club is authorised to take over by Clause 2(d) of the Memorandum of Association;

“Committee” means the members for the time being of the committee hereby constituted;

“the Law” means the Corporations Law of Australia;

“the seal” means the common seal of the Club;

“Secretary” means any person appointed to perform the duties of a secretary of the Club and includes an honorary secretary;

“Register” means the register of Members to be kept pursuant to the Law and the Liquor Act, 1982;

“State” means the State of New South Wales;

expressions referring to writing shall, unless the contrary intention appears be construed as including references to printing lithography photography and other modes of representing or reproducing words in a visible form;

words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Interpretation Act of 1987 and of the Law as in force at the date at which these regulations become binding on the Company.

2. The Club is established for the purposes set out in the Memorandum of Association.

**MEMBERSHIP**

3. The maximum number of Members with which the Club proposes to be registered is four hundred (400) but the Committee may from time to time vary the maximum number of members.
4. [paragraph deleted]
5. [paragraph deleted]

6. Members of the Club shall be divided into the following classes:
  - (a) Ordinary Members who shall be the only members other than Life Members entitled to take part in the management of the Club and to enjoy all the privileges connected therewith.
  - (b) Life Members as hereinafter defined.
  - (c) [deleted]
  - (d) Honorary Members as hereinafter defined.
  - (e) Intermediate Members as hereinafter defined.
  - (f) Associate Members as hereinafter defined.
  - (g) [deleted]
  - (h) Junior Members as hereinafter defined.
  - (i) Cadet Members as hereinafter defined.
  - (j) Supernumerary Members as hereinafter defined.

#### **ELECTION OF MEMBERS**

7. The Committee on the recommendation of the Membership Committee constituted as hereinafter provided may extend an invitation to join the Club to any gentleman or lady of or over the age of Eighteen (18) years and may as hereinafter provided admit any person under the age of Eighteen (18) as a Junior Member or Cadet Member of the Club. At least six (6) weeks before the issue of such an invitation or before such admission as the case may be an announcement (including the name and address of such gentleman or lady or person under the age of eighteen (18) years that the Committee proposes) to issue such invitation together with the names of the proposer and the seconder or to admit such person as the case may be shall be placed in a conspicuous place upon the Club's premises and displayed there for at least one (1) month.
8. Candidates for any class of membership shall be proposed and seconded by any two Members (not being an Associate, an Honorary, a Junior, a Cadet or a Supernumerary Member) of not less than four (4) years standing. In addition, Associate candidates may also be proposed and seconded by Associate Members of not less than four (4) years standing. Any such proposal for membership shall be in writing signed by the proposer and the seconder and shall be in such form as the Committee from time to time prescribes.
9. An invitation to join the Club made by the Committee pursuant to Regulation 7 hereof shall be in writing signed by the Secretary and shall also inform the person so invited of the entrance fee, the first annual subscription payable by that person, and the category of membership to which that person is invited. Upon payment of such entrance fee (or where such entrance fee may be paid by the instalments the first instalment thereof) and first annual subscription the person invited shall be deemed to have accepted the invitation to join shall become a Member of the Club PROVIDED THAT if such payment shall not have been made within two calendar months after the date of the invitation so issued to the person so invited shall be deemed to have declined such invitation and never

to have become a Member of the Club. In the event of a person accepting or being deemed to have accepted an invitation to join the Club that person shall be furnished by the Secretary with a copy of the Memorandum and Articles of Association of the Club.

10. The entrance fees and annual subscriptions and levies payable by the various classes of members shall not exceed such sums as shall be determined by the Members from time to time in general meeting PROVIDED THAT they shall not in any case be less than two dollars (\$2.00) in the case of an annual subscription. The entrance fee shall be equal to twice the annual subscription. In the case of Members who live more than 80km from the Club's premises, the Committee may reduce the annual subscription payable by those Members.

The Members in general meeting may determine that the entrance fee payable by a class of members may be paid by two or more instalments and that the annual subscription payable by a class of members be reduced in respect of members of that class who are over a certain age or have been members of the Club for a period in excess of a certain number of years or both.

Until otherwise determined by the Members in general meeting a Member who is of or over the age of sixty (60) years and has been a Member of the Club for a period in excess of thirty (30) years shall upon his or her lodging with the Secretary a claim in writing to be entitled to the benefit of a reduction in the annual subscription payable by him or her be liable to pay as his or her annual subscription for that and each succeeding year an amount equal to one half of the annual subscription payable from time to time by Members of the class of Members to which that Member belongs PROVIDED THAT any Member to whom this article applied prior to the date of the Club's 1996 Annual General Meeting shall not be liable to pay any amount in excess of the amount which is equal to one half of the annual subscription payable by Members of the class of Members to which that Member belonged for the year in which the said claim was lodged by him or her with the Secretary (Amended AGM Oct 24/05).

11. The Club's financial year shall commence and all annual subscriptions shall be due and payable on the First day of June in each year.
12. A Member in any category of membership who satisfies the requirements of another class of membership may apply to the Committee to become a member of that other class with pro-rata adjustment of any extra subscription payable and the Committee shall refer any such application to the Membership Committee for its recommendation.

#### **ASSOCIATE MEMBERS**

13. An Associate Member shall be any Member who is an Associate Member at the date of adoption of this Article or who is thereafter invited to become an Associate Member. An Associate Member shall not be entitled to be an officer of the Club or to take part in its management or to attend or vote at any meeting of the Members of the Club.

#### **LIFE MEMBERS**

14. Any Ordinary Member or Associate Member in recognition of services rendered by him or her to the Club or for other sufficient reason and who has been a Member for not less than ten (10) years and has been nominated by the Committee for that purpose may be elected as a Life Member of the Club in a General Meeting PROVIDED THAT not less than twenty-five (25) Members who are entitled to vote are present in person and vote at such meeting and that notice of the nomination of the said Member as a Life Member is included in the notice of such meeting.

15. [deleted]

### HONORARY MEMBERS

16. The Committee may admit gentlemen or ladies as Honorary Members of the Club for a period not exceeding one month and may at any time cancel such Honorary membership and no Honorary Member shall be permitted to hold any office in the Club or attend or vote at any meeting of the Members of or have any right title or interest in any property of the Club or introduce any visitor to the Club premises. The Committee may so admit as Honorary Members only gentlemen or ladies who are Members of any Regal or Vice-Regal household or are High Representatives of Her Majesty's or foreign governments or are holders of diplomatic or consular appointments in the Commonwealth of Australia or who are Commissioned Officers on the active list of Her Majesty's permanent Naval Military or Air Forces or who are in the opinion of the Committee gentlemen or ladies of distinguished position or attainments and are not ordinarily resident in Sydney.

### INTERMEDIATE MEMBERS

17. Any gentleman or lady who is of or over the age of eighteen (18) years but has not attained the age of twenty-four (24) years shall on being admitted to membership of the Club be an Intermediate Member and shall be entitled to all the rights and privileges attaching to membership of the Club other than the right to be elected a Flag Officer of the Club. Upon attaining the age of twenty-four (24) years an Intermediate Member shall become an Ordinary Member without any further recommendation of the Membership Committee proposal or invitation being required.

### JUNIOR MEMBERS

18. The Committee on the recommendation of the Membership Committee and on the proposal in writing of an Ordinary Member Life Member Intermediate Member or Associate Member admit as Junior Members of the Club young men or ladies of or over the age of sixteen (16) years but under the age of eighteen (18) years. A Junior Member shall not be entitled to be an Officer of the Club or to take part in its management or to attend or vote at any meeting of the Members of the Club and shall not have any interest in the property of the Club. A Junior Member under the age of eighteen (18) years shall not have access to any part of the Club premises which is a bar within the meaning of Section 51 of the Liquor Act 1912 or any Act replacing the same. Upon attaining the age of eighteen (18) years a Junior Member shall thereupon cease to be a Member of the Club but may then or thereafter be invited to become an Intermediate Member and become a Member of the Club pursuant to the provisions of Regulations 7, 8 and 9 hereof.

[Previous Regulation 18 – Country Associate Members– deleted]

### CADET MEMBERS

19. The Committee on the recommendation of the Membership Committee and on the proposal in writing of an Ordinary Member Life Member Intermediate Member or Associate Member admit as Cadet Members boys or girls of or over the age of twelve (12) years but under the age of sixteen (16) years and the provisions of Regulation 18 hereof in relation to Junior Members shall apply to Cadet Members. Upon attaining the age of sixteen (16) years a Cadet Member shall become a Junior Member without any further recommendation of the Membership Committee proposal or admission being required.

## SUPERNUMERARY MEMBERS

20. Any Ordinary Member, Intermediate Member or Associate Member intending to or having left New South Wales (all subscriptions and liabilities due and incurred by him or her to the Club having been paid and discharged) may upon application by him or her or some Member on his or her behalf to the Secretary be placed by the Committee on the Supernumerary list of the Club and shall thereupon be known as a Supernumerary Member. Upon his or her return to New South Wales he or she shall within one calendar month thereafter (or such extended period as the Committee may allow whether the prescribed time limit shall have expired or not) if he or she desires to remain a Member of the Club notify the Secretary that he or she has returned whereupon the Committee shall restore him or her to the list of Members of the Club upon which he or she was prior to becoming a Supernumerary Member except in the case of a Member who was formerly an Intermediate Member but has since attained the age of twenty-four (24) years in which case he or she shall be placed on the list of Ordinary Members. During his or her absence from New South Wales the subscription of a Supernumerary Member shall be limited to such sum as shall be determined by the Committee from time to time. On his or her returning to New South Wales and so notifying the Secretary as aforesaid he or she shall pay the full annual subscription of a Member of the class to which he or she is restored less the subscription paid by him or her in respect of that year as a Supernumerary Member.

## CESSATION OF MEMBERSHIP

21. If any Member shall fail to pay his or her subscription or any levy within one calendar month after it has become due the Secretary shall send to that Member by pre-paid post a notice in writing to pay such subscription and if the subscription or any levy is not paid within one calendar month after the posting of the said notice that Member shall cease to be a Member of the Club and to have any right title or interest in the property of the Club or any part thereof and his or her name shall be removed by the Committee from the Register of Members PROVIDED THAT the Committee may reinstate the Member and restore his or her name to the Register on payment of all arrears together with interest (at a rate fixed by the Committee) if the Committee thinks fit to do so.
22. Any Member wishing to resign from the Club shall give notice in writing to the Secretary to that effect and shall cease to be a Member of the Club and to have any right title or interest in the property of the Club or any part thereof from the date from which the resignation is stated by the said notice to take effect of (if no such date is stated) then from receipt by the Secretary of the said notice but the Member so resigning shall continue to be liable for any annual subscription and any loss and for all other moneys owing by him or her to the Club and in addition for any sum not exceeding Twenty Dollars (\$20) for which he or she is liable under Clause 7 of the Memorandum of Association of the Club.
23. Any Member of the Club whose estate is sequestrated under the laws relating to bankruptcy or makes any assignment for the benefit of or arrangement or composition with his or her creditors generally or who becomes an enemy alien shall thereupon cease to be a Member of the Club and to have any right title or interest in the property of the Club or any part thereof and the Committee shall remove his or her name from the Register of Members.
24. If any Member of the Club shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Club or shall in the opinion of the Committee be guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club the Committee may by notice in writing by registered post to that Member call

on that person to show cause why he or she should not on the grounds stated in the notice be declared to be a person whose membership is prejudicial to the interest of the Club. A Member to whom such a notice is given shall have the right within seven (7) days after the aforesaid notice to him by the Committee would have been received in due course of post to make such submissions orally or in writing to the Committee as the said Member may desire or may within the said period of seven (7) days give to the Secretary notice in writing that he or she wishes to appeal to a General Meeting of the Members of the Club against his or her being so declared. At the expiration of the said period of seven (7) days and after considering any submission made by the said Member and if no notice of appeal by the said Member has been given within that period the Committee may or may not give to the said Member notice in writing that he or she has been declared to be a person whose membership is prejudicial to the interest of the Club. In the event of an appeal by the said Member to a General Meeting of the Club the question whether or not the Member shall be declared to be a person whose membership is prejudicial to the interests of the Club shall be decided by ballot and he or she shall not be deemed to have been so declared unless not less than two-thirds or more of the Members present and voting at the said meeting shall vote that he or she be so declared. Upon being so declared by the Committee or the Members in general meeting the said Member shall thereupon cease to be a Member of the Club and to have any right title or interest in the property of the Club or any part thereof and the Committee shall remove the said Member's name from the Register of Members but he or she shall continue to be liable for all moneys owing by him to the Club including his or her annual subscription and levy and in addition for any sum not exceeding Twenty Dollars (\$20) for which he or she is liable under Clause 7 of the Memorandum of Association of the Club. For the purpose of this Rule a quorum of the Committee shall be seven (7) Members and a motion to declare a Member shall not be deemed to have been carried unless at least six (6) Members of the Committee or three-quarters of the Members of the Committee present whichever is the greater have voted in favour of the motion.

## GENERAL MEETINGS

25. [paragraph deleted]
26. Annual general meetings of the Club shall be held in accordance with the provisions of the Law. All meetings, other than the Annual General Meetings, shall be called general meetings.
27. The Committee may whenever it thinks fit convene a general meeting, and general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Law.
28. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, fourteen (14) 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 such persons as are entitled to receive such notices from the Club.
29. All business shall be special that is transacted at a general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Committee and Auditors, the election of officers and other members of the Committee in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.

## PROCEEDINGS AT GENERAL MEETINGS

30. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided twenty (20) Members present in person shall be in quorum.
31. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than two) shall be a quorum.
32. The Commodore shall preside as Chairman at every general meeting of the Club, or if there is no Commodore, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice Commodore shall be the Chairman or if there is no Vice Commodore or if he or she is not present or is unwilling to act, the Rear Commodore shall be the Chairman or if there is no Rear Commodore or he or she is not present or is unwilling to act then the Members present shall elect one of their number to be Chairman of the Meeting.
33. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned thirty 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 adjournment or of the business to be transacted at an adjourned meeting.
34. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the Chairman; or
  - (b) by at least three Members present in person. Unless a ballot 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, an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against the resolution.

The demand for a ballot may be withdrawn.

35. If a ballot is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the ballot shall be the resolution of the meeting at which the ballot was demanded but a ballot demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
36. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairman of the meeting at which the show of hands takes place or at which the ballot is demanded shall be entitled to a second or casting vote.

37. A Member may vote in person and on a show of hands. Every person present who is a Member or a representative of a Member shall have one vote and on a ballot every Member present in person shall have one vote.
38. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a ballot, by his or her Protector or by his or her attorney or Trustee or by such other person as properly has the management of his or her estate, and any such Committee, trustee or other person may vote by attorney.
39. No Member shall be entitled to vote at any general meeting if his annual subscription or any levy payable by him shall be more than one month in arrears at the date of the meeting. No member is entitled to appoint a proxy.
40. [paragraph deleted 15<sup>th</sup> March, 1982]
41. [paragraph deleted 15<sup>th</sup> March, 1982]
42. The power of attorney given under Regulation 38 or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the Club, or at such other place within the State as specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time of holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a ballot, not less than twenty-four hours before the time appointed for the taking of the ballot, and in default the power of attorney shall not be treated as valid.
43. A vote given in accordance with the terms of an instrument of attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Club at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

#### OFFICERS AND COMMITTEE

44. The officers of the Club shall consist of a Commodore Vice Commodore and Rear Commodore (who shall be the Flag Officers of the Club) an Honorary Treasurer (whenever a person is elected to this office) and the other Members of the Committee. Each Flag Officer shall be the owner of a yacht or boat upon the Club Register. Every Officer of the Club shall be a Member of the Club.
45. [paragraph deleted]
46. The Committee shall consist of the Flag Officers the Honorary Treasurer and six other Members of the Club elected as hereinafter provided. Of the Committee at least six (6) Members must each be the owner of a yacht or boat on the Club's Register.
47. At each annual general meeting of the Club the Flag Officers and other Members of the Committee shall be elected from among the Members and such Officers and other members of the Committee shall hold office until the next annual general meeting when they shall retire but they shall (subject as hereinafter provided) be eligible for re-election. No Member shall be eligible for re-election as Commodore Vice Commodore or Rear Commodore if that person has held such office for three (3) consecutive years immediately prior to the Annual General Meeting at which the election of officers is held.

48. The election of officers and other members of the Committee shall take place in the following manner:
- (a) Any two Members of the Club shall be at liberty to nominate any other Member to serve as a Flag Officer or other Member of the Committee.
  - (b) The nomination, which shall be in writing and signed by the Member and his or her proposer and seconder shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place.
  - (c) A list of the Candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the registered office of the Club for at least seven days immediately preceding the Annual General Meeting.
  - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order and no other matter other than a statement or indication as to which of the candidates are owners of yachts or boats on the Club Register, and each Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
  - (e) In the event of there being sufficient nominations only to fill the various offices the candidate's nomination shall be declared at such meeting to be duly elected and in case there shall not be a sufficient number of candidates nominated to fill the vacancies in such respective offices such vacancies may be filled at such Annual General Meeting by the nomination and election of persons at that meeting.
49. The Members may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of officers or other members of the Committee.
50. The Committee shall have power at any time and from time to time to appoint any person to the Committee (but not to the office of a Flag Officer), either to fill a casual vacancy or as an addition to the existing members of the Committee but so that the total number of Officers and other members of the Committee shall not at any time exceed the number fixed in accordance with the regulations. Any Member of the Committee so appointed shall hold office only until the next following annual general meeting.
51. The Members may by ordinary resolution remove any Officer or other Member of the Committee before the expiration of his or her period of office, and may by an ordinary resolution appoint another person in his or her stead: the person so appointed shall hold office only until the next following annual general meeting.
52. The office of a member of the Committee shall become vacant if the Member:
- (a) ceases to be a Member of the Committee by virtue of the Law;
  - (b) becomes bankrupt or makes any assignment for the benefit of or arrangement or composition with his or her creditors generally;
  - (c) becomes prohibited from being a Director of a Company by reason of any order made under the Law;

- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his or her office by notice in writing to the Club;
- (f) for more than six (6) months is absent without permission of the Committee from meetings of the Committee held during that period;
- (g) holds any office of profit under the Club;
- (h) ceases to be a Member of the Club; or
- (i) is directly or indirectly interested in any contact or proposed contact with the Club provided, however, that a Member shall not vacate his or her office by reason of his or her being a member of any corporation society or association which has entered or proposes to enter into a contract with the Club if such corporation society or association is among the class of companies referred to in the proviso to Clause 3 of the Memorandum of Association of the Club and if he or she shall have declared the nature of his or her interest in manner required by the Law.

Provided always that nothing in this Article shall affect the operation of Clause 3 of the Memorandum of Association of the Club.

#### **POWERS AND DUTIES OF THE COMMITTEE**

- 53. The business of the Club shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Club, and may exercise all such powers of the Club as are not, by the Law or by these regulations, required to be exercised by the Members in a general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Law, and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Members in general meeting; but no regulation made by the Members in general meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.
- 54. The Committee may exercise all the powers of the Club to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Club.
- 55. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money to the Club, shall be signed, drawn accepted endorsed or otherwise executed, as the case may be, by any two members of the Committee or in such other manner as the Committee from time to time determine.
- 56. The Committee shall cause minutes to be made:
  - (a) of all appointments of officers and servants;
  - (b) of names of members of the Committee present at all meetings of the Members and of the Committee; and
  - (c) of all proceedings at all meetings of the Members and of the Committee. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

## PROCEEDINGS OF THE COMMITTEE

57. The Committee shall hold meetings not less than eleven meetings each year at monthly intervals excluding the month of December and minutes of all resolutions and proceedings of the Committee shall be entered in a book to be provided for that purpose but the Committee may otherwise regulate its meetings as it thinks fit. A Flag Officer may at any time and the Secretary shall on the requisition of a Flag Officer or two members of the Committee summon a meeting of the Committee.
58. Subject to these regulations questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote. No member of the Committee may vote by proxy.
59. A member of the Committee shall not vote in respect of any contract or proposed contract with the Club in which he or she is interested or any matter arising there out, and if he or she does so vote his or her vote shall not be counted.
60. The quorum necessary for the transaction of the business of the Committee shall be six or such greater number as may be fixed by the Committee.
61. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Committee, the continuing Member or Members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Club, but for no other purpose.
62. The Commodore shall preside as Chairman at every meeting of the Committee, or if there is no Commodore, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Vice Commodore shall be Chairman or if there is no Vice Commodore or he or she is not then present at the meeting, the Rear Commodore shall be Chairman or if there is no Rear Commodore or he or she is not then present at the meeting the Members may choose one of their number to be Chairman of the meeting.
63. The Committee may delegate any of its power to sub-committees consisting of such member or members of the Committee as it thinks fit. The Committee can also appoint to these sub-committees Members not being members of the Committee. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.
64. A sub-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 ten minutes after the time appointed for holding the meeting the Members present may choose one of their number to be Chairman of the meeting.
65. A sub-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 the case of an equality of votes the Chairman shall have a second or casting vote.
66. All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards

discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

67. A resolution in writing signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

### **MEMBERSHIP COMMITTEE**

68. There shall be a Membership Committee consisting of not less than five (5) Members who shall be appointed annually by the Committee. Vacancies from time to time occurring in the Membership Committee shall be filled by the Committee provided that pending the filling of any vacancy or vacancies the remaining Members of the Membership Committee shall be entitled to exercise all the powers of that committee.
69. The Membership Committee shall meet whenever it deems necessary and meetings of that Committee may be called by any Member thereof on giving notice to the other Members. At Membership Committee meetings, three (3) members of that committee shall form a quorum.
70. In all cases in which the Membership Committee decides to recommend that an invitation be extended to any lady or gentleman to join the Club a record shall be kept by the Secretary of the names of the members of the Membership Committee present and voting at such meeting but otherwise the Membership Committee shall be subject only to its own rules with respect to the exercise of its powers and the conduct of its meetings and proceedings.
71. Every Member of the Membership Committee shall be bound not to disclose to any Member of the Club or to any other person whomsoever any information as to any matter which has arisen or been dealt with or discussed or mentioned at any meeting of the Membership Committee or which has been received by him or her or come to his or her knowledge as a member of the said Committee.

Notwithstanding Regulation 71, the Committee is entitled to request and receive from the Membership Committee information (but not including names) regarding the candidates proposed for membership from time to time and the categories of membership to which they are proposed.

### **SECRETARY**

72. The Secretary shall in accordance with the Law be appointed by the Committee for such term at such remuneration and upon the conditions as it thinks fit; and any secretary so appointed may be removed by it. Nothing herein shall prevent the Committee from appointing a Member of the Club as Honorary Secretary and any Member so appointed shall forthwith become an officer of the Club, and he or she shall be subject to the provisions of Clause 3 of the Memorandum of Association.

### **SEAL**

73. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a sub-committee of members of the

Committee authorised by the Committee in that behalf and every instrument to which the seal is affixed shall be signed by a Flag Officer or by two members of the Committee and shall be countersigned by the Secretary or by some other person appointed by the Committee for the purpose.

### HONORARY TREASURER

74. The Honorary Treasurer shall be responsible for the receipt and collection of all moneys due to the Club and for the depositing of the same to the credit of the Club's banking account, to make all payments authorised by the Committee by cheques drawn on such account, to keep a correct account of all receipts and disbursements in books provided by the Club and to produce at the Annual General Meeting in each year and before the election of the Committee the balance sheet and profit and loss account hereinafter referred to and to report to the said meeting the number of Members upon the roll of the Club at the expiration of the last financial year of the Club.

### ACCOUNTS

75. The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law provided, however, that the Committee shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than three months before the date of the meeting.
76. The Committee shall from time to time determine in accordance with Clause 9 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Club shall be open to the inspection of Members not being Members of the Committee, and no member (not being a Member of the Committee) shall have any right of inspecting any account or book or paper of the Club except as conferred by statute or by Clause 9 of the Memorandum of Association or authorised by the Committee or by the Club in general meeting.

### AUDIT

77. A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with the Law and Clause 9 of the Memorandum of Association.

### NOTICES

78. A notice may be given by the Club to any Member either personally or by sending it by post to that Member at his or her registered address, or (if he or she has no registered address within the State) to the address, if any, within the State last supplied by the Member. Where a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, prepaying, and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
79. (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) each Member 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; and
  - (b) the auditor or auditors for the time being of the Club.
- (2) No other person shall be entitled to receive notices of general meetings.

#### **WINDING UP**

80. The provisions of Clause 8 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 regulations.

#### **INDEMNITY**

81. Every member of the Committee, secretary and other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability incurred by that Member:
- (a) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of that Member or in which he or she is acquitted; or
  - (b) in connection with an application under the Law in relation to such proceedings, in which the Court grants relief to that person.

#### **VISITORS**

82. Any Member other than an Honorary Member Junior Member or Cadet Member may at any time introduce a visitor or visitors to the Club premises for that day only and that Member shall at the time of introduction enter the surname and initials of each such visitor and his or her address and the date of that day in the Visitor's Book and sign that Book and shall be responsible for the conduct of each such visitor introduced by the Member.

The Committee may from time to time determine, vary or revoke a limit on the number of visitors who may be introduced at the one time by a Member. Any visitor introduced by a Member can only remain on the premises whilst the Member is present.

83. No spiritous or fermented liquor shall be sold supplied or disposed of on the Club premises to any visitor or person other than a Member unless he or she is in the company of a Member and the liquor is sold supplied or disposed of to him or her at the invitation of a Member.

#### **REGISTER OF YACHTS AND BOATS**

84. [deleted]
85. Any yacht or boat which is the exclusive property of a Member or Members of the Club may at the discretion of the Committee be placed upon the Club Register or Supplementary Register. The Committee shall have the power without assigning any reason to remove a yacht or boat from the Register or Supplementary Register.
86. The owner or owners of a yacht or boat applying to have the same entered on the Club

Register or Supplementary Register shall furnish to the Committee such particulars of the yacht or boat as to dimensions tonnage rating rig or otherwise as the Committee may require.

87. If any yacht or boat on the Club Register or Supplementary Register or any share of interest therein is sold exchanged let on hire or otherwise disposed of to any person or persons who is or are not a Member or Members of the Club that yacht or boat shall be deemed to have been struck off the Club Register or Supplementary Register as the case may be provided that in the case of letting on hire the yacht or boat shall unless the Committee shall in its discretion otherwise decided be deemed to have been restored to the Register or Supplementary Register as the case may be when the Secretary has been informed in writing of the termination of the hiring.
88. Any Member who shall sell exchange let on hire or otherwise dispose of his or her yacht or which is on the Club Register or Supplementary Register or any share or interest in that yacht or boat to any person or persons whether or not he or she is or are a Member or Members of the Club shall forthwith notify the Secretary in writing of that sale exchange let on hire or other disposition.

#### **UNIFORM**

89. The uniform of the Club shall be a navy blue coat with Club buttons with navy, grey or white trousers or skirts. The Club buttons shall be oxidised and bear the forms of a crown and anchor.
90. The uniform of the Commodore Vice Commodore and Rear Commodore shall differ from the uniforms referred to in Regulation 89 hereof in that the coat of the Commodore shall have a quadruple black braid band, that of the Vice Commodore shall have a triple black braid band and that of the Rear Commodore a double black braid band round the sleeves.

#### **FLAGS**

91. The Ensign of the Club shall be the Blue Ensign defaced with Prince of Wales Feathers with the initials R.P.E.Y.C. thereunder.
92. The Club's Burgee shall be a white pennant with a St George's Cross a blue border and a prince's crown in the upper canton.
93. The Commodore's Flag shall be the Club burgee with swallowtail. The Vice Commodore's Flag shall be similar to the Commodore's Flag but with one red ball in the lower canton. The Rear Commodore's Flag shall be similar to the Commodore's Flag but with two red balls in the lower canton. Past Commodores may use the Commodore's Flag with the addition of the Prince of Wales Feathers in the lower canton.

#### **RACING RULES**

94. All races held by the Club shall be sailed under and governed by the Racing Rules and prescriptions for the time being in force of the Australian Yachting Federation provided that the Committee shall have power from time to time as it thinks fit to make special rules with respect to the holding or races matches and evolutions including the appointing of races to be sailed partly or solely by amateurs and steered by Members or owners only.

## LIQUOR

95. No spiritous or fermented liquor shall on the Club premises or any ship yacht or boat of the Club be sold or supplied to or be permitted to be consumed by any person under the age of eighteen years.
96. Copies of each amendment of the Memorandum or Articles of Association of the Club certified as correct under the hand of the Secretary shall be forwarded in accordance with the Liquor Act 1982 as amended to the Clerk of the Licensing Court and to the District Inspector within fourteen days after the amendment is made.
97. [paragraph deleted]

## HEADQUARTERS

98. The Headquarters of the Club shall be at the Club House, Felix Bay, 160 Wolseley Road, Point Piper, New South Wales.
99. Registers of full Members and of Honorary Members and Temporary Members must be kept in compliance with the provisions of Section 31 of the Registered Clubs Act, 1976 (as amended).
100. No employee of the Club may vote at any meeting of the Club or any meetings of the Committee of the Club or at any election for the Committee or hold office as a member of the Committee.

The Articles of Association contained herein are the Articles of Association referred to in and adopted by a Special Resolution passed at a General Meeting of Members held on the 26<sup>th</sup> day of August, 1996.

.....  
TP Spooner  
Commodore/Chairman