
CONSTITUTION OF ROYAL PRINCE EDWARD YACHT CLUB ACN 000 900 069

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Constitution

INDEX PAGE NO.

1.	NAME OF COMPANY	2
2.	PRELIMINARY	2
3.	DEFINITIONS	2
4.	OBJECTS	4
5.	LIMITED LIABILITY	7
6.	MEMBERS' GUARANTEE	7
7.	APPLICATION OF PROPERTY ON DISSOLUTION	7
8.	PROPERTY AND INCOME OF THE CLUB	8
9.	DISPOSAL OF REAL PROPERTY	8
10.	LIQUOR	9
11.	MEMBERSHIP	9
12.	TRANSFER BETWEEN CLASSES OF MEMBERSHIP	14
13.	HONORARY MEMBERS	14
13A.	TEMPORARY MEMBERS	15
14.	PROCEDURE FOR ELECTION OF MEMBERS	17
15.	JOINING FEES, SUBSCRIPTIONS AND LEVIES	18
16.	NON-FINANCIAL MEMBERS	19
17.	REGISTERS OF MEMBERS AND GUESTS	19
18.	ADDRESSES OF MEMBERS	20
19.	DISCIPLINARY PROCEEDINGS	20
20.	APPEALS FROM DISCIPLINARY DECISION OF THE BOARD	22
21.	DISCIPLINARY COMMITTEE	22
22.	MEMBER UNDER SUSPENSION	23
23.	REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB	23
24.	RESIGNATION AND CESSATION OF MEMBERSHIP	24
25.	GUESTS	24
26.	PATRONS	25
27.	BOARD OF DIRECTORS	25
28.	ELECTION OF BOARD	26
29.	POWERS OF THE BOARD	28
30.	PROCEEDINGS OF THE BOARD	32
31.	DECLARATIONS OF INTERESTS BY DIRECTORS	33
32.	CONTRACTS WITH DIRECTORS	34
33.	CONTRACTS WITH SECRETARY	34
34.	REMOVAL FROM OFFICE OF DIRECTORS	34
35.	VACANCIES ON BOARD	35
36.	GENERAL MEETINGS	35
37.	MINUTES	39
38.	ACCOUNTS AND REPORTING TO MEMBERS	40
39.	FINANCIAL YEAR	40
40.	AUDITORS	40
41.	SECRETARY	41
42.	EXECUTION OF DOCUMENTS	41
43.	NOTICES	41
44.	INDEMNITY TO OFFICERS	41
45.	INTERPRETATION	42
46.	AMENDMENTS TO CONSTITUTION	42
47.	REGISTER OF YACHTS AND BOATS	42
48.	UNIFORM	44
49.	FLAGS	44
50.	RACING RULES	44

1. NAME OF COMPANY

The name of the Company is Royal Prince Edward Yacht Club.

2. PRELIMINARY

- 2.1 The Company is a company limited by guarantee and a non-proprietary company.
- 2.2 The Company is established for the purposes set out in this Constitution.
- 2.3 Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
- 2.4 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

3. DEFINITIONS

- 3.1 In this Constitution unless there be something in the subject or context inconsistent therewith:
 - (a) **“Act”** means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.
 - (b) **“Board”** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.
 - (c) **“Boat”** means a motorboat greater than three (3) metres in length LOA. A determination by the Board that a particular vessel or class of vessel is or is not a Boat for the purposes of this definition shall be final and binding.
 - (d) **“By-Laws”** shall mean the By-laws made in accordance with this Constitution.
 - (e) **“Club”** means Royal Prince Edward Yacht Club ACN 000 900 069.
 - (f) **“Club Notice Board”** means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.
 - (g) **“Club Register”** means, for the purposes of Rule 47, a register kept by the Club in which is recorded the name or other identifying features of any Yacht, which is owned by any member or members of the Club.
 - (h) **“Constitution”** means this Constitution.
 - (i) **“Flag Officers”** means the Commodore, the Vice Commodore and the Rear Commodore of the Club.

- (j) **“Full member”** means any person who is in one of the categories of membership referred to in Rule 11.3.
- (k) **“Liquor Act”** means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.
- (l) **“Month”** except where otherwise provided in this Constitution means calendar month.
- (m) **“Office”** means the general administrative office of the Club.
- (n) **“owner”** for the purposes of Rule 27.3 and Rule 27.5 means a Full member who under these Rules is eligible to hold office on the Board and who in respect of a Yacht recorded in the Club Register or Supplementary Register is:
 - (i) the sole owner; or
 - (ii) an owner jointly or severally with other persons who are Full members; or
 - (iii) a shareholder of a company referred to in Rule 47.1(b) that owns the Yacht; or
 - (iv) a member of a company referred to in Rule 47.1(c) that owns the Yacht; or
 - (v) a member of a syndicate referred to in Rule 47.1(d) that owns the Yacht.
- (o) **“primary membership class”** means, for the purposes of a Country member, Interstate member and Overseas member, the class of membership in which each such member was recorded in the register of members before being transferred to any of those classes of membership pursuant to this Constitution.
- (p) **“Reciprocal Club”** means any club with which the Club has entered into reciprocal arrangements as determined by the Board from time to time to allow the members of each club to use the facilities and amenities of the other consistent with the Registered Clubs Act and these Rules.
- (q) **“Registered Clubs Act”** means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.
- (r) **“Rules”** means the rules comprising this Constitution.
- (s) **“Secretary”** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or

any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.

- (t) **“Special Resolution”** has the meaning assigned thereto by the Act. To be passed, a Special Resolution must receive at least seventy five percent (75%) of the votes cast by members eligible to vote on the Special Resolution.
- (u) **“Sub club”** means any sub club that pursuant to a resolution of the Board under Rule 29.17 is or has been established by the Club.
- (v) **“Supplementary Register”** means, for the purposes of Rule 47, a register kept by the Club in which is recorded the name or other identifying features of any Boat which is owned by any member or members of the Club.
- (w) **“Yacht”** means a vessel powered, or capable of being powered, by wind. A determination by the Board that a particular vessel or class of vessel is or is not a Yacht for the purposes of this definition shall be final and binding.

3.2 **“Financial member”**. A member shall not be a financial member of the Club if:

- (a) the member's subscription or any levies or any part thereof has not been paid in accordance with Rule 15.4; or
- (b) any money (other than a member's subscription or any levies) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain non-financial for the purposes of Rule 16 until the full amount owing is paid to the Club.

3.3 Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

4. **OBJECTS**

The objects of the Club are:

- (a) To promote encourage teach and support the sport of yachting and boating generally.
- (b) To promote conduct join in assist in and support races matches competitions and exhibitions in relation to yachting boating yacht racing and boat racing and to give or contribute to prizes trophies and expenses and to guarantee prize money and expenses in connection with any such races matches competitions or exhibitions provided that no Member of the Club shall receive any prize or trophy except as a successful competitor at any race match or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the rules affecting the said race match or competition may be awarded to that Member.
- (c) To establish and maintain a club and to provide all or any of the amenities facilities conveniences and other advantages of a club.

- (d) To take over and acquire the assets and liabilities of the unincorporated club known as "Royal Prince Edward Yacht Club".
- (e) To provide construct furnish improve alter enlarge repair and maintain club houses club rooms boathouses wharves jetties piers marinas moorings ramps slips sheds for building and repair of yachts and boats garages and generally all such other lands buildings and other facilities as may be necessary or desirable for the convenience of Members of or furtherance of these objects.
- (f) To promote encourage and support social activities of all kinds among Members of the Club and for such purposes to promote give and provide lectures concerts entertainment balls dances banquets and dinners.
- (g) In furtherance of the objects of the Club to provide meals and liquid and other refreshments and to purchase and sell foodstuffs and liquors both intoxicating and non-intoxicating sporting and yachting equipment ties badges flags pennants burgees and any other goods likely to be required by Members.
- (h) To apply for obtain hold renew and apply for the renewal of any licence or licences necessary to be obtained or held for the purpose of effecting all or any of the objects of the Club including a licence or licences for the sale of intoxicating liquor and to procure any person or persons from time to time to act as licensee or licensees and to hold any such licence or licences on behalf of the Club.
- (i) To engage employ suspend and dismiss from time to time secretaries managers clerks chefs stewards waiters waitresses cleaners gardeners and other servants and (subject to the provision of Rule 8 hereof) to pay them and other persons in return for services rendered to the Club salaries wages gratuities retiring allowances and pensions.
- (j) In furtherance of the objects to affiliate cooperate or associate with or subscribe to or become a member of any other club or any body, institution or association whether incorporated or not having as an object the control regulation encouragement teaching or development of yachting or boating provided that the Club shall not subscribe to or support with its funds any club body institution or association which does not prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Club under or by virtue of Rule 8.1 of this Constitution.
- (k) To provide Rules for the administration government and management of the affairs and exercise of the powers of the Club.
- (l) To purchase take on lease or in exchange hire and otherwise acquire any lands buildings easements or property real and personal and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (m) 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.

- (n) To establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections or any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects or for any public general or useful object.
- (o) To invest and deal with the money of the Club not immediately required in such manner as may be permitted by law.
- (p) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase redeem or pay off any such securities.
- (q) To make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading and other negotiable or transferable instruments.
- (r) In furtherance of the objects of the Club but subject to this Constitution and the Registered Clubs Act to sell improve manage develop exchange lease dispose of or otherwise deal with all or any part of the property and rights of the Club.
- (s) To take 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 or others.
- (t) To take or refuse to take any gift of property whether subject to any special trust or not for any one or more of the objects of the Club but subject to the proviso in sub paragraph (l) of this Rule 4.
- (u) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club in the shape of donations subscriptions or otherwise.
- (v) To print and publish in any medium including electronically any newspapers periodicals books leaflets or webpage that the Club may think desirable for the promotion of its objects.
- (w) In furtherance of the objects of the Club to amalgamate with any companies institutions societies or associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as that imposed upon the Club under or by virtue of Rule 8.1 of this Constitution.

- (x) 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.
- (y) 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.
- (z) To make donations for patriotic or charitable purposes.
- (aa) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (bb) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

5. LIMITED LIABILITY

The liability of the members is limited.

6. MEMBERS' GUARANTEE

- 6.1 Each member undertakes to contribute an amount not exceeding twenty dollars (\$20.00) if the Club is wound up:
 - (a) while he or she is a member of the Club; or
 - (b) within one year of the date that he or she ceases to be a member.
- 6.2 The contribution referred to in Rule 6.1 shall be for the:
 - (a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
 - (b) costs, charges and expenses of winding up.

7. APPLICATION OF PROPERTY ON DISSOLUTION

If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:

- (a) not be transferred, paid to or distributed among the members;
- (b) be given or transferred to any institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club pursuant to Rule 8.1;
- (c) for the purposes of paragraph (b) of this Rule 7 such institution or institutions shall be determined by the members of the Club at or before the time of dissolution and so far as effect cannot be given to this then to some charitable object.

8. PROPERTY AND INCOME OF THE CLUB

- 8.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
- 8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under this Constitution or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- 8.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under this Constitution or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
- 8.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 8.5 Subject to Rule 8.6 nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club; or
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate for the time being charged by the Club's bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 8.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or
 - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

9. DISPOSAL OF REAL PROPERTY

- 9.1 Any real property owned by the Club shall not be sold or disposed of other than with the approval of the Members given by a Special Resolution passed at a General Meeting.

9.2 Rule 9.1 does not affect but is in addition to the operation of section 41J of the Registered Clubs Act.

10. LIQUOR

10.1 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a Member except on the invitation and in the company of a Member. This Rule 10.1 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.

10.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

10.3 The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

11. MEMBERSHIP

11.1 The maximum number of members comprising the members in the classes referred to in Rule 11.3 other than Interstate and Overseas members shall not exceed five hundred and fifty (550) but the Board may vary this maximum from time to time.

11.2 No person under the age of eighteen (18) years shall be admitted as a member of the Club, other than as a Junior member in accordance with this Constitution.

11.3 The Full membership of the Club is divided into the following classes:

- (a) General members;
- (b) Intermediate members;
- (c) Associate members;
- (d) Junior members;
- (e) Country members;
- (f) Interstate members;
- (g) Overseas members;
- (h) Long Service members;
- (i) Life members.

11.4 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as Honorary members.

11.5 The number of Full members having the right to vote in the election of the Board shall be not less than fifty per cent (50%) of all Full members of the Club.

GENERAL MEMBERS

- 11.6 General members are persons who have attained the age of eighteen (18) years and admitted to General membership of the Club in accordance with this Constitution.
- 11.7 General members are entitled to:
- (a) such sailing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (c) subject to Rule 27, nominate for and be elected to hold office on the Board including as a Flag Officer;
 - (d) vote in the election of the Board;
 - (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (f) propose, second, or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for Life membership;
 - (h) introduce guests to the Club.

INTERMEDIATE MEMBERS

- 11.8 Intermediate members are members who have attained the age of eighteen (18) years but have not attained the age of thirty (30) years and are admitted to Intermediate membership in accordance with this Constitution.
- 11.9 An Intermediate Member is entitled to all the rights and privileges of General members set out in Rule 11.7 other than the right to be elected or appointed as a Flag Officer of the Club.
- 11.10 Upon attaining the age of thirty (30) years an Intermediate member shall be transferred to General membership without any further recommendation of the Membership Committee or any proposal or invitation being required.
- 11.11 Notwithstanding Rules 11.8, 11.9 and 11.10, an Intermediate member who has attained the age of twenty-four (24) years may transfer to General membership, but if the member does not so transfer, may only remain as an Intermediate member until the member attains the age of thirty (30) years, in which case Rule 11.10 will have effect.

ASSOCIATE MEMBERS

- 11.12 Associate members are persons who have attained the age of eighteen (18) years and admitted to Associate membership in accordance with this Constitution.
- 11.13 Associate members are entitled to:
- (a) such sailing and social privileges and advantages of the Club as may be determined by the Board from time to time; and

- (b) introduce guests into the Club.

11.14 Associate members are not entitled to:

- (a) attend or vote at general meetings including annual general meetings of the Club;
- (b) nominate for or be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any special resolution (including a special resolution to amend this Constitution);
- (e) propose second or nominate any eligible member for any office of the Club;
- (f) propose second or nominate any eligible member for life membership.

JUNIOR MEMBERS

11.15 Junior members are persons who:

- (a) have attained the age of twelve (12) years, but have not attained the age of eighteen (18) years and are admitted to Junior membership of the Club in accordance with this Constitution; or
- (b) at the date of the Special Resolution adopting this Rule 11.15, are Cadet members of the Club and who, from that date, are hereby transferred to Junior members.

11.16 A person shall not be admitted as a Junior member of the Club unless the Membership Committee:

- (a) is satisfied that the person is joining the Club for the purposes of sailing as a member of the Club or a Sub club; and
- (b) has received from that person's parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sailing activities organised by the Club or a Sub club;
- (c) is satisfied that the person will take part in regular sailing activities organised by the Club or a Sub club.

11.17 Subject to the provisions of the Registered Clubs Act, Junior members are entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to:

- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
- (b) nominate for or be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

- (e) propose, second or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership;
- (g) introduce guests to the Club.

LIFE MEMBERS

11.18 A Life member shall be any General member or Associate member who:

- (a) in consideration of services rendered to the Club or other sufficient reason; and
- (b) has been a member of the Club for not less than ten (10) years;

has been granted Life membership of the Club in accordance with this Constitution.

11.19 Life membership may only be granted at a general meeting of the Club (including an Annual General Meeting).

11.20 Candidates for Life membership shall be proposed by one and seconded by another General member or Life member and submitted to the Board for approval.

11.21 If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.

11.22 Until a nomination for Life membership has been approved by the Board, the nomination cannot be submitted to a general meeting of the Club.

11.23 If a nomination for Life membership is approved by an ordinary resolution of the members present and voting at the general meeting provided that not less than twenty five members entitled to vote are present at the meeting and vote on the resolution the person nominated shall thereby be a Life member of the Club.

11.24 Every Life member shall be entitled to all the rights and privileges of a General member.

11.25 A Life member is relieved from the payment of any annual subscription and levies.

COUNTRY MEMBERS

11.26 (a) Any General financial member, Intermediate financial member or Associate financial member who satisfies the Board of Directors that he or she:

- (i) has their principal place of residence and any other place of residence in which they reside from time to time in New South Wales not less than one hundred and fifty (150) kilometres by straight line radius from the registered office of the Club; and
- (ii) does not work in or operate from any business or enterprise which requires the member to be present on a regular basis for such work or operation in the Sydney Metropolitan Area;

may be transferred to Country membership.

- (b) A Country member shall retain all the rights and privileges of that member's primary membership class, but shall pay such reduced annual subscription as the Board may determine from time to time.
- (c) For the purposes of paragraphs (a)(i) and (b) a radius of eighty (80) kilometres from the registered office of the Club shall continue to apply to members who as at the date of the adoption of this Rule 11.26 have their principal place of residence in New South Wales outside that radius and for that reason (and notwithstanding paragraph (a)(ii)) pay and shall be entitled to continue to pay the reduced annual subscription at the same rate as applies to Country Members.
- (d) If a Country member ceases to be eligible for Country membership that member shall, within four (4) weeks (or such extended period as the Board may allow) notify the Secretary that he or she has ceased to be eligible for Country membership whereupon the Board shall restore that member to their primary membership class subject to that member paying the full annual subscription for a member of that primary membership class less the subscription paid by that member in respect of that year as a Country member.

INTERSTATE MEMBERS

- 11.27 (a) Any General financial member, Intermediate financial member or Associate financial member who satisfies the Board of Directors that such member has left New South Wales (but remains in Australia) and will be resident outside of New South Wales for a period of not less than twelve (12) months, may be transferred to Interstate membership.
- (b) Subject to Rule 11.30, an Interstate member shall retain all the rights and privileges of that member's primary membership class, but shall pay such reduced annual subscription as the Board may determine from time to time.

OVERSEAS MEMBERS

- 11.28 (a) Any General financial member, Intermediate financial member or Associate financial member who satisfies the Board of Directors that such member has left Australia and will be remaining outside of Australia for a period of not less than twelve (12) months, may be transferred to Overseas membership.
- (b) Subject to Rule 11.30, an Overseas member shall retain all the rights and privileges of that member's primary membership class, but shall pay such reduced annual subscription as the Board may determine from time to time.

RIGHTS AND OBLIGATIONS OF INTERSTATE AND OVERSEAS MEMBERS

- 11.29 (a) Upon the return to New South Wales of an Interstate member or an Overseas member, that member shall within four (4) weeks (or such extended period as the Board may allow) notify the Secretary that he or she has returned to New South Wales whereupon (but subject to paragraph (b) of this Rule 11.29) the Board shall restore that member to their primary membership class subject to that member paying the full annual subscription of a member of that primary membership class less the subscription paid by that member in respect of that year as an Interstate or Overseas member.

- (b) If an Interstate member or an Overseas member who, being an Intermediate member before becoming an Interstate member or an Overseas member, subsequently attains the age of thirty (30) years, that person shall be placed on the list of General members upon complying with the provisions of paragraph (a) of this Rule 11.29.

11.30 Interstate members and Overseas members are not eligible to any of the rights in paragraphs (b) to (g) inclusive in Rule 11.7.

11.31 For the avoidance of doubt, Rules 11.26(b), 11.27(b) and 11.28(b) do not apply to levies imposed by the Board pursuant to Rule 29.3(m).

PRESERVATION OF RIGHTS OF SUPERNUMERARY MEMBERS

11.32 Any member who, prior to the date of the Special Resolution adopting this Rule 11.32, is a Supernumerary member, shall continue to have the rights of that class of membership as existed prior to the date of the Special Resolution until that member returns to New South Wales and notifies the Secretary of this return upon which the member will be required to pay the full annual subscription of a member of the class to which the member is restored, less the subscription paid by that member in respect of that year as a Supernumerary member.

LONG SERVICE MEMBERS

11.33 Any member who pursuant to Rule 15.9 pays a reduced annual subscription shall be known as a Long Service member.

12. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

The Board, at its discretion, may on the written application of a member in any of the classes of membership in Rule 11.3 transfer that member from any class of membership to another class of membership in Rule 11.3. Any member so transferred may at the discretion of the Board receive a refund or reduction of subscription paid by or payable by the member for the then financial year and may be required to pay the difference between the subscription applicable to the member's present membership and the subscription applicable to the class of membership to which the member desires to be transferred.

13. HONORARY MEMBERS

13.1 The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:

- (a) the patron or patrons for the time being of the Club; or
- (b) any prominent citizen or local dignitary visiting the Club.

13.2 Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.

13.3 Honorary members of the Club are entitled to:

- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and

- (b) introduce guests to the Club.

13.4 Honorary members of the Club are not entitled to:

- (a) vote at any meeting of the Club; or
- (b) nominate for or be elected to the Board or any office in the Club;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

13A. TEMPORARY MEMBERS

13A.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:

- (a) Any person whose ordinary place of residence is outside a radius of not less than 5 kilometres from the Club or such other minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution and who has any of the following qualifications:
 - (i) persons holding high diplomatic or similar appointments in Australia provided they are not also engaged in professional or commercial pursuits in Australia;
 - (ii) Commissioned Officers in His or Her Majesty's Permanent Naval, Military or Air Forces who are posted temporarily to the Sydney area.
- (b) A full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club and which is a Reciprocal Club.
- (c) The spouse or partner of a member of a Reciprocal Club who is admitted to membership as a Temporary member pursuant to paragraph (b) provided that spouse or partner:
 - (i) is in the company of that Temporary member; and
 - (ii) has his or her ordinary place of residence outside a radius of not less than 5 kilometres from the Club or such other minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such greater distance as may be determined from time to time by the Board by By-Law pursuant to this Constitution.
- (d) A full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in section 30(13) of the Registered Clubs Act) who, at the invitation of the Board of the Club or a Full member of the Club (other than a Junior member), attends on any day at the premises of the

Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.

- (e) An interstate or overseas visitor including a member of an interstate or overseas club that is a Reciprocal Club.

13A.2 Temporary members shall not be required to pay a joining fee or annual subscription.

13A.3 Temporary members are entitled to:

- (a) such sailing and social privileges and advantages of the Club as the Board may determine from time to time; and
- (b) subject to Rule 13A.7, introduce guests into the Club.

13A.4 Temporary members are not entitled to:

- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
- (b) nominate for or be elected to the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second or nominate any eligible member for any office of the Club; or
- (f) propose, second or nominate any eligible member for Life membership.

13A.5 The Secretary, the senior employee then on duty or any Director of the Club may terminate the membership of any Temporary member at any time without notice and without having to provide any reason.

13A.6 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club which is a Reciprocal Club and satisfies the requirements of Rule 13A.1(c).

13A.7 A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:

- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
- (b) who does not remain on the Club premises any longer than that Temporary member; and
- (c) in relation to whom the member is a responsible adult.

13A.8 For the purposes of Rule 13A.7(c), "responsible adult" means an adult who is:

- (a) a parent, step-parent or guardian of the minor;
- (b) the minor's spouse or de facto partner; or

(c) for the time being, standing in as the parent of the minor.

13A.9 On each day when a Temporary member (other than a Temporary member admitted pursuant to Rule 13A.1(c)) first enters the premises of the Club, the following particulars shall be entered in the Club's register of Temporary members:

- (a) the name in full of the Temporary member;
- (b) the residential address of the Temporary member;
- (c) the date on which Temporary membership is conferred; and
- (d) the signature of the Temporary member.

14. PROCEDURE FOR ELECTION OF MEMBERS

- 14.1 The Board of Directors on the recommendation of the Membership Committee (constituted under this Constitution) may extend an invitation to any person to join the Club in the appropriate category of membership according to that person's age. The Board may decline to extend an invitation or decline any proposal for membership without having to give a reason. One adverse vote in three shall exclude a candidate from election as a member.
- 14.2 At least six (6) weeks before the issue of such invitation the name and address of the person and the names of the proposer and seconder shall be placed on the Club's noticeboard and shall remain displayed on the Club's noticeboard for at least one (1) month.
- 14.3 Candidates for any class of membership shall be proposed and seconded by any two (2) members (not being an Associate Honorary Junior, Interstate or Overseas Member) of not less than four (4) years standing.
- 14.4 A candidate for Associate membership may only be proposed and seconded by Associate members of not less than four (4) years standing.
- 14.5 All proposals for membership shall be in writing signed by the proposer and seconder and shall be in such form as the Board of the Club from time to time prescribes and shall be submitted to the Membership Committee.
- 14.6 An invitation to a person to join the Club pursuant to Rule 14.1 shall be in writing signed by the Secretary or the Commodore and shall inform the person so invited of the entrance fee the first annual subscription payable and the category of membership to which that person is invited to join.
- 14.7 Upon payment of the entrance fee or (where the entrance fee may be paid by instalments) the first instalment, and the first annual subscription the person invited shall be deemed to have accepted the invitation to join the Club and shall become a member of the Club.
- 14.8 A new member on his or her election shall pay the subscription for the category of membership to which he or she is elected reduced by one sixth for each past month of the then current financial year.
- 14.9 If payment of the entrance fee and first annual subscription is not made within two (2) calendar months after the date of the invitation referred to in Rule 14.1 the person

invited shall be deemed to have declined the invitation and will not become a member of the Club in response to the invitation.

14.10 All persons who accept an invitation to become a member of the Club shall be furnished with a copy of the Constitution of the Club.

15. JOINING FEES, SUBSCRIPTIONS AND LEVIES

15.1 Joining fees, subscriptions, levies and other payments payable by members of the Club shall be such as the Board may from time to time determine provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.

15.2 In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.

15.3 If a person is invited to become a Full member of the Club the member nominating that person must make application in accordance with these Rules for that person to be admitted only as a General member, Intermediate member, Associate member or Junior member. The entrance fee for each of these categories of membership will be three times the annual subscription for each category. A member who has been admitted to membership in the appropriate category in accordance with this Rule 15.3 can apply to be transferred to another category of membership for which he or she may be eligible, with such transfer to take effect after the first year of membership.

15.4 All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board from time to time.

15.5 If a member fails to pay any joining fee, subscription, levy or other payment by the due date the Board may charge interest on the amount outstanding from the due date at the rates of interest charged by the Club's bankers on overdrafts at that time.

15.6 Any person who has not paid his or her joining fee, subscription, levy or other payment by the due date shall cease to be a financial Member and in addition to being liable for interest pursuant to Rule 15.5 may by resolution of the Board be removed from membership of the Club and the provisions of Rule 19.1 and Rule 19.2 shall not apply to such resolution.

15.7 The Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the joining fee, subscription, levy or other payment in Rule 15.4.

15.8 Deleted.

15.9 A member who is of or over the age of sixty (60) years and has been a member of the Club for in excess of thirty (30) years may lodge a claim with the Secretary for a reduction in the annual subscription payable by that member. In each succeeding year after that claim that member shall be required to pay one-half of the annual subscription for the class of membership to which that member belongs. Any member who prior to the date of the Club's 1996 Annual General Meeting was of or over the age of sixty (60) years and had been a member of the Club for in excess of thirty (30) years shall not be liable to pay more than one-half of the annual subscription payable

by that member according to the class of that member for the year in which that member made a claim.

16. **NON-FINANCIAL MEMBERS**

Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 3.2) shall not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any Sub club;
- (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
- (e) vote in the election of the Board or any committee of a Sub club;
- (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
- (g) propose, second or nominate any eligible member for Life membership.

17. **REGISTERS OF MEMBERS AND GUESTS**

The Club shall keep the following registers:

- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full; and
 - (ii) the occupation;
 - (iii) the address;
 - (iv) the date on which the entry of the member's name in the register is made;
 - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) A register of persons who are Honorary members which shall be kept in accordance with Sections 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full or the surname and initials; and
 - (ii) the address.

- (c) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:
 - (i) the name in full or the surname and initials; and
 - (ii) the address;
 - (iii) the date on which the entry of the guest's name in the register is made;
 - (iv) the signature of the member introducing the guest.

18. ADDRESSES OF MEMBERS

Members must advise the Secretary of the Club of any change in their address within seven (7) days of changing their address as recorded in the register referred to in Rule 17(a).

19. DISCIPLINARY PROCEEDINGS

- 19.1 Subject to Rule 19.2, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:
 - (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
 - (b) is, in the reasonable opinion of the Board;
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of conduct which is unbecoming of a member.
- 19.2 The following procedure shall apply to disciplinary proceedings of the Club:
 - (a) A member shall be notified of:
 - (i) any charge against the member pursuant to Rule 19.1; and
 - (ii) the date, time and place of the meeting of the Board at which the charge is to be heard.
 - (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 19.2 by notice in writing by a prepaid letter sent by post to the member's last known address at least fourteen (14) days before the meeting of the Board at which the charge is to be heard.
 - (c) The member charged shall be entitled to:
 - (i) attend the meeting for the purpose of answering the charge; and
 - (ii) submit to the meeting written representations for the purpose of answering the charge.

- (d) If the member fails to attend such meeting:
 - (i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
 - (ii) the Board may impose any penalties,
the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (e) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
- (f) When the Board has made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board's decision.
- (g) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty.
- (h) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion by secret ballot.
- (i) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 19.
- (j) The Board shall not be required to give any reason for its decision.

19.3 If a notice of charge is issued to a member pursuant to Rule 19.2(a):

- (a) the Board by resolution; or
- (b) the Secretary (independently of the Board)

shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.

19.4 Subject to Rules 19.5 and 19.6, a member who:

- (a) incurs a debt to the Club; and
- (b) fails to discharge such debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof

may, by resolution of the Board, be suspended or expelled from membership.

19.5 A member shall be notified, by notice in writing sent by post to the member's last known address, at least seven (7) days before the meeting of the Board at which the resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Rule 19.4.

19.6 The provisions of Rules 19.1 and 19.2 shall not apply to any member suspended or expelled pursuant to Rule 19.4.

20. **APPEALS FROM DISCIPLINARY DECISION OF THE BOARD**

20.1 If a person has been found guilty of a disciplinary charge pursuant to Rule 19 and has been either suspended for twelve (12) months or more or expelled from membership of the Club that person may within seven (7) days of being notified of the Board's decision give to the Secretary a notice in writing that the person wishes to appeal to a general meeting of the members of the Club against the decision.

20.2 As soon as practicable after the date the Secretary receives a notice of appeal pursuant to Rule 20.1 but in any event within three months from that date the Board of the Club will convene a general meeting of the Club.

20.3 The business of the general meeting of the Club referred to in Rule 20.2 will be to consider and if thought fit pass an ordinary resolution that the suspension or expulsion (as the case may be) of the person be rescinded.

20.4 If the resolution referred to in Rule 20.3 is passed the decision of the Board expelling or suspending (as the case may be) the person is rescinded and is of no effect but subject to Rule 20.5.

20.5 If the resolution referred to in Rule 20.3 is passed the same general meeting may by a motion moved at the meeting without prior notice and carried as an ordinary resolution expel or suspend the person for such period as the meeting considers fit in substitution for the suspension or expulsion determined by the Board pursuant to Rule 19 and Rule 20.3.

21. **DISCIPLINARY COMMITTEE**

21.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 19 to a Disciplinary Committee comprising not less than four (4) directors of the Club selected by the Board.

21.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 19 save that:

(a) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and

(b) all references to the Board in Rule 19 shall be read as being references to the Disciplinary Committee.

21.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 19 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:

(a) the procedure set out in Rule 19 is followed; and

(b) the member is notified that the Board is exercising the power under this Rule 21.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.

- 21.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 21.1 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

22. MEMBER UNDER SUSPENSION

Any member whose membership is suspended pursuant to Rules 19 or 21 shall during the period of such suspension not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any Sub club;
- (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
- (e) vote in the election of the Board or any committee of a Sub club;
- (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
- (g) propose, second or nominate any eligible member for Life membership.

23. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- 23.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 23.5, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
- (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
- (d) who hawks, peddles or sells any goods on the premises of the Club;
- (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
- (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.

- (g) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- 23.2 If pursuant to Rule 23.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 23.5) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- 23.3 Without limiting Rule 23.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 23.1(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- 23.4 Without limiting Rule 23.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 23.1(a), the person must not:
- (a) remain in the vicinity of the Club; or
 - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- 23.5 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (b) any employee authorised by the Secretary to exercise such power.

24. RESIGNATION AND CESSATION OF MEMBERSHIP

- 24.1 A member may at any time resign from his or her membership of the Club by either:
- (a) giving notice in writing to the Secretary; or
 - (b) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
- 24.2 A resignation pursuant to Rule 24.1 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- 24.3 Any member who has resigned pursuant to 24.1 will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

25. GUESTS

- 25.1 All members (other than Junior members) shall have the privilege of introducing guests to the Club.
- 25.2 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rule 17.

- 25.3 No member shall introduce guests more frequently or in greater number than provided by By-law.
- 25.4 No member shall introduce any person as a guest:
- (a) who has been expelled from the Club pursuant to Rules 19 or 21; or
 - (b) whose membership is then suspended pursuant to Rules 19 or 21;
 - (c) who is then refused admission to or being turned out of the Club pursuant to Rule 23.
- 25.5 Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 25.6 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- 25.7 No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- 25.8 A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- 25.9 A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- 25.10 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

26. **PATRONS**

- 26.1 The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting.
- 26.2 If such Patron or Patrons are not members of the Club they shall thereupon be deemed to be Honorary members of the Club and, subject to this Constitution, shall remain Honorary members while they remain Patron.

27. **BOARD OF DIRECTORS**

- 27.1 Subject to Rule 35 and until the Annual General Meeting of the Club in 2016, the Board shall consist of ten (10) directors comprising the Flag Officers, an Honorary Treasurer and six (6) ordinary directors.
- 27.2 Subject to Rule 35 and with effect from the Annual General Meeting of the Club in 2016, the Board shall consist of (9) directors comprising the Flag Officers, an Honorary Treasurer and five (5) ordinary directors.
- 27.3 A Flag Officer must be the owner of a Yacht recorded in the Club Register.

- 27.4 A member shall not be eligible to be elected as a particular Flag Officer if that member has held office as that Flag Officer for three (3) consecutive years prior to the Annual General Meeting at which the election of officers is held.
- 27.5 In addition to the Flag Officers three (3) other members of the Board must be the owner of a Yacht recorded in the Club Register.
- 27.6 The Board shall be elected annually in accordance with this Constitution.
- 27.7 Subject to Rules 27.2 and 27.8, the following members shall be entitled to stand for and be elected or appointed to the Board:
- (a) General members;
 - (b) Intermediate members; and
 - (c) Life members.
- 27.8 A member who is:
- (a) an employee;
 - (b) currently under suspension pursuant to Rules 19 or 21 or
 - (c) not a Financial member;
- shall not be eligible to stand for or be elected or appointed to the Board.

28. **ELECTION OF BOARD**

- 28.1 The election of the Board shall be conducted in the following manner:
- (a) The Board shall appoint a Returning Officer and at least two (2) scrutineers to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.
 - (b) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (c) of this Rule 28.1, shall be prominently posted on the Club Notice Board at least twenty-one (21) days prior to the date fixed for the Annual General Meeting.
 - (c) Nominations shall close at least fourteen (14) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary on or before that date.
 - (d) Nominations for election to the Board shall be made in writing and signed by one and seconded by another General member, Intermediate member or Life member and signed by the nominee who shall thereby signify his or her consent to the nomination.
 - (e) A nomination can be withdrawn at any time prior to the close of nominations.
 - (f) An eligible member may be nominated for more than one office.

- (g) The Secretary shall post the name of the candidates and the proposer and seconder of each candidate in alphabetical order of the candidates on the Club Notice Board for at least seven (7) days prior to the date of the Annual General Meeting.
- (h) If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and additional nominations shall with the consent of the nominee or nominees be made at the meeting for the position not so filled.
- (i) If there be only the requisite number nominated for the various positions those candidates shall be declared duly elected.
- (j) If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position at the Annual General Meeting.
- (k) If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 28.1 the order of seniority shall be:
 - (i) Commodore;
 - (ii) Vice Commodore;
 - (iii) Rear Commodore;
 - (iv) Honorary Treasurer;
 - (v) Ordinary director.
- (l) The Returning Officer shall supervise the preparation of ballot papers.
- (m) The order in which names appear on the ballot paper shall be determined by lot.
- (n) The Returning Officer shall supervise the issue of ballot papers.
- (o) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (p) Members shall place their ballot papers in the ballot box provided at the Annual General Meeting.
- (q) The Returning Officer shall supervise the safe custody of ballot papers returned.
- (r) The Returning Officer shall supervise the examination of ballot papers.
- (s) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (t) The Returning Officer shall supervise the counting of votes.

- (u) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
- (v) The Returning Officer shall report the result of the ballot to the Annual General Meeting.
- (w) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 28.1.
- (x) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 28.1.
- (y) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 35.3.

28.2 The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 28.1.

29. **POWERS OF THE BOARD**

29.1 The Board shall be responsible for the management of the business and affairs of the Club.

GENERAL POWERS

29.2 The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed or required to be exercised or done by the Club in general meeting.

SPECIFIC POWERS

29.3 Without limiting the general powers conferred by Rule 29.2, the Board shall have power from time to time to:

- (a) make, alter and repeal By-Laws pursuant to Rule 29.24.
- (b) enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (c) purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (d) secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (e) institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts

due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.

- (f) determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (g) invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (h) borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
- (i) subject to paragraph (j) of this Rule, sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).
- (j) subject to Rule 9 and section 41J of the Registered Clubs Act to sell, lease, exchange or otherwise dispose of any land belonging to the Club.
- (k) appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (l) engage, appoint, control, remove, discharge, suspend, determine and dismiss managers, employees, officers, representatives and agents in respect to permanent, temporary or special services and to determine the duties, pay, salary or other remuneration. The Board may delegate these powers (or any of them) to the Secretary or other officer or committee of the Club.
- (m) impose levies on all members.
- (n) set the joining fees, subscriptions and other payments payable by all members.
- (o) fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (p) affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

COMMITTEES

29.4 Without limiting the general powers conferred by Rule 29.2, the Board shall have power to delegate any of its powers to committees consisting of any:

- (a) director; or
- (b) member;
- (c) employee;

- (d) person who is not a member but who has a particular skill or expertise which they will apply to a committee;

or any combination thereof. The Board shall also have the power to revoke any such delegation.

- 29.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may impose.
- 29.6 The Commodore shall be a member of all such committees and may nominate a person or persons to represent him or her on one or more of those committees.
- 29.7 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 29 or by any by-law made by the Board pursuant to this Rule 29.
- 29.8 The quorum for a meeting of any committee shall be a majority of the committee members.
- 29.9 Any committee other than the Membership Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

MEMBERSHIP COMMITTEE

- 29.10 There shall be a Membership Committee consisting of not less than five (5) Ordinary, Intermediate or Life members. The Membership Committee shall be appointed annually by the Board. Vacancies from time to time in the Membership Committee shall be filled by the Board. Pending a vacancy being filled, the remaining members of the Membership Committee shall be entitled to exercise all the powers of the Committee provided that there are sufficient members of the Committee to form a quorum.
- 29.11 The Membership Committee will meet whenever it deems necessary. A meeting of the Membership Committee may be called by any member of the Committee by giving notice to the other members of the Committee.
- 29.12 The quorum for a meeting of the Membership Committee is three (3) members of that Committee present in person.
- 29.13 The Membership Committee shall maintain minutes of all its meetings and shall all record in those minutes any resolution to recommend that an invitation be extended to any person to join the Club. The Secretary shall keep the minutes and will record in the minutes in addition to any resolution of the Committee the names of the members of the Membership Committee present and voting on any matter.
- 29.14 Subject to Rule 29.13 the Membership Committee may make its own rules with respect to the exercise of its powers and the conduct of its meetings and proceedings.
- 29.15 Every member of the Membership Committee shall keep confidential and shall not disclose to any person including a member of the Club any information or decision which has been made or dealt with or discussed at a meeting of the Membership Committee.

29.16 Notwithstanding Rule 29.15 the Board may request the chairperson of the Membership Committee and that chairperson must supply to the Board information (but not the name) regarding any candidate proposed for membership from time to time and the category of membership to which that person is proposed.

SUB CLUBS

29.17 Without limiting the general powers conferred by Rule 29.2, the Board shall have power to:

- (a) establish Sub clubs with such rules (including objects, powers and membership qualifications) as the Board may determine; and
- (b) allow Sub clubs established pursuant to this Rule 29.17 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established;
- (c) allow Sub clubs to create by-laws for the control and regulation of the sporting or other activities for which they are respectively established;
- (d) permit Sub clubs to adopt a name (provided it be described as a Sub club of the Club);
- (e) allow Sub clubs to become affiliated with the bodies controlling sports or other activities on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.

29.18 Any of the Sub clubs established pursuant to Rule 29.17 or those already in existence must conform to any regulation or restriction that the Board may impose.

29.19 The Commodore shall be a member of all the committees of Sub clubs and may nominate a person or persons to represent him or her on one or more of those committees.

29.20 Subject to the general control and supervision of the Board, each Sub club may manage its own affairs but shall:

- (a) make regular reports to the Board (or otherwise as may be required by the Board); and
- (b) submit copies of all minutes and records to the Board for the purposes of Rules 38 and 39.

29.21 The Board may empower each Sub club to open and operate a bank account in the name of the Sub club in such bank or banks as the Board may approve provided that the persons eligible to operate upon any such account shall be approved by the Board which may remove and replace such persons or any of them.

29.22 The rules of each Sub club may be amended by the members of the Sub club provided that no amendment proposed or approved by the members of the Sub club shall have effect unless and until it is approved by resolution of the Board.

29.23 Any disciplinary action taken by a Sub club in respect of any member of the Sub club shall be promptly reported to the Board together with the reasons for the action.

BY-LAWS

29.24 The Board may make such By-laws not inconsistent with this Constitution as are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws. The Members Handbook as at the date of the Special Resolution adopting this constitution are the By-laws of the Club at that date but may be amended or replaced by the Board.

29.25 Without limiting the generality of Rule 29.24 the Board may by By-Law regulate:

- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law; and
- (b) the operations of the Club;
- (c) the control and use of the Club's premises;
- (d) the control and management of competitions;
- (e) the conduct of members and guests of members;
- (f) the playing and social privileges of each category of membership;
- (g) the conduct of members in relation to Club employees;
- (h) generally, all such matters are commonly the subject matter of by-laws which, by this Constitution, are not reserved for decision by the Club in general meeting.

29.26 Any By-law made under Rule 29.24 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

29.27 The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

30. PROCEEDINGS OF THE BOARD

30.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet at least once in each calendar month for the transaction of business.

30.2 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a minute book provided for that purpose.

30.3 The Commodore shall be entitled to take the chair at every meeting of the Board. If the Commodore is not present or is unwilling or unable to act then the Flag Officer next in seniority present at the meeting shall take the chair for that meeting.

30.4 The quorum for a meeting of the Board shall be five (5) members of the Board.

30.5 The Commodore may at any time and the Secretary upon the request of not less than two (2) directors shall convene a meeting of the Board.

- 30.6 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 30.7 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- 30.8 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 convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
- 30.9 A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

31. DECLARATIONS OF INTERESTS BY DIRECTORS

- 31.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (a) declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Rule 31.6.
- 31.2 Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- 31.3 A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- 31.4 A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- 31.5 Rules 31.1 to 31.4 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

- 31.6 Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

- (a) must not vote on the matter; and
- (b) must not be present while the matter is being considered at the meeting.

32. CONTRACTS WITH DIRECTORS

- 32.1 In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 32.2 A “pecuniary interest” in a company for the purposes of Rule 32.1 does not include any interest exempted by the Registered Clubs Act.

33. CONTRACTS WITH SECRETARY

- 33.1 Subject to Rule 33.2, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (a) the Secretary; or
 - (b) any close relative (as defined in the Registered Clubs Act) of the Secretary;
 - (c) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- 33.2 Rule 33.1 does not prevent the Club entering into a contract with any of the above persons which is:
- (a) a contract of employment; or
 - (b) otherwise permitted by the Registered Clubs Act.

34. REMOVAL FROM OFFICE OF DIRECTORS

- 34.1 The members in general meeting may by ordinary resolution:
- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office; and
 - (b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.
- 34.2 Any person appointed pursuant to Rule 34.1(b) shall hold office for the remainder of the term of office of the person he or she replaces.
- 34.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

35. VACANCIES ON BOARD

- 35.1 The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) is disqualified for any reason referred to in Section 206B of the Act.
 - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (c) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
 - (d) by notice in writing given to the Secretary resigns from office as a director.
 - (e) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
 - (f) ceases to be a member of the Club.
 - (g) becomes an employee of the Club.
- 35.2 The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

FILLING CASUAL VACANCY

- 35.3 The Board shall have power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

36. GENERAL MEETINGS

- 36.1 A general meeting of the members of the Club must be held for a proper purpose.
- 36.2 A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.
- 36.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 36.4 (a) Subject to this Rule 36, the Board must call and arrange to hold a general meeting of the Club on the request of either:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or

- (ii) at least one hundred (100) members who are entitled to vote at the general meeting.
- (b) In this Rule 36.4 the term "the request" shall mean the request referred to in paragraph (a).
- (c) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within twenty one (21) days after the request is given to the Secretary.
- (g) The meeting referred to in paragraph (f) of this Rule 36.4 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.
- (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the register of members and the Secretary must give the members the copy of the register of members without charge.

NOTICE OF GENERAL MEETINGS

- 36.5 At least twenty one (21) days' notice in writing of any general meeting of the members of the Club (including an Annual General Meeting) must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
- 36.6 A notice of a general meeting of the members of the Club (including an Annual General Meeting) must:
- (a) set out the place, date and time of the meeting; and
 - (b) state the general nature of the meeting's business;
 - (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.

36.7 Neither:

- (a) the accidental omission to give notice of a meeting; nor
- (b) the non-receipt by any person of notice of a meeting;

shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

ANNUAL GENERAL MEETINGS

36.8 The business of the Annual General Meeting shall be as follows:

- (a) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other general meeting requiring confirmation; and
- (b) to receive and consider the reports referred to in Rule 38.4;
- (c) to declare the results of the election of the Board and/or conduct any further election as may be required by this Constitution;
- (d) to appoint an auditor or auditors in the event that there be a vacancy in the office of Auditor;
- (e) to approve the payment of honorariums (if any);
- (f) to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.

36.9 The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

36.10 If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

36.11 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.

36.12 The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.

36.13 The auditor is entitled to be heard even if:

- (a) the auditor retires at the meeting; or
- (b) the meeting passes a resolution to remove the auditor from office.

36.14 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

CHAIR AT GENERAL MEETINGS

36.15 The Commodore shall be entitled to take the chair at every general meeting.

36.16 If the Commodore is not present or is unwilling or unable to act then the Flag Officer next in seniority shall preside as chairperson of the meeting.

36.17 If a Flag Officer is not present or is unwilling or unable to act then the members of the Club present shall elect a member to preside as chairperson of the meeting.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

36.18 Subject to the Registered Clubs Act General members, Intermediate members and Life members are entitled to attend and vote at a general meeting (and an Annual General Meeting) of the Club.

36.19 A person shall not:

(a) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or

(b) vote at any election including an election of a member or of the Board, as the proxy of another person.

36.20 Every member eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.

36.21 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall have a second or casting vote.

36.22 No member of the Club who is an employee of the Club shall be eligible to vote at any meeting of the Club.

36.23 Subject to this Constitution, every question and ordinary resolution submitted to a meeting shall be decided by a simple majority of votes from those members present and voting at the meeting.

36.24 Voting shall be on a show of hands unless a poll is demanded.

36.25 Five (5) members or the chairperson may demand a poll.

36.26 A demand for a poll may be withdrawn.

36.27 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs.

36.28 The result of the poll shall be the resolution of the meeting at which the poll was demanded.

36.29 A poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately.

36.30 At any general meeting (unless a poll is demanded) a declaration by the chairperson that:

- (a) a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority; and
- (b) an entry to that effect in the book containing the minutes of the proceedings of the Club,

shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

QUORUM FOR GENERAL MEETINGS

36.31 No business shall be transacted at any general meeting of members unless a quorum of members is present.

36.32 At any general meeting of the Club (including an Annual General Meeting) convened by the Board, twenty (20) members present in person and eligible to vote shall be a quorum.

36.33 If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall:

- (a) be dissolved if it was convened at the request of members pursuant to Rule 36.4; or
- (b) stand adjourned to the same day in the next week at the same time and place.

36.34 If at any meeting adjourned pursuant to Rule 36.33(b) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

ADJOURNMENT OF GENERAL MEETINGS

36.35 The chairperson of a meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.

36.36 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

36.37 A resolution passed at an adjourned meeting is passed on the day it was passed and shall not be deemed to have been passed on any earlier day.

36.38 It shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

37. MINUTES

37.1 The Club must keep minute books in which it records:

- (a) proceedings and resolutions of general meetings of the Club; and

- (b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
- (c) resolutions passed by directors without a meeting;
- (d) proceedings and resolutions of meetings of the Membership Committee.

37.2 The Club must ensure that:

- (a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
- (b) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.

37.3 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

38. ACCOUNTS AND REPORTING TO MEMBERS

38.1 The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

38.2 The books of account shall be kept at the registered office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

38.3 The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.

38.4 In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:

- (a) the financial report of the Club; and
- (b) the directors' report;
- (c) the auditors' report on the financial report.

39. FINANCIAL YEAR

The financial year of the Club and any sub club or other entity created under this Constitution shall commence on the first day of July in each year and end on the last day of June in the following year or such other period as having regard to the Act, the Board may determine.

40. AUDITORS

Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

41. SECRETARY

At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the chief executive officer of the Club for the purposes of the Registered Clubs Act.

42. EXECUTION OF DOCUMENTS

42.1 The Club shall have a seal.

42.2 The Board must provide for the safe custody of the seal.

42.3 The Club may execute a document (including a deed) with the seal by fixing the Seal to the document and having the fixing of the seal witnessed by:

- (a) two members of the Board; or
- (b) one member of the Board and the Secretary.

42.4 The Club may execute a document (including a deed) without using the seal if that document is signed by:

- (a) two members of the Board; or
- (b) one member of the Board and the Secretary.

43. NOTICES

43.1 A notice may be given by the Club to any member either:

- (a) personally; or
- (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
- (c) by sending it to the electronic address (if any) nominated by the member.

43.2 Where a notice is sent by post to a member in accordance with Rule 43.1 the notice shall be deemed to have been received by the members:

- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
- (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

43.3 Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

44. INDEMNITY TO OFFICERS

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

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

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

45. **INTERPRETATION**

A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

46. **AMENDMENTS TO CONSTITUTION**

This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members, General members and Intermediate members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

47. **REGISTER OF YACHTS AND BOATS**

- 47.1 Any Yacht or Boat which is:

- (a) owned by a Full member or Full members of the Club; or
- (b) owned by a company limited by shares in respect of which the majority of the shares are owned by a Full member or members of the Club and all of the Directors are Full members of the Club; or
- (c) owned by a company limited by guarantee in respect of which the majority of members are Full members of the Club and all the directors are Full members of the Club; or
- (d) owned by a syndicate of which a majority of the members of the syndicate are Full members of the Club;

may, at the discretion of the Board, be placed upon the Club Register or Supplementary Register. The Board has the power to remove a Yacht or Boat from the Club Register or Supplementary Register without being required to give any reason for the removal.

- 47.2 The owner or owners of a Yacht or Boat who have applied to have the Yacht or Boat entered on the Club Register or Supplementary Register shall furnish to the Board:

- (a) such particulars of the Yacht or Boat including its dimensions, tonnage, rating, rig and such other particulars as the Board may require;
- (b) such particulars concerning the company which is the owner of the Yacht or Boat or the members of the syndicate which is the owner of the Yacht or Boat, the structure of the company or syndicate and the governing documents of the company or syndicate as may be determined by the Board from time to time.

- 47.2A (a) A company or syndicate which is the owner of any Yacht or Boat that is pursuant to Rule 47.2 applying to have the Yacht or Boat entered on the Club Register or Supplementary Register must in the application nominate a director of the company or member of the syndicate (as the case may be) who is a Full member of the Club to represent the company or syndicate in all dealings with the Board and Flag Officers.
- (b) The company, its shareholders or syndicate members (as the case may be) will be bound by any agreement or members undertaking given by the nominated representative, but the Board in its absolute discretion may also seek written confirmation from all syndicate members or company members or shareholders and directors of a company as to any agreements or undertakings.
- (c) A syndicate or company can change the nominated representative referred to in sub paragraph (a) from time to time by notice in writing to the Vice Commodore signed by all members of the syndicate or all directors of the company.
- (d) Any proposed changes to the membership of the syndicate or the shareholders of the company or to the Boat or Yacht owned by the syndicate or the company must be notified in writing to the Vice Commodore for the approval of the Board, which in its absolute discretion the Board may or may not give.
- (e) Before making a decision for the purposes of sub paragraph (d), the Board may require such further information from the company or syndicate about the proposed change as it considers necessary.
- 47.3 If any Yacht or Boat on the Club's Register or Supplementary Register or any share or 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 Board 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.
- 47.4 Any member who shall sell exchange let on hire or otherwise dispose of his or her Yacht or Boat 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.
- 47.5 A company which is the owner of a Yacht or Boat on the Club Register or Supplementary Register must notify the Vice Commodore in writing if the company proposes to go into liquidation or administration.
- 47.6 All members of a syndicate which is the owner of a Yacht or Boat on the Club Register or Supplementary Register who are members of the Club and all directors of a company which is the owner of a Yacht or Boat on the Club Register or Supplementary Register who are members of the Club are jointly and severally liable for payment of any fees or other monies payable to the Club in relation to the respective Yacht or Boat.

47.7 The Board has power to make By-laws not inconsistent with this Rule 47 in relation to the use of any Yacht or Boat registered on the Club Register or Supplementary Register and the conduct of persons on such Yacht or Boat and in relation to such other matters as the Board may determine from time to time.

48. **UNIFORM**

48.1 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.

48.2 The uniform of the Commodore Vice Commodore and Rear Commodore shall differ from the uniforms referred to in Rule 48.1 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.

49. **FLAGS**

49.1 The Ensign of the Club shall be the Blue Ensign defaced with Prince of Wales Feathers with the initials R.P.E.Y.C. thereafter.

49.2 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.

49.3 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.

50. **RACING RULES**

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 Australian Sailing or such other organisation that takes its place provided that the Board shall have power from time to time as it thinks fit to make special rules with respect to the holding of races matches and evolutions including the appointing of races to be sailed partly or solely by amateurs and steered by members or owners only.