# Corporations Law
# Association not for Gain
# Limited by Guarantee

# CONSTITUTION

# MANLY 16FT SKIFF SAILING CLUB LTD

## DEFINITIONS

1. In the Constitution, except so far as the context or subject matter otherwise indicates or requires:

(a) "The Constitution" means the Constitution of the Club for the time being in force.

"The Board" means the Governing Body for the time being of the Club.

"By-Laws" means the By-Laws of the Club for the time being in force."The Club" means Manly 16ft Skiff Sailing Club Ltd.

"Actively engaged" means participation in at least 50% of races scheduled by the Club.

"ALM/CTF Act" means the Anti-Money Laundering and Counter Terrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation.

"Corporations Law" means the Corporations Act 2001 as amended from time to time.

"Financial Year" means the period in respect of which any profit and loss accountof the Club laid before it in general meetings made up whether that period is ayear or not.

"Full Member" means a person who under the Constitution is an ordinary member or life member of the Club.

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

“Honorary Member” means a person who under the Constitution is an Honorary Member of the Club.

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

"Liquor or Gaming Policy” means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.

“Month” means calendar month.

“Non financial member” means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

“Notice Board” means Board or Boards provided in the Club premises on which notices for the information of members are posted.

“Ordinary Member” means a person who is elected to membership of the Club in accordance with the Constitution.

“The Office” means the registered office for the time being of the Club.

“Provisional Member” means a person who under the Constitution is a Provisional Member of the Club.

“Quarter” means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.

“The Register” means the Register of Members kept pursuant to the RegisteredClubs Act.

“Secretary” has the meaning ascribed thereto in Section 4 of the Registered ClubsAct, 1976 as amended.

“Unincorporated Club” means Manly 16ft Skiff Sailing Club.

“Temporary Member” means a person who under the Constitution is a temporarymember of the Club.

“Club Website” means either www.manlyskiff.com.au and/or www.stgeorgesailingclub.com.au or such other website as may from time to timebe determined by the Board.

“Sailing Committee” means the committee selected in accordance with Article 37which shall consist only of Members Class A.

(b) Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing and reproducing words in a visible form.

(c) (i) Words importing the masculine gender shall include females.

(ii) Words in the singular shall include the plural and vice versa.

(d) When any provision of an Act is referred to, the reference is to such provision as modified by any law for the time being in force and expressions defined in an Actor any modification therefore made by any law in force at the time shall have the meaning so defined.

1A The name of the Company (hereinafter called "the Club") is "MANLY 16ft SKIFF SAILING CLUB LTD".

1B The registered office of the Club shall be situated in Manly or in such other place in New South Wales as the Board may from time to time determine.

1C The objects for which the Club is established are:-

(a) To take over or otherwise acquire all of the assets and liabilities of an unincorporated association or club known as Manly 16ft Skiff Sailing Club and to assume and carry on the functions and objects of such association or club.

(b) (i) To promote manage conduct control and encourage sailing races for16ft skiffs by amateurs.

(ii) In addition to 16ft skiffs the Club may promote manage conduct control and encourage sailing races in one junior class of open boat one intermediate class of open boat and the 13ft skiff class.

(iii) To promote such other classes of open sailing boat at St George as determined by the Board from time to time.

(c) (i) To encourage sailing races in 16ft skiffs and boats of the selected junior class, intermediate class and 13ft skiff class by the promotion of regattas and the giving of prizes and other means which may from time to time be determined by the Board.

(ii) To encourage sailing races in 16ft skiffs and such other classes as may be determined by the Board from St George by the promotion of regattas and the giving of prizes and other means which may from timeto time be determined by the Board.

(d) To provide and maintain suitable boatsheds for housing of sailing boats of members.

(e) To purchase hire lease or otherwise acquire for the purpose of the Club any real or personal property and any rights and privileges which the Club

may think necessary or convenient for the carrying out of its objects or any of them.

(f) To give sell mortgage exchange hire lease (not being premises covered by Certificate of Registration) or otherwise dispose of the property of the Club or any part or parts thereof.

(g) To invest and deal with any of the moneys of the Club not immediately requiredfor the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.

(h) To make draw accept endorse discount execute and issue promissory notes billsof exchange bills of lading warrants debentures and other negotiable or transferable instruments.

(i) To borrow money from time to time and for such purpose to give debentures liens mortgages charges or other security over the whole or any part of the property real or personal of the Club.

(j) In furtherance of the objects of the Club to apply for and obtain and hold a Club License or any other licence or licenses or certificate or registration under the Registered Clubs Act Liquor Act Gaming and Betting (Amendment) Act or Laws or any other Act or Laws for the time being operative and for such purposeor purposes to appoint a Secretary.

(k) In furtherance of the objects of the Club to obtain and hold any licence or permit necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco cigars and cigarettes and of all kinds of goods provisions required usedor desired by members.

(l) To take or reject any gift of property money or goods whether subject to any special trust or not.

(m) To erect maintain improve or alter any building or buildings for the purpose of the Club.

(n) To support and encourage open boat sailing within the Commonwealth of Australia.

(o) To indemnify any person or persons whether members of the Club or not whomay incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club.

(p) To establish support or aid in the establishment and support of associations funds trusts and conveniences calculated to benefit the members of the Club orthe dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe

or guarantee money for charitable or benevolent objects or for any exhibitions or for any public general or useful object.

(q) To carry on all such activities as may be necessary or convenient for the purposeof the Club or any of them.

(r) To do all such acts deeds matters and things and enter into the make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.

1D The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in the Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to or amongst the members of the Club provided that nothing therein contained shall prevent the payment in good faith of interest to such member in respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration of any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club. Provided further that no member of the Board of Directors or Governing Body shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration shall be given by the Club to any member of such Board of Directors or Governing Body PROVIDED THAT nothing herein contained shall be construed as to prevent the allowance of any honorarium to any such member of the Board of Directors in respect of special honorary services rendered or the repayment to any such member of out-of-pocket expenses and interest on money lent or hire of goods or rent from premises demised to the Club. The amount of any honorarium shall be approved by a resolution passed at a general meeting of the Club and notwithstanding rule 17 of the Constitution the members entitled to vote on such resolution shall be those members entitled to vote for the election of the Board of the Club.

1E The liability of the members is limited.

1F Every 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 is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding up the Club and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Five Dollars ($5.00).

1G If upon the winding up or dissolution of the Club there remains after satisfaction of all it debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to any sailing club or clubs which the Board may by resolution direct. Such club or clubs should have the promotion or encouragement of the sport of sailing as a principal object or purpose.

1H True accounts shall be kept of the sums of moneys received and expended by the Club and the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Club and subject to any reasonable

restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution or Regulations of the Club same shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the Statement of Financial Performance and Statement of Financial Position ascertained by one or more qualified member of a recognised Institute Association or Body of Accountants.

2. All of the replaceable rules set out in the Corporations Act which the Club is entitled todisplace are displaced and shall not apply to the Club.

## MEMBERSHIP

**(Number)**

3. (a) Deleted (23.9.2023).

(b) Deleted (23.9.2023).

4. (a) A full member of the Club shall be either:-

(i) an Ordinary Member; or

(ii) a Life Member who shall continue as an Ordinary Member Class A.

(b) Unless and until otherwise determined by the Board by By-Law, an Ordinary Member of the Club shall be either:-

(i) an Ordinary Member Class A, who shall be known as an Active Member;

(ii) an Ordinary Member Class B, who shall be known as an Associate Member; or

(iii) an Ordinary Member Class C, who shall be known as a Junior Member.

(iv) An Ordinary Member Class D1, who shall be known as an St George Active Member.

(v) An Ordinary Member Class D2, who shall be known as a St George Associate Member.

(vi) An Ordinary Member Class D3, who shall be known as a St George Junior Member.

(vii) An Ordinary Member Class D4, who shall be known as a St George Life Member.

(viii) An Ordinary Member Class D5, who shall be a St George Board Approved Life Member.

## MEMBERSHIP

5. No person under the age of Eighteen (18) years shall be admitted as a member of the Club unless the members proposing and seconding the admission of such member have attained the age of Eighteen (18) years.

6. (a) Ordinary Members Class A shall be:

(i) those persons who have attained the age of eighteen (18) years, are actively engaged in and registered with the Club to sail 16ft skiffs in the Club at Manly or who are actively engaged (as determined by the Board by By Law) in the administration thereof at Manly and who shall have made application in accordance with the Constitution and have been duly admitted; or

(ii) those persons who have attained the age of eighteen (18) years, who have previously been registered to sail actively engaged in the sailing of 16ft skiffs in the Club at Manly or who were actively engaged (as determined by the Board by By Law) in the administration thereof at Manly for a period of at least five (5) years and who shall have made application in accordance with the Constitution and been duly admitted.

An Ordinary Member Class A who has been a financial Ordinary Member Class A for a combined period of 5 years either consecutively or over a number of broken periods shall, subject to this Constitution, remain an Ordinary Class A Member even if they cease to be registered to sail 16ft skiffs at the Club at Manly or they cease to be actively engaged and registered to sail 16ft skiffs at the Club at Manly or they cease to be actively engaged in the administration thereof.

(c) Ordinary Members Class B shall be those persons other than those set out in clause (a) above who have attained the age of eighteen (18) years and whohave a genuine interest in and support the sport of sailing at Manly and who shall have made application in accordance with the Constitution and have been duly admitted.

(d) Ordinary Members Class C shall be those persons under the age of eighteen (18) years who are actively engaged in sailing at Manly or who are the members of a crew of a boat registered with the Club at Manly who shall have made application in accordance with the Constitution and have been duly admitted.

(e) Life Membership may be conferred upon an Ordinary Member Class A who has rendered outstanding service to the Club or to the unincorporated Club. To be eligible for Life Membership a member must be nominated by one Ordinary Member Class A and seconded by another Ordinary Member Class A and have been an Ordinary Member Class A for at least ten (10) years. The nomination shall be referred to a sub-committee of life members who shall investigate the nomination and refer their recommendations to the

Board of the Club for approval. If such nomination is approved by the Board the nomination shall be then referred to the next General Meeting of the Club and if such nomination is approved at such General Meeting the person nominated shall be a Life Member and such Life Member shall have all rights and privileges of an Ordinary Member Class A. Not more than one Ordinary Member Class A shall be made a Life Member in any one financial year. Notwithstanding anything hereinbefore contained all persons who at the date of incorporation of the Club were Life Members of the unincorporated Club shall upon becoming members of the Club be deemed to be Life Members of the Club.

(f) Provisional Members shall be those persons who have:-

(i) a genuine interest in and support the sport of sailing;

(ii) made application as a full member of the Club in accordance with the Constitution; and

(iii) is awaiting a

(iv) decision on the application.

A Provisional Member may use the facilities of the Club and can sign in guests.

(g) In addition to the qualification of members referred to in Article 6(a) to (e), thefollowing persons shall be admitted as Ordinary Member Classes D1 to D4:

(i) Ordinary Member Class D1 shall be:

(1) Those persons who have attained the age of eighteen (18) years, are actively engaged in the sailing of 16ft skiffs or other open sailing craft in the Club at St George or in the administration thereof at St George and who shall have made application in accordance with the Constitution and have been duly admitted; or

(2) Those persons who have attained the age of eighteen (18) years, been previously actively engaged in the sailing of 16ft skiffs or other open sailing craft in the Club at St George or in the administration thereof atSt George for a period of at least 5 (five) years and who shall havemade application in accordance with the Constitution and been duly admitted.

(3) Ordinary Members Class D1 shall be entitled to access the member pricing and benefits available at the Club's Sans Souci premises but shall not be entitled to access the member pricing and benefits available to members at the Club's Manly premises.

(ii) Ordinary Member Class D2 shall be those persons other than those set out in Clause 6(f)(a)(i) above who have attained the age of eighteen (18) years and who have a genuine interest in and support the sport of sailing at St George and who have made application in accordance with the Constitution and have been duly admitted. Ordinary Members Class D2 shall be entitled to access the member pricing and benefits available at the Club's Sans Souci premises but shall not be entitled to access the member pricing and benefits available to members at the Club's Manly premises.

(iii) Ordinary Member Class D3 shall be those persons under the age of eighteen (18) years who are actively engaged in sailing or who are members of a crew of a boat registered with the Club at St George who shall have made application in accordance with the Constitution and have been duly admitted.

(iv) Ordinary member Class D4 shall be those members from St George Sailing Club ltd who, at the time of the amalgamation of St George Sailing Club Ltd (ACN 001 030 075) and Manly 16ft Skiff Sailing Club Ltd (ACN 001 066 253) have achieved life membership of St George Sailing Club Ltd.

(v) Ordinary members Class D5 (also to be known as St George Board Approved Life Members) shall be those persons who have joined the amalgamated club through the Club's St George premises located at Sans Souci and who in recognition of their significant contribution to the amalgamated club at its St George premises at Sans Souci, have been unanimously approved by the Board of the amalgamated club as Ordinary members Class D5. Ordinary members Class D5 shall have the same rights as Ordinary members Class D1.

## MEMBERSHIP

**(Admission of other than First Members)**

7. (a) Candidates applying for membership of the Club as an Ordinary Member Class A, Ordinary Member Class B, Ordinary Member Class C, Ordinary Member Class D1, Ordinary Member Class D2 and Ordinary Member Class D3 shall either apply in person at the Club premises or online at the Club Website. Every application shall be made in the form specified by the Club and give the full name and address of the candidate and shall include an acknowledgement that one of the applicant's principal reasons for joining the Club is their genuine interest in and support of the sport of sailing and shall be in such formas the Board shall from time to time require.

(b) The application for membership must be accompanied by the amount of anyentrance fee and subscription (if any), with the Club to nominate various ways of payment either online at Club Website or in person.

(c) Particulars of the nomination for membership shall be posted on the Notice Board in a conspicuous place in the Club premises and shall remain posted forat least seven (7) days prior to the date of the meeting of the Board at which the application is to be considered.

(d) An interval of at least fourteen (14) days shall elapse between the date of application and date of election of all candidates.

(e) 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 meetings and the names of the members elected.

(f) The Board may reject any application for membership without assigning any reason for such rejection. The Secretary shall return to such rejected candidates the amount of any entrance fee and subscription lodged with the application.

8. On the election of a member the Secretary shall give to such member notice of his election and shall issue with such notice an account for the entrance fees and subscriptions if same have not already been paid and such account shall specify the due date of payment.

9. Every person elected to membership and informed of his election as directed by the foregoing Rule shall be deemed to agree to be bound by the Constitution of the Club and by the Club's By-Laws and any policy of the Club including any Liquor or Gaming Policy from time to time in force.

10. Every person elected to membership shall be required to pay within one (1) month of the date of notice of election the fees and/or subscriptions specified in the account rendered to him with the notice of election failing which payment the election may be declared null and void.

10A. (a) (i) Article 10 shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation with another registered Club andto this Article 10A;

(ii) A person may be admitted as a member of the Club pursuant to anamalgamation if that person:

(1) Is a full member (as defined in the registered Clubs Act) of a registered club which has been approved, by the Casino Liquor & Gaming control Authority pursuant to the Liquor Act, to amalgamate with the Club; and

(2) Has agreed to be a member of the Club.

(iii) The agreement referred to in paragraph (ii)(b) of this article 10A maybe:

(1) in writing and in such form as may be approved by the Boardfrom time to time; and

(2) received by the Club;

otherwise such agreement will be deemed for the period from the dateof amalgamation to the next date for renewal of membership as provided for in Article 27.

(iv) Any person who satisfies paragraph (ii) of this Article 10A shall be entered into the Register of Members of the Club.

## CESSATION OF MEMBERSHIP

11. A member may at any time by giving notice in writing to the Secretary resign his membership of the Club but shall continue liable for any Entrance Fee or Annual Subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding five dollars ($5.00) as a member of the Club under rule 1F of the Constitution of the Club.

12. Subject to Rule 12AB, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:

(a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or

(b) is, in the reasonable opinion of the Board;

(i) guilty of any conduct prejudicial to the interests of the Club; or

(ii) guilty of conduct which is unbecoming of a member.

12AA. Any use of social media or other electronic communication by a member or their guest that is or can be construed as negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club.

12AB. The following procedure shall apply to disciplinary proceedings of the Club:

(a) That at least seven (7) days before such meeting the member concerned is notified in writing of the charge and is requested to be present at the meeting.

(b) The member charged shall be entitled to:

(i) attend the meeting for the purpose of answering the charge; and

(ii) submit to the meeting written representations for the purpose of answering the charge;

(iii) call witnesses provided that:

(1) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and

(2) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation), the member must not act in an offensive or disruptive manner.

(c) After the member has been heard the Board determines whether the charge has been established. If the majority determines that the charge has been established, a resolution to that effect is passed.

(d) The member is informed by the Chairman of the finding of the Board.

(e) If any charge is proved the member is invited to make any submissions relatingto any penalties.

(f) The Board considers such action which it deems necessary.

(g) The member is informed forthwith of the decision of the Board.

(h) Any resolution under this rule is passed by the affirmation vote of not less than two-thirds of the members of the Board present at such meeting.

(i) Any member notified or proposed to be notified in accordance with clause (b) above may immediately be suspended from all privileges of the Club until such time as the meeting is held.

## REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

12A. In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 12E, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

(a) who is then intoxicated, violent, quarrelsome or disorderly;

(b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;

(c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;

(d) who hawks, peddles or sells any goods on the premises of the Club;

(e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;

(f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary (or in the absence of the Secretary from the premises of the Club, the senior employee then on duty) suspects of being a prohibited drug or prohibited plant; or

(g) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.

12B. If pursuant to Rule 12A a person (including a member) has been refused admission to, or has been turned out of the premises of the Club, the Secretary of the Club or (subject to Rule 12E) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

12C. Without limiting Rule 12B, if a person has been refused admission or turned out of the Club in accordance with Rule 12A(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.

12D. Without limiting Rule 12B, if a person has been refused admission to or turned out of the Club in accordance with Rule 12A(a), the person must not:

(a) remain in the vicinity of the Club; or

(b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

12E. Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:

(a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or

(b) any employee authorised by the Secretary to exercise such power.

12F. Under the AML/CTF Act the Club:

(a) is a reporting entity;

(b) provides a designated service to its members and patrons;

(c) may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to verify the member or patrons' identity; and

(d) may be required to undertake "enhanced due diligence" of certain members and patrons, in certain circumstances.

12G. In Rule 12F *"enhanced due diligence"* means implementing measures including but not limited obtaining more detailed information about the member or patron and

verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron's transactions within the Club.

12H. Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:

(a) its obligations under the AML/CTF Act; and

(b) any Liquor or Gaming Policy,

which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Rule 12A and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

13. Should a member incur any debt to the Club or to the Club's staff or servants or persons under contract to the Club and fail to discharge such debt upon request in writing by the Secretary he may by resolution of a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board shall give the member concerned due notice of its intention to take such course but the provision of Rule 12 shall not apply.

14. Every person ceasing to be a member of the Club whether by retirement expulsion death neglecting to pay the Entrance Fee or Subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable under the provisions of Rule 1F of the Constitution.

## NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

15. Every member must advise the Secretary of any change in their personal details (including their address, email address and telephone number) within seven (7) days of the change to their personal details.

## REGISTER OF MEMBERS

16. The Secretary shall keep on the Club premises a register of members in which he shall enter or cause to be entered the name in full and address and any change of address of each full member of the Club and if he is an Ordinary Member, the date on which he last paid the annual fee for membership of the Club, and the address so entered in the register shall be the member's registered address for the purpose of giving or serving notices.

## VOTES FOR MEMBERS

17. (a) Every financial full member when eligible to vote shall vote on a show of hands and on the taking of a poll have one (1) vote.

(b) All financial full members (except Ordinary Members Class C and Ordinary Members Class D3) shall be entitled to vote for the election of the Board of the Club. On all other matters or resolutions at any General Meeting other than the election of the Board and a resolution in accordance with Rule 1D of the Constitution, Ordinary Members Class A and Life Members (not including St George Life Members) only shall be entitled to vote.

(c) No member of the Club who is also a servant of the Club shall be eligible tovote at any meeting of the Club.

(d) Provisional Members shall not be eligible to vote at any meeting of the Club.

18. No member other than a Life Member shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless he shall have paid all instalments of Entrance Fee and Annual Subscriptions and all other moneys due to the Club at the time of such meeting.

## HONORARY AND TEMPORARY MEMBERS

19. (a) The Board may elect a prominent citizen or a local dignitary to be an Honorary Member for such period as the Board determines.

(b) Any Patron of the Club for the time being shall be an Honorary Member.

(c) Any prominent citizen or local dignitary visiting the Club for a special occasion or a special function shall be an Honorary Member for the duration of such visit.

(d) An Honorary Member shall not be entitled to vote at any General Meeting ofthe Club.

(e) There shall be kept a register and the Secretary shall cause to be entered therein the name in full and address of each Honorary Member and the dates upon which the period of Honorary Membership commences and ends.

(f) A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 16 on the first day that they enter the Club's premises during that period.

20. (a) A member of another club with similar objects to those of the Club (eg. another sailing or yacht club) may be admitted as a Temporary Member for the duration of his visit to the premises of the Club.

(b) A person whose ordinary place of residence in New South Wales is not less than such minimum distance from the premises of the Club as may be determined from time to time by the Board by By-Law pursuant to this

Constitution may be admitted as a Temporary Member of the Club for the duration of their visit to the premises of the Club.

(c) A full member of any other registered club who, at the invitation of the Boardor a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day shall be admitted as a Temporary Member for the time on that day when he so attends the premises of the Club until the end of that day.

(d) A Temporary Member shall not be entitled to vote at any General Meeting of the Club.

(e) There shall be kept a register and each Temporary Member (other than a Temporary Member referred to in paragraph (c) of Rule 20) shall cause to be entered therein their name in full, address, signature, date of visit and any other particulars that the Registered Clubs Act may from time to time require.

21. Deleted (6/9/93)

## JOINING FEES, SUBSCRIPTIONS AND LEVIES

22. (a) For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, and other payments (excluding levies) payable by members of the Club.

(b) A Life Member shall not be liable for payment of any fee for membership ofthe Club.

(c) An Honorary Member or a Temporary Member shall not be liable for the payment of any fee in respect of such Honorary or Temporary Membership or any entrance fee.

(d) Any Ordinary Member who is suspended from membership of the Club for a period shall during such period be liable for payment of any fee for membership of the Club which falls due during the period of his suspension.

(e) The Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.

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

(b) Any person who has not renewed their membership by the due date and/or paid his or her joining fee, subscription, levy or other payment by the due date shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 12 shall not apply to such resolution.

## NON FINANCIAL MEMBERS

23A. Notwithstanding any Rule contained in this Constitution, a Non financial member shall not be entitled to:

(a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or

(b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;

(c) attend or vote at any meeting of the Club or any Sub club;

(d) nominate or be elected or appointed to the Board or any committee of a Sub club;

(e) vote in the election of the Board or any committee of a Sub club;

(f) propose, second or nominate any eligible member for any office of the Club or any Sub club;

(g) propose, second or nominate any eligible member for Life membership.

## MANAGEMENT

24. The business and affairs of the Club and the custody and control of its funds shall be managed by the Board of Directors consisting of eight (8) Directors which Board shallbe elected annually by the general body of members. The Board shall consist of a President Vice-President Treasurer Commodore and four (4) Directors.

25. (a) Life Members and Ordinary Members Class A only shall be entitled to take part in the management of the Club and to stand for or be elected to any office on the Board of Directors.

(b) No person other than a Life Member, will be eligible for appointment or election to the Board of Directors unless they have been an Ordinary Member Class A for a continuous period in excess of thirty-six months.

26. Any member:

(a) who is an employee; or

(b) who is not a Non financial member;

(c) whose membership is currently under suspension;

(d) who is disqualified from managing any company under the Act;

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

(f) who is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act, or any other applicable legislation;

shall not be eligible to nominate for, be elected or appointed to the Board of the Club.

26A. No person who is an Ordinary Member Class D1, Ordinary Member Class D2, Ordinary Member Class D3, Ordinary Member Class D4 or Ordinary Member Class D5 shall be eligible to be a member of or be elected to the Board of the Club.

26B. Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

26C. A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board.

## BOARD OF DIRECTORS

27. The Board of Directors shall be elected annually by the general body of members from persons nominated as hereinafter provided:-

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

(b) Out of the persons nominated, the general body of members shall elect the Directors for a period of twelve (12) months next ensuing.

28. (a) Nominations for election of the Directors shall be made in writing and signedby two Ordinary Members Class A of the Club and by the nominee who shall also signify his consent to the nomination.

(a1) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.

(a2) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.

(a3) The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.

(a4) A nomination can be withdrawn:

(i) by the nominee at any time prior to the commencement of voting; and

(ii) by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board.

(b) The Secretary shall immediately after closing 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 shall take place but if there be only the requisite number nominated the Chairman shall declare those nominated duly elected.

29. An election by ballot of the members of the Board of Directors shall be conducted in such manner as may be determined by the Board of Directors.

## CASUAL VACANCIES IN THE BOARD OF DIRECTORS

30. Any casual vacancy or vacancies which may occur in the Board of Directors may befilled by the Directors provided that the Directors can only fill a casual vacancy in any of the positions of President Vice-President and Treasurer by choosing an existing Director from amongst themselves and any person or persons appointed or elected shallhold office until the next Annual General Meeting when he or they shall retire but shall be eligible for re-election.

## VACANCIES IN BOARD OF DIRECTORS

31. (a) The office of a member of the Board shall automatically be vacated if the person holding that office:

(i) dies;

(ii) is disqualified for any reason referred to in Section 206B of the Act;

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

(iv) is absent from meetings of the Board for a period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not vacant as a result of that absence;

(v) by notice in writing resigns from office as a director;

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

(vii) ceases to be a member of the Club;

(viii) becomes an employee of the Club;

(ix) fails to complete the mandatory training requirements for directors referred to in Rule 27 within the prescribed period (unless exempted);

(x) was not eligible to stand for or be elected or appointed to the Board;

(xi) ceases to hold the necessary qualifications to be elected or appointed to the Board;

(xii) is convicted of an indictable offence (unless no conviction is recorded);

(xiii) is a Non financial member of the Club;

(xiv) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months;

(xv) is removed from office as a director in accordance with the Act and this Constitution.

The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

(b) The Club may by ordinary resolution carried at an Extraordinary General Meeting remove any Director or all the Directors before the expiration of his or their period of office and appoint another or other Director or Directors as the case may be in his or their place. The person or persons so appointed shallhold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.

## BOARD OF DIRECTORS

**(Act of)**

32. All acts done at any Board meeting or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or Directors or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

## BOARD OF DIRECTORS

**(Services Voluntary)**

33. Subject to all the provisions of rule 1D of the Constitution no Director shall receive any remuneration for his services in his capacity as a Director.

# BOARD OF DIRECTORS

**(Powers and Duties)**

34. 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 the Constitution and the Registered Clubs Act and any other legislation which might from time to time apply 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 insofar as is 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 from among its members or members of the Club sub-committees 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. 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-committees.

(b) To make such By-Laws Rules or 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, conduct and management of the Club and to amend or rescind from time to time any such By-Laws Rules and Regulations. Without limiting the generality of this Rule 34(b) the Board may regulate:

(iii) such matters as the Board is specifically by this Constitution empowered to regulate by By-Law; and

(iv) the operations of the Club;

(v) the control and use of the Club's premises;

(vi) the:

(1) the creation and rescission of; and

(2) rights and privileges (including rights to nominate for election to the Board and vote in the election of the Board);

additional classes of Ordinary members to those specified in Rule 1.1(b).

(vii) the upkeep and control of any sporting facilities and amenities;

(viii) the control and management of competitions;

(ix) the conduct of members and guests of members;

(x) the sailing, sporting, playing and social privileges of each category of membership;

(xi) the conduct of members in relation to Club employees;

(xii) the use of social media and other forms of electronic communication by members and guests of members; and

(xiii) generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.

(c) To enforce the observance of all By-Laws Rules and Regulations by suspension from enjoyment of Club privileges of any of them.

(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.

(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 fulfillment of any contracts or 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 claim or demands by or against the Club.

(i) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques bills or 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 purposes 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 stocks perpetual or otherwise and whether charged upon all or any of the Club's property both present and future or not. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holder subject to the provisions of the Registered Clubs Act.

(l) To sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to let any property of the Club with the sanction of a General Meeting of the Club to lease demise exchange or sell 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 let or demise shall not be exercised with respect to any part of the Club's premises which any be registered under the provisions of the Registered Club's Act without the consent of the Licensing Court being obtained.

(m) To fix the maximum number of each class of members who may be admitted to the Club.

(n) To fine caution or suspend for such period as it thinks fit any member, or to expel any member, who shall wilfully infringe any provision of the Constitution or by the By-Laws Rules or Regulations of the Club or who shall in the opinion of the Directors be guilty either in or out of the Club premises of conduct unbecoming of a member or prejudicial to the interests of the Club. Such proceedings by the Board to be in accordance with rule 12.

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

(p) To recommend the amount of honorarium payable to any member or the Board under rule 1D of the Constitution and subject to approval by a General Meeting to pay such honorarium.

(q) To repay actual and reasonable out-of-pocket expenses incurred by any member of the Board.

35. 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 Rules or Regulations on the Notice Board.

## 35A. MATERIAL PERSONAL INTERESTS OF DIRECTORS

35A.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:

(a) declare the nature of the interest at a meeting of the Board; and

(b) comply with Rule 35A.2.

35A.2 Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

(a) must not vote on the matter; and

(b) must not be present while the matter is being considered at the meeting.

## 35B. REGISTERED CLUBS ACCOUNTABILITY CODE

35B.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 35B. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 35B, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.

35B.2 For the purposes of this Rule 35B, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

**Contracts with top executives**

35B.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:

(a) the top executive’s terms of employment; and

(b) the roles and responsibilities of the top executive;

(c) the renumeration (including fees for service) of the top executive;

(d) the termination of the top executive’s employment.

35B.4 Contracts of employment with top executives:

(a) will not have any effect until they are approved by the Board; and

(b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

**Contracts with directors or top executives**

35B.5 Subject to any restrictions contained in the Registered Clubs Act and Rule 35B.7 the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

35B.6 A “pecuniary interest” in a company for the purposes of Rule 35B.5 does not include any interest exempted by the Registered Clubs Act.

**Contracts with Secretary and managers**

35B.7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:

(a) the Secretary or a manager; or

(b) any close relative of the Secretary or a manager;

(c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

**Loans to directors and employees**

35B.8 The Club must not:

(a) lend money to a director of the Club; and

(b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars ($10,000) or less and the proposed loan has first been approved by the Board.

**Restrictions on the employment of close relatives of directors and top executives**

35B.9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.

35B.10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person’s employment.

**Disclosures by directors and employees of the Club**

35B.11 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive, or employee:

(a) any material personal interest that the director has in a matter relating to the affairs of the Club; and

(b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;

(c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club’s premises;

(d) any gift (which includes money, hospitality, and discounts) valued at one thousand dollars ($1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars ($1,000) or more, received by the director, top executive, or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.

35B.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 35B.

**Training disclosures**

35B.13 The Club must make available to members:

(a) details of any training which has been completed by directors, the Secretary, and managers of the Club in accordance with the Registered Clubs Regulation; and

(b) the reasons for any exemptions of directors, the Secretary, or managers from undertaking the training prescribed by the Registered Clubs Regulation.

35B.14 The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

**Provision of information to members**

35B.15 The Club must:

(a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates; and

(b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

## BOARD OF DIRECTORS

**(Meeting)**

36. (a) The Board shall meet at least once in each quarter for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be five (5) members of the Board.

(b) The President of the Club shall if present preside at all meetings of the Board inhis absence the Vice-President shall preside and in the event of both President and Vice-President being absent the meeting shall elect a member of the Board to be Chairman of the meeting. The President or Chairman of such meetingshall have a deliberative vote only.

(c) A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution. In addition to this, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to that resolution.

(d) A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

## SAILING COMMITTEE

**(Office Bearers)**

37. There shall be a Sailing Committee which shall consist of the Board of Directors of the Club, a Commodore, Vice-Commodore, Club Captain, Club Vice-Captain, Race Secretary, Publicity Officer, Handicappers (3), Starter and Judge (1), Assistant Starter and Judge (1), Timekeepers (2), Boat and Sail Measurers (5), Rescue Craft Operators(6), a representative of each 16ft skiff on the Club's register, two delegates to the New South Wales 16ft Skiff Association, one delegate representing both the junior classes of the Club and the intermediate class of the Club combined and one delegate representingthe 13ft skiff class of the Club all of whom shall be elected or appointed at the Annual General Sailing Meeting to be held as soon as possible after the completion of the sailing season (refer rule 71) except for the Commodore who will be elected at the Annual General Meeting of the Club. A memberof the Sailing Committee shall hold office until the Annual General Sailing Meeting following his election or appointment or until for any other reason his seat shall have been declared vacant.

37A. There shall be a St George Sailing Committee which shall consist of not less than five (5) Ordinary Members Class D1 and shall include a St George Vice Commodore, St George Race Secretary, St George Youth Representative (Youth Sub-Committee Chair), St George Starter, St George Judge, St George Boat and Sail Measurer, St George Boat Captain, a Representative from each approved class, a representative of each 16ft Skiff on the Club's St George fleet register, all of whom shall be elected or appointed at a General Meeting to be held as soon as possible after the completion of the sailing season (refer Rule 71). A member of the St George Sailing Committee shall hold office until the Annual General Sailing Meeting following his election or appointment or until, for any other reason, his seat shall have been declared vacant.

## (Powers)

38. (a) The Sailing Committee shall have control of all matters involving admittance or expulsion of boats the reports of the starter judges umpires and officials andshall exercise all such powers and deal with all such matters relating to sailing as may be delegated to it by the Board of Directors.

(b) The Sailing Committee of the Club shall meet as often as required during the sailing season.

(c) The decision of the Sailing Committee upon any sailing matters not provided forby this Constitution or by the regulations of the New South Wales 16ft Skiff Association and the Australian 16ft Skiff Sailing Association shall be final and binding on the members.

38A. (a) The St George Sailing Committee shall at times be subject to the direction of andmake recommendations and report to, the Commodore.

(b) The St George Sailing Committee shall, subject to the approval by the Commodore, have control of all matters involving admittance or expulsion of boats, the reports of the Starter Judges, Umpires and Officials and shall exerciseall such powers and deal with all such matters relating to sailing at St George as may be delegated to it by the Board of Directors.

(c) The St George Sailing Committee of the Club shall meet as often as required during the sailing season.

(d) Subject to the approval of the Commodore, the decision of the St George Sailing Committee upon any sailing matters relevant to the sailing of open craft at St George and otherwise not provided for by this Constitution or by regulations ofthe New South Wales 16ft Skiff Association and the Australian 16ft Skiff Association shall be final and binding on Ordinary Members Class D1 and Ordinary Members Class D3.

39. A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.

## GENERAL MEETING

### (Extraordinary General Meeting)

40. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

41. An Extraordinary General Meeting may be called on any date by the President or the Board and shall be called by the Secretary upon receipt by him of a requisition, which need not be in one document, signed by not less than 5% of the Ordinary MembersClass A on the Club's register as at the midnight before the request was given to the Secretary, stating the business to be considered. The Secretary must call the meeting within 21 days after the request has been received. The date of such meeting shall be within two months of receipt of the requisition and if the meeting is not so called the requisitionists or a majority of them may themselves call the meeting and for that purpose shall have access to the register of members and any other records necessary for the purpose of calling meetings of members.

Where the meeting is called in accordance with this rule the members calling the meeting must pay the expenses of calling and holding the meeting.

## GENERAL MEETING

**(Notice of)**

42. (a) Every notice convening a General Meeting shall be in writing and shall specify the place the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by this Constitution or the Corporations Act.

(b) The period of notice in respect of General Meetings shall be twenty-one (21) clear days.

## GENERAL MEETING

**(Quorum)**

43. At an Annual or Extraordinary General Meeting called by the President or the Board twenty (20) Ordinary Members Class A or Life Members present and entitled to vote shall be a quorum and at an Extraordinary General Meeting called on or by the requisition of members thirty five (35) Ordinary Members Class A or Life Members present and entitled to vote shall constitute a quorum. If a quorum be not present within fifteen (15) minutes of the time fixed for an Annual or Extraordinary General Meeting the meeting if convened on or by the requisition of members shall be dissolved; if convened by the President or by the authority of the Board it shall be 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 fifteen (15) minutes from the time appointed for the meeting the members present shall be a quorum.

## ANNUAL GENERAL MEETING

**(Business)**

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

(a) To confirm the Minutes of the previous Annual General Meeting.

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

(c) To receive and consider the Statement of Financial Performance, Statement of Financial Position, Statement of Cash Flows and report of the Auditor.

(d) To elect the Board for the ensuing year.

(e) To appoint an auditor or auditors.

(f) To deal with any other business of which due notice has been given.

(g) To deal with any other business that the meeting may approve of which due notice has not been given.

(h) All business and notices of motion to be dealt with at the Annual General Meeting shall be handed to the Secretary at least forty two (42) days prior tothe date of such meeting.

## ANNUAL GENERAL MEETING

**(Proceedings)**

45. The President shall if present be entitled to preside al all General Meetings of the Club. In the event of the President being absent the Vice-President shall preside and in the event of the President and Vice-President being absent the Board shall elect a member of the Board to be Chairman of the meeting.

46. Every question or motion submitted to a General Meeting of the Club shall be decided in the first instance by a show of hands and in the case of equality of votes the Chairman shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.

47. At any general meeting unless a poll is demanded by the Chairman or by at least five (5) members present and entitled to vote at the meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of 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 such resolution.

48. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith be final and conclusive.

49. The chairman of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

50. 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. No poll shall be demanded on the election of a Chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.

51. Any general meeting at which a quorum is present may be adjourned by resolution asthe meeting may determine and not notice of such adjournment need be given.

## ADDITIONAL MATTERS

51A. The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

51B. The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

51C. If permitted by the Act, the Club may hold virtual only meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

51D. The Club may record general meetings (including Annual General Meetings) using audio and/or visual technology but members are not permitted to do so.

51E. The Chairperson:

(a) is responsible for the conduct of the general meeting; and

(b) shall determine the procedures to be adopted and followed at the meeting;

(c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

51F. The Board may authorise persons other than members to attend and speak at a general meeting but those persons shall not be entitled to vote at general meetings.

## GENERAL MEETING

**(Minutes)**

52. The Board shall cause minutes to be kept by the Secretary in books provided for the purpose:

(a) Of all appointments of officers made by the Club in general meeting or by theBoard.

(b) Of the names of the Directors present and voting at each meeting of the Board.

(c) Of the number of members present and voting at general meetings of the Club.

(d) Of all resolutions and proceedings at all meetings of the Club.

## FINANCIAL YEAR

53. The financial year other than for payment of subscriptions of the Club shall commence on the first day of May and end on the last day of April each year.

## ACCOUNTS AND AUDITS

54. The Board shall cause correct accounts and books to be kept showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature and showing in particular and without limiting the generality thereof:-

(a) All sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place.

(b) All sales and purchases of goods by the Club.

(c) The assets credits and liabilities of the Club.

55. The books of account shall be kept at the registered office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.

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

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

## AUDITORS

57. Auditors shall be appointed and their duties regulated in accordance with the provisions of Part 2M.3.

## SEAL

58. The Directors shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Board previously given and in the presence of two (2) Directors at the least who shall sign every instrument to which such seal is affixed and every such instrument to which the seal is affixed shall be counter-signed by the Secretary or some other person appointed by the Board.

## GUESTS

59. (a) Subject to Rule 59(b), all members shall have the privilege of introducing guests to the Club.

(b) A Temporary member may introduce a guest only in accordance with Rule 59 (l)

(c) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rule16.

(d) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-Law.

(e) No member shall introduce any person as a guest:

(i) who has been expelled from the Club pursuant to Rules 12 or 12 A;

(ii) whose membership is then suspended pursuant to Rules 12 or 12A; or

(iii) who is then refused admission to or being turned out of the Club pursuant to Rule12A.

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

(g) The Board shall have power to make By-Laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.

(h) 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.

(i) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.

(j) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.

(k) The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

(l) A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:

(i) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;

(ii) who does not remain on the Club premises any longer than that Temporary member; and

(iii) in relation to whom the member is a responsible adult.

(m) For the purposes of Rule 59(l)(c), "responsible adult" means an adult who is:

(i) a parent, step-parent or guardian of the minor;

(ii) the minor's spouse or de facto partner; or

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

## SUPPLY OF LIQUOR AND USE OF POKER MACHINES

60. No person under the age of eighteen (18) years shall be sold or supplied with liquor and no person under the age of eighteen (18) years shall be permitted to use operate or play poker machines.

## NOTICES

61. Without limiting the provisions of the Corporations Act, a notice may be given by the Club to any member either:

(a) personally; or

(b) by sending it by post to the address of the member;

(c) by sending it to the electronic address of the member;

(d) by sending the member sufficient information (either electronically or in a physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.

61A. Where a notice is sent by post to a member in accordance with Rule 61(a) the notice is deemed to be received on the day it is given to the member.

61B. Where a notice is sent to a member in accordance with Rules 61(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.

61C. Where a notice is provided to a member in accordance with Rule 61(d), the notice shall be deemed to have been received by the member on the day following that on

which the Club provided the member with the relevant information to access the notice.

## INDEMNITY

62. Every Director and every member of any sub-committee constituted under Rule 34 and the Secretary and other officer of the Club and any person (whether an officer of the Club or not) employed by the Club as Auditor shall be indemnified out of the funds of the Club against a liability incurred by him as such Director or member of a sub-committee or as Secretary Officer or Auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 1318 of the Corporations Act in which relief is granted to him by the Court or in which he has been authorised to defend by the Board.

## MISCELLANEOUS

63. Any heading attached to any of these rules shall not affect the Constitution.

64. No person other than the Club or its members shall directly or indirectly derive any profit or advantage from the fact that the Club is or may be registered in accordance with the provisions of the Registered Clubs Act or from any added value which may accrue because of such registration to the land upon which the Club's premises are situated.

65. The power to lease contained in the Constitution shall not be exercised in respect of any part or parts of the premises of the Club which may be the subject of a Certificate of Registration granted under the provisions of the Registered Clubs Act, 1976 without the consent of the Licensing Court being first obtained.

## SECRETARY

66. The Club shall at any time have one, but not more than one Secretary.

67. Subject to the provisions of Part IV of the Registered Clubs Act, 1976 the Board may appoint any person to be and act as Secretary.

68. Without limitation to the generality thereof the duties of the Secretary shall include the following, namely:-

    (d) to conform with and execute any direction that may from time to time be given by the Board; and

    (e) to do all such things as are required by him to be done by the Constitution or by virtue of the provisions of the Registered Clubs Act, 1976 and the Corporations Act or the regulations made thereunder.

## AMENDMENTS TO THE CONSTITUTION

69. The Constitution may be altered or amended at an Annual General Meeting or Extraordinary General Meeting of which due notice has been given to members of the Club. The majority required for passing of a resolution relating to such alternations or amendments to the Constitution shall be seventy five (75) percent of the Ordinary Members Class A or Life Members present and voting at the said meeting. Only Ordinary Members Class A or Life Members shall be entitled to vote on any resolution relating to alterations or amendments to the Constitution.

69A. For the purposes of section 246B of the Act, it is agreed that the rights of:

(a) Life members and any class of Ordinary membership specified in Rule 1.1(b) may be varied or cancelled by a special resolution passed at a general meeting of the members, without a separate meeting of the members of that class and that a special resolution that amends this Constitution is sufficient; and

(b) any class of Ordinary membership created by the Board by By-Law, may be varied or cancelled by a resolution of the Board passed at a Board meeting, without a separate meeting of the members of that class and that a resolution of the Board amending those rights is sufficient.

## CLUB COLOURS

70. The official colours of the Club pennant shall be dark blue with a red ball.

## RACING SEASON

71. The racing season shall be conducted in the period from 1st September each year to 30th April of the following year.

## MEETINGS AND VOTING

72. In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but is not required to):

(a) Distribute a notice of, or information about, a meeting or election of the Club, the board, or a committee of the Club by electronic means; and/or

(b) Hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;

(c) Allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.

72A. If there is any inconsistency between Rule 72 and any other provision of this Constitution, Rule 72 shall prevail to the extent of that inconsistency.