CONSTITUTION
OF
SYDNEY FLYING SQUADRON LIMITED

NAME OF COMPANY

1. The name of the company is Sydney Flying Squadron Limited [ACN 000 487 230].

DEFINITIONS

2. In this Constitution, the following definitions will apply, unless there is something in the subject or context inconsistent with the below meaning:

"Act" means the *Corporations Act 2001* (as amended) and any regulation made under that act.

"annual report" means an annual financial report that is produced in accordance with the requirements of the Act, the Registered Clubs Act and the Australian Accounting Standards.

"annual subscription" means the subscription paid by a member in accordance with the Registered Clubs Act and being paid either annually or otherwise.

"Australian Accounting Standards" means the standards issued by the Australian Accounting Standards Board, as in force for the time being, and including any modifications prescribed by the regulations made under the Act. Australian Accounting Standards is hereby deemed to include Reduced Disclosure Requirements (if applicable).

"The Annual General Meeting" means the General Meeting held each year as required by the Act and this Constitution.

"Authority" means the Independent Liquor and Gaming Authority.

"Board" means the members of the Board of Directors of the Club constituted in accordance with this Constitution and deemed the Directors of the Company.

"business day" means a day that is not a Saturday, a Sunday or a public holiday.

"By-law" means any by-law, rule, policy or regulation established by the Board under the provisions of this Constitution.

"chairperson" shall mean the chairperson of a meeting of the Club being such person entitled to preside at said meeting in accordance with the provisions of this Constitution.

"close relative" of a person means:

(a) a parent, child, brother or sister of the person; or

(b) a spouse or de facto partner of the person or of a person referred to in paragraph (a). [Note: "De facto partner" is defined in the *Interpretation Act 1987*]

"Club" means the Sydney Flying Squadron Limited [ACN 000 487 230] and includes any registered business names owned by the Club.

"club licence" means a club licence granted under the Liquor Act.

"Constitution" means this company constitution of the Club which has been adopted and modified in accordance with the Act.

"contract" includes commercial arrangement.

"core property" means any real property owned or occupied by the Club that comprises:

(a) the defined premises of the Club, or

(b) any facility provided by the Club for the use of its members and their guests, or

(c) any other property declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, to be core property of the Club,

but does not include any property referred to in paragraphs (a)-(c) that is declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, not to be core property of the Club.

"dispose" of property means to sell, lease or licence the property or to otherwise deal with the property in such manner as may be prescribed by the Registered Clubs Act.

"employ" and "employee" includes engage under a contract for services.

"financial member", and the term "financial" when referring to a member, means a member who has paid the annual subscription in advance.

"Gaming Machines Act" means the *Gaming Machines Act 2001* (as amended) and any regulation made under that act.

"gift" includes money, hospitality or discounts.

"Liquor Act" means the *Liquor Act 2007* (as amended) and any regulation made under that act.

"manager" shall mean the Secretary of the Club and such other persons who have been approved by the Authority and appointed to manage the licensed Club premises in accordance with the Liquor Act.

"month" means a calendar month.

"non-core property" means any real property owned or occupied by the Club that is not core property.

"notice board" means a board or boards designated as such and conspicuously located within the Club premises on which notices for the information of members are posted.

"office" means the registered office for the time being of the Club.

"Officer" shall have the meaning defined in the Act.

"ordinary resolution" means a resolution that may be passed by a simple majority (being at least 50%) at a general meeting of members.

"Registered Clubs Act" means the *Registered Clubs Act 1976* (as amended) and any regulation made under that act.

"responsible adult" means a person of or over the age of eighteen (18) years who, in relation to the minor, is a parent, step-parent, guardian, legal spouse, or a person who for the time being has parental responsibility for the minor.

"Returning Officer" shall mean a person appointed by the Club to conduct an election on behalf of the Club, and shall include the State Electoral Commissioner or his representative when said Commissioner conducts an election.

"Rules", unless otherwise inferred, means the paragraphs within this Constitution, and any By-laws and regulations of the Club.

"Secretary" includes Acting Secretary, Secretary Manager, Acting Secretary Manager, Honorary Secretary, Acting Honorary Secretary, Chief Executive Officer, and Acting Chief Executive Officer.

"special resolution" means a resolution that in accordance with the Act:

(a) Is passed at a general meeting of the Club of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and

(b) Is passed by a majority of at least 75% of members entitled to vote who are in attendance and vote in person at the meeting.

"teleconference" includes the use of telephone, computer, closed-circuit television, video based equipment, or any other suitable electronic means of communication.

"top executive" means each of the following:

(a) the Secretary of the Club;

(b) a person who is the manager (within the meaning of the Liquor Act) of any premises of the Club;

(c) a person who is, or who is of a class, prescribed by the Registered Clubs Act for the purposes of this definition.

"written" and "in writing" include printing, typing, lithography, electronic communication and other modes of representing or reproducing words in visible form in the English language. Provided that information may only be given by means of electronic communication where at the time the information was given it was reasonable to expect that the information would be readily accessible and the person to whom the information is given has consented to the information being given by means of an electronic communication.

"year" when referring to matters dealing with elections means the period between successive Annual General Meetings.

INTERPRETATIONS

3. (a) When reading and interpreting this Constitution, and any By-laws and other rules made under this Constitution, the definitions and the interpretation rules shall be in accordance with the *Acts Interpretation Act 1901* and the *Interpretations Act 1987*. However, the application of the said Acts is subject to a contrary intention in other applicable Commonwealth and New South Wales legislation and any regulations made thereunder, or as otherwise is clearly stated in this Constitution and not inconsistent with any legislation or regulation.

(b) Replaceable rules under the Act are excluded from this Constitution and shall not apply to the Club except insofar as they are repeated in this Constitution or are included in modified form in this Constitution.

(c) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.

(d) A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.

(e) Words importing a gender include every other gender. Words in the singular number include the plural and vice versa. A reference to a person does not exclude it being a reference to a corporation, a body corporate or politic.

(f) A decision of the Board on the construction or interpretation of the Constitution of the Club, or of any By-laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting or by the Supreme Court of New South Wales.

(h) In accordance with the *Electronic Transactions Act 2000,* if the signature of a person is required, that requirement is taken to have been met in relation to an electronic communication if a suitable method is used to identify the person and to indicate the person's intention in respect of the information communicated, and the method used was either as reliable as appropriate for the purpose for which the electronic communication was generated or communicated and the person to whom the signature is required to be given consents to that requirement being met by an electronic method.

EFFECT OF CONSTITUTION

4. The Club's Constitution and any By-laws and other rules have effect as a contract between the Club and each member; and between the Club and each director and the Secretary; and between a member and each other member; under which each person agrees to observe and perform the Constitution, By-laws and rules so far as they apply to that person.

PRELIMINARY

5. The Club is established for the purposes set out in the Constitution.

6. The Club is a non-proprietary company.

7. Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.

MEMBERSHIP

8. The membership of the Club shall consist of such persons as the Board shall admit to membership in accordance with the Constitution.

9. Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with appropriate rights and eligibility as defined in By-law as determined by the Board.

CLASSES OF MEMBERSHIP

10. The membership of the Club shall be divided into the following classes:

    (a) **ORDINARY MEMBERS** shall be persons who have attained the age of eighteen (18) years and who are Ordinary Members in accordance with the provisions of this Constitution and who have paid the appropriate annual subscription and any other fees for such class of membership.

    (b) **SAILING MEMBERS** shall be persons who have attained the age of eighteen (18) years and who are sailors actively involved in sailing at the Club. Sailing Members shall become Ordinary Members after a period of twelve (12) months continuous membership as a Sailing Member.

    (c) **SOCIAL MEMBERS** shall be persons who have attained the age of eighteen (18) years and who have been accepted as Social Members in accordance with this Constitution and who have paid all fees due in respect of Social Membership. Social Members shall automatically become Ordinary Members after a period of three (3) years continuous membership as a Social Member.

(d) **JUNIOR MEMBERS** shall be persons under the age of eighteen (18) years who have been admitted to membership for the purpose of participating in regular sporting competitions organised by the Club. Junior Members shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club. Junior Members shall be entitled to use such areas of the clubhouse as the Board may determine pursuant to the Registered Clubs Act or in respect of which a permit has been granted under the Liquor Act.

(e) **LIFE MEMBERS** shall be those persons who are granted Life Membership in recognition of outstanding service to the Club, and who have been a continuous member of the Club for a period of at least ten (10) years, and deemed worthy of Life Membership. Nominations for Life Membership must be submitted to the Board who may recommend to the Annual General Meeting the candidate for Life Membership. Nominations for Life Membership shall be lodged with the Secretary not less than two (2) months prior to the Annual General Meeting.

11. (a) **HONORARY MEMBER** (as defined in the Registered Club Act) shall mean a person who has attained the age of eighteen (18) years and who is either the current Patron of the Club, or a prominent citizen or dignitary visiting the Club for some special occasion. The period of such Honorary Membership shall be as determined by the Board.

(b) An Honorary Member shall have such other rights and privileges as shall be determined by the Board PROVIDED that an Honorary Member shall NOT attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, or nominate members for Life Membership of the Club.

12. (a) **TEMPORARY MEMBER** shall mean a person who has attained the age of eighteen (18) years and who has been admitted to Temporary Membership of the Club and who meets at least one of the following conditions:

(i) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered Club (and includes a person whose ordinary place of residence is in an excepted area as approved by the Director-General);

(ii) A person who is a member of another registered club with similar objects to those of this Club;

(iii) Any person who is attending the Club for the purpose of taking part in an organised sport or competition as provided in Section 30 (10) of the Registered Clubs Act;

(iv) An interstate or overseas visitor.

(b) The duration of Temporary Membership shall be as determined by the Board from time to time provided that Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period no more than thirty (30) consecutive days as the appropriate authority may approve in writing in relation to the Club) PROVIDED that a person who is attending the Club for the purpose of taking part in an organised sport or competition shall be a Temporary Member from the time on that day when that person attends the premises of the Club until the end of that day.

(c) The Temporary Membership of any person may be cancelled at any time without assigning any reason.

(d) A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Member Register when entering the Club premises for the first time. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.

(e) Temporary Members shall not be required to pay a joining fee or an annual subscription unless determined otherwise by the Board from time to time.

(f) Temporary Members shall have such rights and privileges as determined by the Board from time to time. Temporary Members shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, or nominate members for Life Membership of the Club.

(g) A Temporary Member may be accompanied at the premises of the Club by a minor (person under the age of eighteen (18) years) provided that the Temporary Member is a responsible adult in relation to that minor and that such minor remains in the immediate presence of the Temporary Member. A minor's details must NOT be entered into the Temporary Member Register or the Guest Register of the Club.

13. (a) **PROVISIONAL MEMBER** means a person who has applied for membership, has paid the appropriate annual subscription, and is awaiting a decision on the application.

(b) Provisional Members shall have the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold office and the right to attend meetings.

PATRONS

14. 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. Such Patron or Patrons shall be deemed to be Honorary Members of the Club provided that any Patron who is a member of the Club shall also be entitled to exercise all the privileges and advantages of such membership. Patrons will cease to be Patrons when the period of appointment expires, and may be removed prior to that time by the members in general meeting.

MEMBERSHIP – VOTING RIGHTS

15. (a) Ordinary Members and Life Members shall be the only members eligible to vote at elections and general meetings of the Club.

(b) Ordinary Members and Life Members shall be the only members eligible to be elected or appointed to the Board.

16. (a) Each member entitled to vote shall have one (1) vote.

(b) Pursuant to the Registered Clubs Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.

17. The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprises not less than 25% of the members of the Club.

18. (a) A member of the Club who is also an employee of the Club shall not vote at any general meeting of the Club or at any Board meeting or at any election of the Board or hold office as a member of the Board.

(b) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.

ADMISSION TO MEMBERSHIP

19. (a) Candidates for membership of the Club shall complete and sign an application form. The application form shall set out the full name, address and occupation of the candidate and the class of membership to which the candidate wishes to be admitted. The application form shall be in the form and contain such further particulars as are from time to time determined by the Board. The application form for Junior Membership shall be endorsed and signed by a responsible adult for the minor.

(b) Every application for membership shall be lodged with the Secretary of the Club.

(c) The name and address of each candidate for membership shall be displayed on the notice board for at least one (1) week before the election. An interval of at least two (2) weeks shall elapse between the application for membership and the election.

(d) The election of members shall be by the Board at a meeting or, meetings duly convened. The Secretary of the Club shall keep a record of the names of the members of the Board present and voting at such meeting and the names of the members elected. The Board may reject any application for membership without assigning any reason for such rejection.

20. Every person elected to membership shall be deemed to agree to pay the annual subscription and any other fees and charges as prescribed in the Constitution and to be bound by the Constitution of the Club and By-laws from time to time in force and the payment of the said annual subscription, fees and charges or part thereof shall be conclusive evidence of such agreement.

21. Every person elected to membership shall be required to pay within one (1) month of the date of election all subscriptions and fees payable or instalments thereof and failing which payment the election may be declared null and void.

TRANSFERRING BETWEEN CLASSES OF MEMBERSHIP

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

(b) A Junior Member who has attained the age of eighteen (18) years may be transferred by the Board without the need for application from Junior membership to such applicable class of membership as deemed appropriate by the Board subject to payment (if any) by the member of an additional annual subscription and/or other fees.

SUBSCRIPTIONS, FEES AND CHARGES

23. (a) The annual subscription and other fees and charges payable by any class of members the amount thereof and all other matters pertaining thereto not specially provided for in the Constitution shall be such as shall from time to time be prescribed by the Board. The annual subscription shall not be less than two dollars ($2.00).

(b) The subscription shall be payable in advance either annually or, if the Board determines, by monthly, quarterly or half-yearly instalments in advance, or for more than 1 year in advance.

(c) Notwithstanding any provision contained elsewhere in the Constitution, where a member is admitted to membership during the second half of a membership year, the Board will charge such member the normal entrance fee, but may in its discretion reduce such member's annual subscription for that year to such an amount as it sees fit.

(d) Subject to the provisions of the *Anti-Discrimination Act 1977*, a member may in relation to age be granted special privileges and discounts on the annual subscription, and/or any other fees and levies.

24. The annual subscription shall fall due on the first day of June each year.

NON-FINANCIAL MEMBERS

25. (a) If any fee or subscription or call or charge or any instalment thereof shall remain unpaid for a period of one (1) month after it becomes due the Board may remove from the register the name of such member without further notice to the member and he or she will cease to be a member.

(b) Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.

DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS

26. If any member refuses to or neglects to comply with any of the provisions of the Constitution, By-laws or other Rules of the Club or is in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or is guilty of conduct which in the opinion of the Board is unbecoming of a member or which renders the member unfit for membership, the Board (including a properly constituted disciplinary committee of the Board) shall have the power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase the member's name from the register of members provided that the principles of procedural fairness are upheld and that:

(a) Such member shall be notified of any charge against him or her pursuant to this Rule by notice in writing by a registered letter posted to the member's last known address as early as possible before the meeting of the Board at which such charge is to be heard and provided that such period of notice shall not be less than seven (7) days.

(b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and may be accompanied at the hearing by a person of the member's choice, or the member may answer the charge in writing.

(c) Witnesses may be reasonably called to attend and to give evident or may give a written statement.

(d) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to any representations made to it in writing by the member charged.

(e) The voting method by the members of the Board present at such meeting shall be as decided by the Board and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds (2/3) of the members of the Board present vote in favour of such motion.

(f) Any decision of the Board of such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.

(g) Any member notified or any member proposed in accordance with this Rule to be notified may immediately be suspended from all privileges of the Club until such time as the meeting is held. Such immediate suspension of membership shall be advised to the member in writing. The meeting of the Board to hear the charge against the member shall be heard within six (6) weeks of the notification to the member of the immediate suspension.

REMOVAL OF PERSONS FROM THE CLUB PREMISES

27. (a) In this Rule: "authorised person" means the Secretary, an employee or agent of the Secretary, or a police officer; "vicinity of the Club premises" means any place less than 50 metres from any point on the boundary of the licensed premises. The functions that may be exercised under this Rule may only be exercised in relation to the licensed premises to which the club licence relates. A reference in this Rule to turning a person out of the Club premises includes a reference to causing the person to be turned out.

(b) The Secretary or an authorised person may refuse to admit to, or may turn out of, the Club premises any person, including a member: who is at the time intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Secretary liable to a penalty under the Liquor Act; who smokes, within the meaning of the *Smoke-free Environment Act 2000*, while on any part of the Club premises that is a smoke-free area within the meaning of that Act; who uses, or has in his or her possession, while on the premises, any substance that the authorised person suspects of being a prohibited plant or a prohibited drug; or whom the authorised person, under the conditions of the club licence or a term of a liquor accord, is authorised or required to refuse access to the Club premises.

(c) If pursuant to this Rule a person (including a member) has been refused admission to, or has been turned out of the Club premises, an authorised person may at any subsequent time refuse to admit said person into the Club premises or may turn the person out of the Club premises, and such power to turn out or refuse entry may be exercised until such time as the matter that lead to the said person originally being turned out or refused entry has been dealt with by the Board, or six (6) weeks has elapsed, whichever is the sooner.

(d) (i) In accordance with the Liquor Act, if a person is required to leave the Club premises under this Rule, the said person must leave the Club premises.

(ii) In accordance with the Liquor Act for the purposes of this Rule, such reasonable degree of force as may be necessary may be used to turn a person out of Club premises.

(e) (i) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not re-enter or attempt to re-enter the Club premises within 24 hours of being refused admission or being turned out. After the 24-hour period ends in relation to any such person, an authorised person is permitted to again exercise the powers under this Rule in relation to the person.

(ii) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not, without reasonable excuse remain in the vicinity of the Club premises, or re-enter the vicinity of the Club premises within six (6) hours of being refused admission or being turned out. In accordance with the Liquor Act, a person has a reasonable excuse for remaining in, or re-entering, the vicinity of the Club premises if the person reasonably fears for his or her safety if he or she does not remain in, or re-enter, the vicinity of the Club premises, or the person needs to remain in, or re-enter, the vicinity of the Club premises in order to obtain transport, or the person resides in the vicinity of the Club premises.

(f) An Incident Register may be maintained (and shall be maintained if required under the Act) for the purpose of recording in writing and relaying the facts, matters and circumstances relating to the exercise of powers referred to in this Rule. In accordance with the Liquor Act, any incident, whether under this Rule of otherwise, that occurs outside of the standard trading period for the Club and results in a patron of the Club premises requiring medical assistance is an incident that must be recorded in the Incident Register. All reports must be recorded in the Incident Register as soon as practical after the incident.

RESIGNATION AND CESSATION OF MEMBERSHIP

28. (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date on which such notice in writing is received by the Secretary.

(b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Member Register, neglecting to pay the annual subscription or otherwise) shall ipso facto forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and other fees and charges due and unpaid at the date of cessation of his or her membership and for which the member is or may become liable under this Constitution or under the Act.

ADDRESSES OF MEMBERS

29. Every person shall notify the Secretary of a current address and occupation if those particulars have not already been stated on the application for membership and shall, as soon as practical, notify the Secretary of any subsequent change of address or occupation. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

REGISTER OF MEMBERS

30. The Club shall keep the following registers in accordance with the Act and the Registered Clubs Act:

(a) Register of Member. The register of members must contain the name in full, address and occupation of each member, the date on which the entry of the member's name in the register is made, and the date on which the member last paid the annual subscription for membership of the Club. The Club must include in the register an up-to-date index of members' names. The index must be convenient to use and allow a member's entry in the register to be readily found. A separate index need not be included if the register itself is kept in a form that operates effectively as an index.

(b) Temporary Member Register of persons who are Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. At the commencement of the Temporary Membership, the register shall have entered in it the full name, or the surname and initials, and the address, of the Temporary Member together with his or her signature. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.

(c) Honorary Member Register. This register shall have entered in it the full name or the surname and initials, and the address, of each Honorary Member and the date or period of Honorary Membership.

(d) Guest Register of persons over the age of eighteen (18) years who enter the premises of the Club as the guest of a member. Such register shall have entered therein on each day the guest enters the premises of the Club, the name and address of the guest, the date of that day, and the signature of the accompanying member. A guest entering the Club more than once on the same day with the same member need only enter his or her name in the register once. It is offence to make an entry in the Guest Register relating to a person under the age of eighteen (18) years.

31. A register referred to in this section shall be retained by the Club for a period of at least three (3) years after the date of the last entry in the register.

GUESTS

32. (a) All members excluding Temporary Members and Junior Members shall have the privilege of introducing guests to the Club who are over the age of eighteen (18) years.

(b) 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.

(c) Guests shall be required to remain in the reasonable company of the introducing member at all times while on the Club premises and shall not remain on the Club premises any longer than the member.

(d) Members shall be responsible for the conduct of any guests they may introduce to the Club.

(e) No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by By-law, nor shall the member introduce any person as a guest whose name has been removed from the Member Register for misconduct or who has been suspended by the Board of the Club.

(f) The Board shall have power to make By-laws from time to time regulating the terms and conditions on which guests may be admitted to the Club, provided that at all times such By-laws are not inconsistent with this Constitution and the Registered Clubs Act.

(g) Members introducing persons under the age of eighteen (18) years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Board.

BOARD OF DIRECTORS

33. The Board shall be seven (7) members consisting of:

(a) President
(b) Vice-President
(c) Treasurer
(d) Commodore
(e) Vice-Commodore
(f) Two (2) Directors

34. The President, the Commodore, the Vice-Commodore, and at least one (1) other member of the Board shall be persons who are or have been engaged in 'Club Sailing Class' or involved in the administration thereof. The Board of Directors at the time nominations are received shall rule on the eligibility of persons to qualify as such office bearers.

35. (a) No person who is not an Ordinary Member or a Life Member of the Club shall be elected or appointed to the Board of Directors of the Club.

(b) No member who is currently unfinancial or under suspension shall be elected or appointed to office or perform duties as holder of an office or member of any committee while such member remains unfinancial or during the period of such suspension.

36. Each member of the Board shall fulfil the education of directors standard as required by the Registered Clubs Act.

TERM OF OFFICE OF THE BOARD

[Please read the definition of "Year" in Rule 2]

37. Members of the Board shall be elected at the Annual General Meeting for two-year terms of office with half of the Board members to be elected annually in accordance with this Constitution.

38. Every member of the Board who retires from office at the annual election of the Board shall be eligible for re-election.

39. Under no circumstances shall a Director be permitted to hold office for more than two (2) years without re-election at the Annual General Meeting.

NOMINATIONS FOR THE BOARD

40. Each year the following provisions shall apply:

    (a) In odd-numbered years, the President, Treasurer and the Director who has fulfilled the two-year term of office shall retire from office at the Annual General Meeting and nominations shall be sought to elect a President, Treasurer and a Director each for a two-year term of office.

    (b) In even-numbered years, the Vice-President, Commodore, Vice-Commodore and the Director who has fulfilled the two-year term of office shall retire from office at the Annual General Meeting and nominations shall be sought to elect a Vice-President, Commodore, Vice-Commodore and a Director each for a two-year term of office.

ELECTION OF THE BOARD

41. The ballot to elect the Board of Directors shall be held at the Annual General Meeting or during a suitable period in the days prior to the Annual General Meeting as determined from time to time by the Board.

42. (a) Not less than fourteen (14) days before the day fixed for the Annual General Meeting nomination for the offices of Directors shall be delivered to the Secretary.

    (b) Out of the persons nominated, the Ordinary Members and Life Members shall elect the Board to hold office in accordance with this Constitution.

43. (a) Nominations for election of the Directors shall be made in writing and signed by two (2) Ordinary or Life Members of the Club and by the nominee who shall also signify consent to the nomination.

    (b) The Secretary shall immediately after the close of nominations post the names of the candidates and their proposers on the notice board.

    (c) If the full number of candidates for the positions of Directors is not nominated as prescribed additional nominations may with the consent of the nominee or nominees be made at the meeting. If there be more than the required number nominated an election by ballot of the Ordinary and Life Member shall take place but if there be only the requisite number nominated the chairperson shall declare those nominated duly elected.

44. The Board shall have the power to regulate all matters in connection with the nomination and election of the Board not otherwise provided by this Constitution.

REMOVAL FROM OFFICE OF DIRECTORS

45. (a) Members who are entitled to vote at an election of the Club may by ordinary resolution remove any member of the Board of Directors or the whole of the Board before the expiration of any Director's period of office and may by ordinary resolution appoint another member or members in their stead providing that each person so appointed complies with the requirements of this Constitution. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if such person or persons had not been so removed.

(b) The Secretary must give the Director or Directors a copy of the notice as soon as practicable after it is received.

(c) A Director is entitled to put a case to the members by giving the Secretary a written statement for circulation to members and speaking to the motion at the meeting. The director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.

VACANCIES ON THE BOARD

46. The Office of a member of the Board shall immediately be deemed vacant if the Office holder:

(a) ceases to be a member of the Board by virtue of the Act (in particular, but not limited to, provisions relating to convictions and bankruptcy);

(b) becomes prohibited from being a member of the Board by reason of any order made under the Act, the Registered Clubs Act or the Liquor Act;

(c) fails to declare the nature of an interest in a contract or office or property as provided by the Act.

(d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(e) is removed from office by an ordinary resolution passed by members at a general meeting of which due notice has been given to remove the member from office;

(f) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board;

(g) transfers to a class of membership that would disqualify the member from being eligible for appointment to his own office under the provisions of this Constitution following the change of membership class;

(h) becomes an employee of the Club;

(i) resigned from office by notice in writing to the Secretary of the Club;

(j) ceases to be a member of the Club.

CASUAL VACANCIES IN BOARD OF DIRECTORS

47. Any casual vacancy which occurs in the Board of Directors may be filled by the Board. The person appointed to a casual vacancy shall hold office during such time only as the Director vacating office would have held office if such person had not vacated office.

POWERS AND DUTIES OF BOARD OF DIRECTORS

48. The business and general affairs of the Club shall be under the management of the Board of Directors which shall have full control of the property of the Club and absolute authority subject to this Constitution regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club except in so far as it otherwise expressly provided by this Constitution. In particular but without derogating from the general powers hereinbefore conferred the Board shall have power from time to time:

(a) To appoint among its members of the Club sub-committee for any purpose whatsoever which from time to time it may think desirable and to delegate to any such sub-committee such powers as it may think fit (and any such appointment or delegation from time to time revoke or alter). Unless otherwise specified in the minutes of the Directors appointing the sub-committee the quorum of all sub-committees shall consist of a majority of the members of such sub-committee and all such sub-committee meetings must be held within the Club premises. The President shall be empowered to participate in any such sub-committee so formed.

(b) To make such By-laws, Rules or regulations (other than sailing regulations) not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances affairs, interests, effect and property and for the benefit, convenience, comfort and well-being of the members of the Club and to amend or rescind from time to time any such By-laws, Rules and regulations.

(c) To enforce the observance of all By-laws, Rules and regulations by suspension from enjoyment of Club privileges or any of them or otherwise as the Board thinks fit.

(d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.

(e) To engage, appoint, control, remove, discharge, suspend and dismiss such managers, Secretaries, officers, representatives, agents and servants or other employees as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration but no payment or part payment of any Secretary manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied or gaming revenue generated.

(f) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.

(g) To secure the fulfilment of any contracts for engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.

(h) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club to arbitration and to observe and perform the award.

(i) To determine who shall be entitled to sign or endorse on the Clubs behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.

(j) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time vary or realise such investments.

(k) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purpose of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Clubs property both present and future or not charged or by any mortgage charge or other security upon or over all or any part of the Clubs property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

(L) The Board shall have the power to sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the Registered Clubs Act all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be licensed under the provisions of the Liquor Act without the consent of the Authority being obtained and the power to sell or exchange core property shall be in accordance with the Registered Clubs Act.

(m) To fine, caution or suspend for such period as it thinks fit any member who shall wilfully infringe any provision of the Constitution or of the By-laws, Rules or regulations of the Club or who shall in the opinion of the Board be guilty either in or out of the Club premises of conduct unbecoming of a member or prejudicial to the interests of the Club.

(n) To impose any restrictions of limitations on the rights and privileges of members and guest relating to the use by them of the Club premises and/or any amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.

BORROWING POWERS

49. The Board may from time to time at its discretion raise or borrow any sum of money for the purpose of the Club.

50. The Board may secure the repayment of monies raised or borrowed pursuant to the preceding Rule by mortgage of all or any part of the property rights and undertakings of the Club or by the issue of debentures or debenture stock of the Club charged upon all or any part of the property of the Club either present or future or in such manner and upon such terms and conditions as the Board may think fit.

51. Every debenture or other security created by the Club may be so framed that the same shall be assignable free from any equities between the Club and the original or any intermediate holders. Any debentures bonds or other securities may be issued at a discount premium or otherwise.

BY-LAWS

52. The Board may make such By-laws not inconsistent with the Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:

(a) Such matters as the Board is specifically by this Constitution empowered to regulate by By-law;

(b) The general management control and trading activities of the Club;

(c) The control and management of the Club premises;

(d) The upkeep and control of sailing related equipment;

(e) The control and management of all competitions;

(f) The conduct of members;

(g) The privileges to be enjoyed by each category of members;

(h) The relationship between members and Club employees; and

(i) Generally all such matters as are commonly the subject matter of the Club Rules or which by the Constitution are not reserved for decision by the Club in general meeting.

53. Any By-law, Rule or regulation made under this Constitution shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law Rule or regulation on the notice board.

SUB-CLUBS

54. (a) The Club may create sections and committees for the conduct, management and control of any sport or other activity within the Club and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and By-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.

(b) For the purpose of this Rule, to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with any body controlling the game or activity on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.

(c) The Board may empower each such section to open and operate an account in the name of the section with such financial institution as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.

(d) In furtherance to this Rule, any section or committee formed shall at all times remain a section or committee of the Club and the assets and funds of said section or committee shall remain assets and funds of the Club.

(e) Subject to the general control and supervision of the Board, each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section shall also be produced regularly and promptly upon request to the Secretary at the Club's office for inspection by or on behalf of the Board.

(f) Subject as hereinafter provided the constitution and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.

(g) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board. Provided that any such disciplinary action taken by the section shall not take effect until endorsed by a resolution of the Board.

HONORARIUM

55. Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not that person is a member of the Board or of any committee of the Club, shall not be entitled under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

PROCEEDINGS OF BOARD OF DIRECTORS

56. (a) The Board shall meet at least once in every month for the transaction of business. Minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose.

(b) The President may at any time and the Secretary shall upon the request in writing of two (2) Directors convene a Meeting of the Board.

(c) Four (4) Directors shall constitute a quorum. If a quorum be not present within thirty (30) minutes of the time fixed for the meeting, it shall stand adjourned to the same day in the next week at the same time, and place and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting the members present shall be a quorum.

57. Every member of the Board shall, in each instance, have one (1) vote. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of the members of the Board present and voting and shall for all purposes be deemed a determination of the Board. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

58. At all meetings of Board members the President or in the President's absence the Vice-President shall be chairperson of the meeting. In the absence of the President and the Vice-President, the Board members present shall elect one of their number to be chairperson of the meeting.

59. Unless otherwise provided in this Constitution, the Board may delegate any of its powers to committees consisting of such Board member as it thinks fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations or conditions that may be imposed on it by the Board.

60. The meetings and proceedings of any committee constituted under the preceding Rule consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations made by the Board.

61. 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.

62. (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.

(b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

(c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who at a meeting of the Board, would not be entitled to vote on the resolution.

63. It shall not be necessary to send notice of any meeting of the Board to Board members who may be absent from the State of New South Wales nor shall any meeting of the Board be invalid on the ground that notice of such meeting was not sent to or received by any Board member in sufficient time to enable Board member to be present at such meeting.

64. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to at least the number required for a quorum or of summoning a general meeting of the Club, but for no other purpose.

65. Unless the Board determines otherwise, a meeting of the Board may be held at two or more places at the same time by means of teleconferencing if the need arises. The consent may be a standing one. A director may only withdraw consent within a reasonable period before the meeting. Teleconference access to a Board meeting, given reasonable notice of such request for access, shall be made available. A Board members who participates in a meeting via teleconferencing shall be taken to be present at the meeting and to form part of any quorum for the meeting. Secret ballots shall not be conducted at any meeting where teleconferencing is in use unless all votes cast are cast electronically and are cast in exactly the same manner by each Board member. A Board member's attendance via a teleconferencing facility shall not be recorded or stored and shall not be transmitted or relayed to a location other than to the meeting being attended.

DECLARATIONS OF DIRECTORS' INTERESTS

66. (a) Each Director must comply with the Corporations Act in relation to the disclosure of the Director's interests.

(b) A Director who has a material personal interest in a matter that relates to the affairs of the Club must declare that interest to the Board before the transaction was entered into. A Director that has an interest in a matter may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Club at the time the notice is given. The Secretary shall record in the minutes any declaration made or any general notice given by a Director in accordance with this Rule.

(c) Unless otherwise approved in writing by the Board, a Director is ineligible to hold office and is also disqualified from office by contracting with the Club either as vendor, purchaser or otherwise except with express resolution of approval of the Board.

(d) Unless a declaration of interest is made by a Director at a Board meeting prior to the Club entering into a contract, any such contract or any contract or arrangement entered into by or on behalf of the Club in which any Director is in any way interested will be voided for such reason.

(e) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.

(f) The Club cannot avoid any transaction that relates to the interest merely because of the existence of the interest.

(g) If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting, then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Club and the general meeting may pass a resolution to deal with the matter.

GENERAL MEETINGS

67. A general meeting called the Annual General Meeting shall be held at least once 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.

68. All meetings of the general body of members other than Annual General Meetings shall be called Extraordinary General Meetings.

69. (a) The Board may whenever it thinks fit convene an Extraordinary General Meeting of the Club and shall convene an Extraordinary General Meeting on the request of not less than five per cent (5%) of the members entitled to vote at meetings or one hundred (100) members entitled to vote at meetings of the Club, which ever is less, whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).

(b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Club and may consist of several documents in like form each signed by one or more requisitionists.

(c) A meeting of members must be held for a proper purpose. A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.

(d) On receipt of a valid requisition the Club shall forthwith proceed to convene an Extraordinary General Meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.

(e) If the Board does not give notice of an Extraordinary General Meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.

(f) In the case of an Extraordinary General Meeting where at least twenty-one (21) clear days notice of such meeting has not been given to members entitled to attend and vote at such meeting the Board shall be deemed not to have duly convened the meeting.

(g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.

(h) To call the meeting the requisitionists may ask the Club for a copy of the Register of Members and the Club must give the requisitionists the copy of the Register without charge.

(i) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.

70. At least twenty-one (21) clear days written notice specifying the place day hour and business of a general meeting shall be given to all members entitled to attend and vote at general meetings of the Club.

71. The accidental omission to give notice of a general meeting to or the non-receipt of notice of a general meeting by any member shall not invalidate the proceedings at any general meeting.

72. The quorum for all general meetings shall be not less than thirty (30) members present and entitled to vote or ten per centum (10%) of members entitled to vote, whichever is less (number of members calculated as at the midnight immediately preceding the day that the members give the notice), and no business shall be transacted at any general meeting unless a quorum of members is present when the meeting proceeds to business.

73. No member shall be entitled to be present or vote at any meeting or to address the meeting of the Club or to be elected to any office unless such member shall have paid the annual subscription and all other monies due to the Club at the time of such meetings.

ANNUAL GENERAL MEETING

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

(a) To confirm the minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held;

(b) To receive and consider the reports of the Board;

(c) To receive and consider the financial report as required by the Act and the Registered Clubs Act and to receive and consider the auditor's report (if required);

(d) To approve honoraria or other extraordinary benefits (if any);

(e) To elect the Board in accordance with this Constitution;

(f) To appoint an auditor (if an auditor is required and if a vacancy exists due to resignation or dismissal);

(g) To deal with any valid business of which due notice has been given;

(h) To deal with general business as approved by the chairman of the meeting or as approved by the meeting.

75. (a) Members may give the Club notice in writing of a resolution that they propose to move at a general meeting provided that such members hold at least 5% of the votes that may be cast on the resolution or at least 100 members who are entitled to vote at a general meeting, whichever is less (number of members calculated as at the midnight immediately preceding the day that the members give the notice). The Board may at its discretion determine that a resolution shall be presented to members with less than the required number of members giving notice of the proposed resolution.

(b) Notice given in accordance with paragraph (a) of this Rule must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days notice of the resolution to members, the Club may, at its discretion, and with due notice, present the resolution to members for consideration.

76. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the auditor if the question is relevant to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the auditor even if the Club believes the question is not relevant to the auditor's report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).

PROCEEDINGS AT GENERAL MEETINGS

77. The President shall be entitled to take the chair at every general meeting or in the President's absence the Vice-President. Should neither be in attendance or if they are unwilling to act the members present shall choose one of their number to be chairperson of the meeting.

78. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time, and place as the Board may determine. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

79. The chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

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

81. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five (5) members entitled to vote and unless a poll is so demanded a declaration by the chairperson of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost if not carried by a particular majority and an entry to that effect in the book of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn at the meeting at which the demand was made. The poll may be taken by voting papers.

82. If a poll is duly demanded it shall be taken in such manner and at such time and place as the chairperson of the meeting shall direct and either at once or after an adjournment and the result of the poll shall be deemed to be the resolution of the meeting of which the poll was demanded.

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

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

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

86. The chairman of an Annual General Meeting shall 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.

87. (a) The Club's auditor is entitled to attend any general meeting of the Club and 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 even if the auditor retires at the meeting or the meeting passes a resolution to remove the auditor from office.

(b) If the Club's auditor or representative is at the Annual General Meeting, the chairman of the meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

FINANCIAL YEAR

88. The financial year of the Club shall commence on the first day of June in each and every year and shall end on the last day of May in the next year.

ACCOUNTS

89. The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act, and Australian Accounting Standards.

90. 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.

91. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.

(b) The financial statements shall be available to the members of the Club within 48 hours of the statements being adopted by the Board. The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.

ANNUAL REPORT

92. (a) In accordance with the Act, the Board shall present to members in general meeting once in every year a financial report for the financial year, a Directors' report for the financial year, and an auditor's report (if required). The financial statements and notes for a financial year must give a true and fair view of the financial position and performance of the Club.

(b) The Directors' report, in addition to the other statutory requirements, shall include:

(i) the name of each person who has been a Director at any time during or since the end of the financial year; the period for which each person was a Director; each Director's qualifications, experience and special responsibilities; and the number of meetings of the Board held during the year and each Director's attendance at those meetings.

(ii) for each class of membership, the amount which a member of that class is liable to contribute if the company is wound up; and the total amount that members of the Club are liable to contribute if the Club is wound up.

(c) In accordance with the Registered Clubs Act, the annual report shall specify the core property and non-core property of the Club as at the end of the financial year to which the report relates.

93. (a) A member of the Club may, by notice in writing to the Club, request to receive a hard copy or an electronic copy of the annual report. If a member makes a request for an annual report, the request is made by the member for that financial year; and is a standing request made by the member for each later financial year until the member changes the request.

(b) If the Club prepares a financial report or a Directors' report for a financial year, or obtains an auditor's report on the financial report, the Club must send a copy of the report, free of charge, to each member who has requested an annual report.

(c) In addition to any other requirements of this Rule relating to the supply of an annual report to members, the Club may also provide to members a concise report and/or may make a copy of the annual report or the concise report readily accessible on a website.

(d) The provisions of this Rule shall not relieve the Club of the obligation to give notice in writing of general meetings to all members entitled to attend general meetings.

94. Annual reports must be sent no later than twenty-one (21) days before the Annual General Meeting or no later than four (4) months after the end of the financial year to which the report relates, whichever is the earlier.

AUDITOR

95. (a) In accordance with the provisions of the Act, and provided that circumstances permit, the Club may determine that an auditor shall not be appointed by the Club until such time as an auditor is required and that an annual review shall be conducted in accordance with the Act.

(b) In accordance with the Act, if the Club is required to be Audited the following provisions shall apply:

(i) A person shall not be appointed or act as auditor if such person is not a registered company auditor as defined by the Act, or if such person is a member of the Board or an employee of the Club.

(ii) An auditor shall only be appointed when a vacancy exists in the position of auditor. The ordinary resolution to remove an auditor and the special resolution to appoint another auditor should be given to members at the same general meeting.

(iii) At least two (2) months notice of a resolution to remove the auditor must be given to the Club. Immediately such notice is received by the Club, a copy of the notice shall be forwarded to the auditor and a copy to the Australian Securities and Investments Commission. The auditor of the Club may be removed from office by an ordinary resolution at a general meeting of which notice has been given.

(iv) The Club must not appoint an auditor unless the auditor has consented before the appointment to act as auditor and has not withdrawn that consent before the appointment is made.

(v) Notice of the special resolution relating to the appointment of an auditor and notice of the meeting to consider such special resolution shall be given to members entitled to vote and to the auditor nominated.

(vi) A properly qualified auditor or auditors shall be appointed at a general meeting by a seventy-five per cent (75%) majority of members attending in person and entitled to vote.

(vii) If an auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an auditor shall be appointed by the Australian Securities and Investments Commission.

(viii) The auditor's duties shall be regulated in accordance with the provisions of the Act.

(ix) The Club must give the auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the Club is entitled to receive. The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

SECRETARY

96. The Board shall appoint a person to be Secretary of the Club. At any time there shall only be one (1) Secretary of the Club.

97. The Secretary shall:

(a) perform such duties that are required to be carried out by the Secretary in accordance with the provisions of the Act, the Registered Clubs Act, the Liquor Act, and such other acts and regulations applicable to the business and management of the Club;

(b) perform such duties that are required to be carried out by the Secretary in accordance with the provisions of this Constitution;

(c) conduct and manage the affairs of the Club under the direction of the Board.

MINUTES

98. (a) The Club must keep minute books in which it records:

(i) proceedings and resolutions of all general meetings of members; and

(ii) proceedings and resolutions of Board meetings (including meetings of a committee of directors); and

(iii) resolutions passed by Directors without a meeting.

(b) The chairperson of the meeting must, within one (1) month after the end of the meeting, cause minutes to be drawn up and entered in a minute book. The Club must ensure that the minutes of a meeting are signed and certified as a true copy within a reasonable time after the meeting by either the chair of the meeting or the chair of the next meeting.

(c) The Club must keep its minute books at the Club's registered office.

SEAL & EXECUTION OF DOCUMENTS

99. (a) The Club may execute a document (including a deed) without using a common seal if the document is signed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.

(b) If the Club has a common seal the Club may execute a document (including a deed) if the seal is fixed to the document or deed and the fixing of the seal is witnessed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.

(c) The Club must not execute a document (whether with or without using the seal) except by the authority of a resolution passed at a meeting of the Board previously given.

NOTICES

100. Any notice in writing may be given by the Club to a member either:

(a) personally;

(b) by sending it by post to the address for the member in the Register of Members; or

(c) by sending it to the fax number or electronic address (if any) nominated by the member.

101. A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that the Club offers such means of receiving notices. Such indication by a member shall be a standing request but may be revoked by the member at any time.

102. (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

(b) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.

103. If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices, a notice posted up on the notice board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.

INSPECTION OF RECORDS

104. The Board shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Club or any of them will be open to the inspection of members other than Directors, and a member other than a Director does not have the right to inspect any document of the Club except as provided by By-law or authorised by the Board or by the Club in General Meeting.

INDEMNITY AND INSURANCE OF OFFICERS

105. Every Officer of the Club (as defined in the Act) and every member of any sub-committee and the auditor shall be indemnified out of the property of the Club against any liability incurred by him in his capacity as Officer, member or auditor in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which such person is acquitted in connection with any application under the Act in which relief is under the Act granted to him by the Court in respect of any negligence, default, breach of any duty or trust.

106. To the greatest extent permitted by law, the Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or Officer of the Club or of a subsidiary of the Club against any liability including any liability for legal costs other than a liability that arises out of conduct involving a wilful breach of duty in relation to the Club or a wilful contravention of the Act.

CLUB OPERATION

107. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person who is not a member of the Club except on the invitation and in the company of a member of the Club or to persons attending a function whilst a club functions authorisation is in force.

108. The Club shall observe the liquor harm minimisation requirements of the Liquor Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).

109. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.

(b) A person under the age of eighteen (18) years shall not use or operate any poker machines or any other types of gaming machines on the premises of the Club.

110. The Secretary, or any employee, or a member of the Board or 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.

111. Subject to provisions of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts and shall not grant any interest in an approved gaming machine kept by the Club to any other person.

112. The Club must not dispose of any core property of the Club unless:

(a) the property has been valued by a registered valuer within the meaning of the *Valuers Act 2003*; and

(b) the disposal has been approved at a general meeting of the Ordinary Members of the Club at which a majority of the votes cast supported the approval; and

(c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,

notwithstanding any exceptions created by regulations made under the Registered Clubs Act.

DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE

113. Members of the Board of the Club and top executives of the Club are required to declare any gift or remuneration (which shall include fee for service) received from an affiliated body if the value of the gift or remuneration exceeds $500 or such other amount required under the Registered Clubs Act. The declaration of the gift or amount of remuneration must be in a form approved by the Director of Liquor & Gaming and must be submitted to the Secretary of the Club within fourteen (14) days of receipt of the gift or remuneration.

114. In accordance with regulations made under the Registered Clubs Act, a member of the Board or any employee of the Club, must submit a written return in each year to the Club, declaring any gifts or remuneration received from a person or organisation that is a party to a contract with the Club, including all parties supplying goods and/or services to the Club.

115. (a) The Club shall not enter into a contract with the Secretary of the Club, a manager, or any close relative of the Secretary or manager, or a company or other body in which any of these persons has a Controlling Interest. "Controlling Interest" in a company or body, shall mean if a person or person's interest, when added to the interest in the company or body held by one or more close relatives of the person, is a controlling interest in the company or body and such person or persons have the capacity to determine the outcome of decisions about the financial and operating policies of a company or body. Furthermore, the Club shall not enter into a Contract for the remuneration of a top executive unless the proposed contract has first been approved by the members of the Board.

(b) The Club must not enter into a contract with a member of the Board or a top executive of the Club, or with a company or other body in which such a member or top executive has a pecuniary interest, unless the proposed contract is first approved by the Board of the Club.

(c) Paragraph (b) does not apply to a pecuniary interest if there are guidelines prescribed by the Registered Clubs Act at the time the relevant contract is entered into that include provisions to the effect that pecuniary interests of the type concerned are not pecuniary interests to which that paragraph applies.

(d) It shall be the duty of a member of the Board or a top executive to declare the nature of his or her interest in a contract in writing, or at a Board meeting of the Club, prior to the approval of such contract and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.

(e) A member of the Board so interested in a contract shall be counted in a quorum but shall not vote on any such contracts or arrangements with the Club.

(f) Before entering into a contract, the Club shall make all reasonable inquiries to ensure that the provisions of paragraphs (a) and (b) are not contravened.

(g) When making any such inquiries as to whether a party to the proposed contract is or is not a person, company or body referred to in paragraphs (a) and (b), the Club is entitled to rely on a statutory declaration from the party to the proposed contract (or, in the case of a company or other body that is a party to the proposed contract, from the chief executive officer of the company or body) that the party is or is not such a person, company or body.

116. The Secretary of the Club and managers of the Club are prohibited from holding a hotelier's licence or from holding a financial interest in respect of a hotel.

117. (a) Any member of the Board of the Club or a top executive of the Club who acquires a financial interest in a hotel shall give a written declaration of that interest to the Secretary of the Club within fourteen (14) days after acquiring the interest.

(b) In the case where a member is elected or appointed to the Board and holds a financial interest in a hotel, and in the case where a top executive of the Club is appointed and holds a financial interest in a hotel, such interest shall be declared in writing to the Secretary within fourteen (14) days after the election or appointment.

118. A member of the Board 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 member's knowledge, declare the nature of the interest at a meeting of the Board.

119. (a) The Club shall not lend money to a member of the Board of the Club.

(b) The Club shall not lend money to an employee of the Club unless:

(i) The amount of the proposed loan (together with the amount of any other loan to the employee by the Club that has not been repaid to the Club) is $10,000 or less, and

(ii) The proposed loan has first been approved by the Board of the Club.

(c) Sub-paragraph (b) (i) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee's contract of employment with the Club.

120. In accordance with regulations made under the Registered Clubs Act, the Secretary of the Club shall maintain a register of disclosures, declarations and returns made to the Club as required by the Registered Clubs Act.

SAILING COMMITTEE

121. (a) The Commodore and Vice-Commodore shall be elected at the Annual General Meeting. Following their election, they will announce their Flag Officers, Rear Commodore, Race Secretary and Club Captain and the other class representatives on their Committee.

(b) The Sailing Committee shall consist of:

(i) Commodore
(ii) Vice-Commodore
(iii) Rear Commodore
(iv) Race Secretary
(v) Club Captain

and one (1) nominated representative from each class or division of boat approved by the Board of Directors to race with the Club. These nominated class representatives shall be appointed by the various approved sailing classes as provided for in the following paragraph (c) of this Rule.

(c) All classes of vessels authorised to conduct races on a competitive basis shall form their own controlling body; the members of which must be members of the Sydney Flying Squadron Limited. One member of the respective class controlling body shall be the nominated representative to the Sailing Committee. That nominated representative shall represent the affairs of that class on the Sailing Committee.

(d) All classes forming the competitive racing fleet of the Sydney Flying Squadron Limited shall affiliate with their respective class association, subject to the consent of the Board of Directors.

(e) The Sailing Committee is empowered to care, control and manage all matters pertaining to the conduct of sailing races, in accordance with the rules, regulations and prescriptions of the recognised national organisation for the sport of sailing in Australia, subject only to the following limitations:

(i) The Board of Directors has the power to decide what constitutes a sailing matter;

(ii) The Board of Directors will notify the Sailing Committee of financial limitations;

(iii) The Sailing Committee is only empowered to operate within those financial limitations.

(f) A quorum of the Sailing Committee shall be 50% plus one, of the total number of members eligible to sit on the Sailing Committee.

(g) The Sailing Committee shall meet monthly during sailing season and as necessary at other times. All meetings of the Sailing Committee and meetings of the affiliated classes must be held within the Club premises and be minuted. The Board of Directors may direct any meeting to be called.

(h) The Sailing Committee shall have the power to alter sailing regulations provided that a notice of motion in writing is given at a Sailing Committee meeting at least two (2) weeks before the meeting at which any alterations are made. Providing further that any alteration to Rule 117(a) and Rule 117(b) and/or Rule 117(c) of this Constitution shall only be made by an Annual General Meeting and shall not operate until twelve (12) calendar months after the Annual General Meeting at which such alteration is made.

(i) The decision of the Sailing Committee upon all sailing matters whether specifically provided for by this Constitution or the sailing regulations or not shall be final and binding on all members.

CONSTITUTION

122. (a) The Constitution may be altered or amended at a general meeting by special resolution of which due notice has been given to members of the Club.

(b) The majority required for passing of a special resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present and entitled to vote at the said meeting.

(c) A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.

123. (a) The Club shall, within fourteen (14) days of amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.

(b) The Club shall, within one (1) month after amending its Constitution, lodge with the Authority a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.

124. The Club must send a copy of its constitution to a member within seven (7) days if the member asks the Club in writing for the copy and pays any fee required by the Board (optional fee up to, but not exceeding, the amount prescribed in the Act).

OBJECTS OF THE CLUB

125. The objects of the Club are to promote sailing and our club heritage in an environment that benefits all members and in particular:

(a) To foster, encourage and promote the maintenance and sailing of historic 18 foot and skiff based sailing boats on the waters of Sydney Harbour, and other classes as approved by the Board from time to time.

(b) To run sailing events in accordance with the rules, regulations and prescriptions of the recognised national organisation for the sport of sailing in Australia.

(c) To encourage the participation of members in recreational and competitive sailing, in club, interclub and class association racing and in social activities.

(d) To co-operate with other clubs in the conduct of inter-club sailing and social events.

(e) To promote good seamanship and a code of behaviour on the water that will bring credit to the Club and its members.

(f) To provide and maintain club premises, facilities and services for the use and benefit of members of the Club in relation to the above objects.

WINDING UP OF THE CLUB

126. The liability of the Members is limited.

127. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a member or within one (1) year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs charges and expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Two Dollars ($2.00).

128. If upon the winding-up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

Prepared by
Small Block Club Services
SmallBlockCS@aol.com PO Box 3 Narrandera NSW 2700
T: (02) 6959 4997 F: (02) 6959 4979 A/H: 0407 064 705

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