

Constitution of
Whitsunday Sailing Club Limited

ACN 010 706 626

A Public Company Limited by Guarantee



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Preliminary

1 Definitions

1.1 The following definitions apply unless the context indicates a contrary intention:

Act means the Corporations Act 2001 (Cth).

AGM means Annual General Meeting.

Annual Documents means Annual Report, Audited Financial Report, Auditors Report and others as required by the Act.

By-Laws mean any rules or regulations made by the Board pursuant to this Constitution.

Club means the company Whitsunday Sailing Club Limited ACN 010706626.

Constitution means this document.

Board means directors for the time being of the Club or the board assembled as a board.

Director means a director of the Club.

Family means a person and their spouse/partner and dependant children.

Flag Officers are those Directors holding the office of President, Commodore, Rear Commodore Off Beach or Rear Commodore Off Shore.

General Meeting means a meeting of members and includes an AGM.

Member means a person whose name is entered in the Register as a member of the Club.

Officer means a Director, Secretary or such other persons as defined in the Act.

Register means the register of members kept in accordance with the Act.

Rule means a clause or group of clauses in this Constitution.

Secretary means any person appointed to perform the duties of secretary of the Club as required by the Act.

Special Resolution means a resolution that, in accordance with the Act, must be passed at a General Meeting by a majority of at least 75% of the votes cast by Members entitled to vote on the resolution and who vote at the meeting in person or by proxy.

A **Voting Member** means a Full Member or Honorary Life Member whose entitlement to vote and be appointed a Director, including Flag Officer, has not been denied by a Rule in this Constitution or the Act.

2 Interpretations

2.1 Reference to:

- (a) one gender includes the others;
- (b) the singular includes the plural and the plural includes the singular;
- (c) a person includes a corporation or a body corporate;
- (d) except so far as the contrary intention appears in this Constitution:
 - (i) "including" and similar expressions are not words of limitation; and
 - (ii) headings and any table of contents or index are for convenience only and do not form part of this Constitution or affect its interpretation;
- (e) a law includes regulations and instruments made under the law;
- (f) a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision;

- (g) “shall” and “must” are mandatory; and
- (h) “may” is permissive.

3 Corporations Act

- 3.1 In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 3.2 The provisions of the Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Club.

4 Objects

- 4.1 The objects for which the Club is established are to do all things appropriate to facilitating sport and recreational boating activities in a club atmosphere and, without limitation, include the following specific objects:
 - (a) promote and encourage the sport and recreation of sailing and boating for all classes of boats in the community of the Whitsundays and other places;
 - (b) conduct racing and cruising events for sailing boats at Airlie Beach and at such other places as may from time to time be decided by the Club;
 - (c) make and maintain provision to enable its members, guests and other approved persons to participate in sailing and boating;
 - (d) improve the sailing abilities of its members and other approved persons by the provision of coaching and training;
 - (e) provide training and certification facilities related to sailing and boating;
 - (f) encourage increased and wider participation in the sport of sailing and boating generally by promoting the club, the sport of sailing and recreational boating;
 - (g) conduct sporting events, competitions and recreational activities;
 - (h) establish, furnish, maintain and conduct clubhouse, yard, marina and other conveniences and to furnish and to permit the same to be used either gratuitously or upon such terms as will be determined by the Board, and to supply such conveniences, commodities, food, drinks, refreshments and things as the Board may think fit and otherwise to afford all the usual privileges, advantages, conveniences of the Club for the benefit of Members and their guests; and
 - (i) provide equipment and facilities to support the attainment of the preceding objects.

5 Powers

- 5.1 The Club has all the powers of an individual and a body corporate necessary to achieve its objects, but does not have the power to issue shares.
- 5.2 Despite Rule 5.1 the powers of the Club are ancillary to and exercisable only to pursue the objects of the Club set out in Rule 4.

6 Changes to Constitution

- 6.1 This Constitution can only be changed by passing a Special Resolution.

7 Application of income and property

- 7.1 The income and property of the Club, from wherever derived, must be applied solely towards the promotion of the objects of the Club set out in Rule 4.

8 No distribution to Members

- 8.1 No portion of the income or property of the Club may be paid directly or indirectly, by way of dividend, bonus or otherwise to any Member.

- 8.2 This Rule does not prevent:
- (a) the payment in good faith of remuneration to any Member, Officer or servant of the Club in return for any services actually rendered to the Club or for goods supplied in the ordinary and usual way of business;
 - (b) the payment of a bona fide loan with interest at no more than a commercial rate;
 - (c) the reimbursement of expenses incurred by a Member on behalf of the Club;
 - (d) money and or property paid or given to a Member as a prize for a legitimate raffle, lucky draw or competition;
 - (e) the payment of reasonable rent for premises let to the Club by a Member; or
 - (f) the payment of bona fide expenses of Junior Members, who regularly participate in Club sailing events, representing the Club as competitors at events run by other clubs with similar aims to the Club.

9 Limited liability

- 9.1 The liability of Members is limited.

10 Guarantee

- 10.1 Every Member undertakes to contribute an amount not exceeding \$10 to the assets of the Club in the event of it being wound up while the Member is a Member or within 1 year after the Member ceases to be a Member, if required, for:
- (a) payment of the debts and liabilities of the Club (contracted before the Member ceases to be a Member); and
 - (b) payment of the costs, charges and expenses of winding up and adjustment of the rights of the contributories among themselves.

Membership

11 Classes of membership

- 11.1 The membership of the Club shall consist of the following classes of Member:
- (a) Full Member;
 - (b) Associate Member;
 - (c) Social Member;
 - (d) Junior Member;
 - (e) Honorary Life Member; and
 - (f) Visiting Member.

12 Full Member

- 12.1 Full Members shall be those persons:
- (a) over the age of 18; and
 - (b) (i) who have been an Associate Member for at least one year and have been regularly involved as a participant in the Club's sailing programs or in the administration of the Club; or
 - (ii) who have been an Associate Member and regular attendee for at least two years and demonstrated a keen interest in the activities of the Club.
- 12.2 A Full Member:
- (a) shall be entitled to all the privileges of membership of the Club; and
 - (b) shall be a Voting Member.

13 Associate Member

- 13.1 Associate Members shall be those persons:
- (a) over the age of 18; and

(b) who profess an interest in the objects of the Club.

13.2 An Associate Member:

(a) shall be entitled to all the privileges of membership of the Club; but

(b) shall not be a Voting Member.

14 Social Member

14.1 Social Members shall be those persons:

(a) over the age of 18; and

(b) who profess an interest in the social activities of the Club.

14.2 A Social Member:

(a) shall be entitled only to the use of food, beverage and gaming facilities provided by the Club; and

(b) shall not be a Voting Member.

15 Junior Member

15.1 Junior Members shall be those persons:

(a) under the age of 18; and

(b) who are actively involved in the Club's sailing program or who have a parent or guardian who is an Associate Member, Full Member or Honorary Life Member.

15.2 A Junior Member:

(a) shall be entitled to all the privileges of membership of the Club subject to limitations imposed by relevant legislation; but

(b) shall not be a Voting Member.

15.3 Upon attaining 18 years of age a Junior Member shall, subject to prior lodgement of an application, be admitted as an Associate Member.

15.4 Junior Membership terminates upon the Member attaining 18 years of age.

16 Visiting Member

16.1 Visiting Members shall be those persons:

(a) over the age of 18; and

(b) who profess an interest in the objects of the Club.

16.2 Visiting Membership is limited to a period not exceeding 6 months.

16.3 A Visiting Member:

(a) shall be entitled to all the privileges of Membership; but

(b) shall not be a Voting Member.

17 Honorary Life Member

17.1 Preference for Honorary Life Membership shall be given to those persons who have:

(a) been a Full Member for at least 10 years;

(b) rendered distinguished service to the Club; and

(c) significantly fostered sailing and boating in the Whitsunday district over and above their peers.

17.2 An Honorary Life Member shall:

(a) be entitled to all the privileges of membership of the Club; and

(b) shall be a Voting Member.

18 Form of membership application

- 18.1 Every application for membership or nomination for Honorary Life membership of the Club must:
- (a) be in writing in a form as the Board may from time to time determine;
 - (b) be signed by the applicant or nominee;
 - (c) contain an agreement by the applicant or nominee to be bound by this Constitution and any By-Laws;
 - (d) if for Full, Associate or Honorary Life Membership be signed by the applicant's or nominee's proposer and seconder each of whom shall be a Voting Member not being the applicant or nominee and having known the applicant or nominee for a period of:
 - (i) in the case of Associate Membership, at least 1 month; and
 - (ii) in the case of Full or Honorary Life Membership, at least 1 year.
 - (e) be accompanied by the membership fee, if applicable, as determined in accordance with Rule 25; and
 - (f) be lodged with the Secretary.
- 18.2 A Family may submit a single application containing details of each Family Member and the class of Membership sought for each.

19 Admission and rejection of membership

- 19.1 The Board shall consider an application or nomination for membership as soon as practicable after it is lodged and in their discretion:
- (a) for a nomination for Honorary Life Membership, reject the nomination or resolve to propose a motion at a General Meeting to accept the nomination; or
 - (b) for other classes of membership, resolve to accept or reject the application.
- 19.2 If an application is rejected all application and membership fees paid in accordance with Rule 18.1(e) must be refunded.
- 19.3 The Board shall give a reason for the rejection of an application or nomination, upon receipt of a written request.
- 19.4 If an application or nomination is approved:
- (a) the Secretary shall notify the applicant or nominee; and
 - (b) the applicant's or nominee's details must be entered in the Register as required.
- 19.5 A motion at a General Meeting to approve an Honorary Life Member is passed if a 2/3 majority of votes cast are in the affirmative.

20 Transfer of membership

- 20.1 Membership is not transferable to another person, only to another class of membership.
- 20.2 The Board may transfer a Member from one class of membership to another class, but only with the Member's consent.

21 By-Laws

- 21.1 Each Member is bound by and shall comply with the By-Laws.
- 21.2 By-Laws and amendments to the By-Laws come into force upon being made or amended, as the case may be, by the Board.
- 21.3 Any By-Law made or amended by the Board may be disallowed by a resolution passed in General Meeting. Such disallowance will not invalidate any decision or act made or taken pursuant to such By-Law prior to the disallowance unless the resolution specifically so directs.

22 Register of Members

- 22.1 A Register of Members must be kept in accordance with the Act.
- 22.2 Members may inspect or obtain copies of the Register in accordance with the Act.

23 Notification by Member

- 23.1 Each Member shall promptly notify the Secretary in writing of any change in their qualification to be a Member.
- 23.2 Each Member shall notify the Secretary in writing of any change of the Member's name, address, facsimile number or electronic mail address within 1 month after the change.

24 Alternative address for notices

- 24.1 A Member may advise the Secretary, in writing, of an alternative address for service of notices, being one of:
 - (a) a postal address;
 - (b) a facsimile number; or
 - (c) an electronic address.

25 Membership fees

- 25.1 Membership and application fees and payment terms for each class of membership shall be as the Board determines from time to time in the By-Laws.
- 25.2 Notwithstanding Rule 25.1 no membership fee is payable by an Honorary Life Member.
- 25.3 On the recommendation of the Board, Members in General Meeting may approve for a stated period of time an offer of discounted prepayment of future membership fees in a single payment. When a Member has paid such a prepayment in accordance with the terms of the offer the Member shall not incur any further liability for membership fees in relation to the specified term.
- 25.4 Membership fees will be discounted:
 - (a) for members of a Family provided that payment is made in a single payment for all Members of the Family;
 - (b) extended absence from the region; and
 - (c) prepaid membership in accordance with Rule 25.3.
- 25.5 Membership fees may be discounted for other circumstances as the Board determines from time to time.
- 25.6 The terms, conditions and quantum of discounts shall be set out in the By-Laws.
- 25.7 Membership fees do not include payments to third parties e.g. YA Silver Card fees.

26 Members to pay their bills

- 26.1 Members shall pay:
 - (a) every expense invoiced to them by the Club (other than membership fees), within 30 days of the end of the month in which the expense was incurred; and
 - (b) membership fees within 30 days of renewal date.
- 26.2 A Member in breach of Rule 26.1:
 - (a) may be required to pay an additional amount at the rate of 10% p.a. on the outstanding balance as long as the sum remains unpaid;
 - (b) shall not be entitled to attend or vote at a General Meeting either in person or by proxy; and

- 26.3 If an amount is outstanding 60 days after the due date specified in Rule 26.1 the Board may withdraw the Member's membership.

27 Resignation of Member

- 27.1 A Member may resign from membership of the Club by giving written notice to the Secretary.
- 27.2 The resignation of a Member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

28 Cessation of membership

- 28.1 A Member ceases to be a Member:
- (a) on the death of the Member;
 - (b) if membership terminates under Rule 15.4;
 - (c) if membership is withdrawn under Rule 26.3;
 - (d) if the Member resigns under Rule 27; or
 - (e) if the Member is expelled under Rule 31.

29 Effect of cessation of membership

- 29.1 If a Member ceases to be a Member under this Constitution the Member:
- (a) remains liable to pay to the Club any outstanding debts; and
 - (b) will be removed from the Register.

30 Complaints

- 30.1 Complaints must be in writing, addressed to the Secretary and signed by the Member complaining. Complaints will be laid before the next meeting of the Board and the Secretary shall promptly advise the complainant in writing as to the outcome.
- 30.2 A Member shall not personally reprimand an employee of the Club.

31 Disciplining Members

- 31.1 The Board may resolve to censure, suspend or expel a Member from the Club if the Member:
- (a) wilfully refuses or neglects to comply with the provisions of this Constitution or the By-Laws;
 - (b) is guilty of any conduct which is unbecoming of a Member or prejudicial to the interest of the Club;
 - (c) has been expelled, disqualified or suspended by any club with similar objects to the Club; or
 - (d) has not correctly disclosed particulars required or set out in the application for membership;
- 31.2 At least 14 days before the Board holds a meeting at which it will consider disciplining a Member it will issue the Member a written notice stating:
- (a) the time and place of the meeting;
 - (b) what is alleged against the Member;
 - (c) possible resolutions;
 - (d) that the Member has an opportunity at the meeting to address the allegations either orally or in writing; and
- 31.3 If a stated possible resolution in accordance with Rule 31.2(c) is expulsion:

- (a) The Member may notify the Secretary in writing at least 24 hours before the meeting that he wishes to have the question of expulsion dealt with by the Club in General Meeting.
 - (b) Should the Board resolve to expel a Member in accordance with Rule 31.1 the Member may appeal the decision to a General Meeting.
 - (c) A motion to expel a Member is passed if a 2/3 majority of Members in General Meeting vote by way of a poll in favour of the resolution.
- 31.4 The Board shall comply with the legal doctrine of natural justice when acting under this Rule.

32 Visitors

- 32.1 Subject to this Constitution, the By-Laws, and other relevant legislation, persons not being Members may be admitted to the Club and enjoy the Club's facilities as visitors.
- 32.2 Every visitor not being a minor shall sign the visitor book except where otherwise provided in this Constitution or the Liquor Act.

33 Restrictions on visitors

- 33.1 No person may be admitted to the Club as a visitor:
- (a) whose name has previously been removed from the Register pursuant to Rules 28.1(c) or 28.1(e); or
 - (b) who has been refused admission to membership of the Club within the last 6 months;
- 33.2 Admittance of a visitor may be refused at the discretion of a Director or other person to whom such power has been delegated by the Board.

Board

34 Powers

- 34.1 The Board may exercise all the powers of the Club except any powers that the Act or this Constitution requires the Club to exercise in General Meeting.
- 34.2 The acts of a Director or Secretary are valid despite any defect that may afterwards be discovered in his appointment or qualification.

35 General business management

- 35.1 The business of the Club is to be managed by or under the direction of the Board.

36 Borrowing powers and disposal of assets

- 36.1 Without limiting the generality of Rule 35, but subject to Rule 8, the Board:
- (a) may exercise all the powers of the Club to borrow money, to charge any property or business of the Club and to issue debentures or give any other security for a debt, liability or obligation of the Club or of any other person.
 - (b) shall not borrow amounts totalling in all at any time more than \$100,000.00 in any one year without sanction of a General Meeting.
 - (c) shall not sell or dispose of any assets with values totalling at any time more than \$100,000.00 in any 1 year without sanction of a General Meeting.

37 Board Membership

- 37.1 The number of Directors shall be not less than 7 and not more than 9 including Flag Officers.
- 37.2 The Board shall consist of Flag Officers and other Directors.
- 37.3 At each AGM all Directors shall retire from office but, subject to nomination, are eligible for re-election.

38 Nomination

- 38.1 Any two Voting Members may nominate any other Voting Member to serve as a Flag Officer or other Director.
- 38.2 Each candidate so nominated in accordance with Rule 38.1 shall be:
 - (a) a Voting Member whose membership fees (if applicable) are paid up at the time of lodging a nomination;
 - (b) proposed by a Voting Member whose membership fees (if applicable) are paid up at the time the nomination is lodged; and
 - (c) seconded by another Voting Member whose membership fees (if applicable) are paid up at the time the nomination is lodged.
- 38.3 The nomination of a candidate for election must be:
 - (a) in writing;
 - (b) signed by the candidate, the proposer, and the seconder; and
 - (c) received at the registered office of the Club not later than 5 p.m. on the day which is 18 days prior to the AGM at which the candidate seeks election.
- 38.4 If a nomination is rejected the Secretary shall promptly notify the nominee of the rejection and the reason for rejection.
- 38.5 At least 14 days immediately preceding an AGM, a notice of approved candidates must be:
 - (a) posted in a conspicuous place in the Club; and
 - (b) sent in accordance with Rule 92 to all Voting Members.
 - (c) such notice must include each candidate's name, resume if submitted, proposer name and seconder name.

39 Election to Board

- 39.1 There shall be separate polls for each Flag Officer position and a combined poll for the remaining Director positions.
- 39.2 The order for determining the election of Directors shall be: President, Commodore, Rear Commodore Off Shore, Rear Commodore Off Beach, all non-Flag Officers.
- 39.3 A candidate may stand for more than one position on the Board but once duly elected shall be excluded from standing for additional positions during the meeting.
- 39.4 If the number of candidates for election is:
 - (a) equal to or less than the number of vacancies, the chair shall declare those candidates duly elected;
 - (b) less than the number of vacancies, nominations may be taken from the floor;
 - (c) greater than the number of vacancies, a poll must be held for the election of the candidates. Prior to the poll the chair shall declare the number of proxies for each candidate.

- 39.5 Each Voting Member may vote for a number of candidates equal to or less than the number of vacancies.
- 39.6 The candidates receiving the greatest number of votes cast in their favour shall be declared by the chair to be elected to the Board.
- 39.7 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined then the names of the candidates who received the same number of votes must be put to a further poll immediately.

40 Time appointment or retirement takes effect

- 40.1 Directors who retire at a General Meeting continue to hold office until the end of the meeting.
- 40.2 Directors who are appointed at a General Meeting take office immediately after the end of the meeting.

41 Appointment of Members between AGMs

- 41.1 The Club in General Meeting, or the Board, may by resolution appoint a Voting Member to the Board providing that the total number of members does not at any time exceed the limit set in Rule 37.1.
- 41.2 Any Director appointed under Rule 41.1 shall stand down at the next General Meeting and is eligible for re-election at that meeting.
- 41.3 The Board shall not re-appoint within a year from the date of a General Meeting a Director whose appointment was not ratified at that meeting under Rule 41.2.
- 41.4 The Board shall not appoint more than one Director between General Meetings.

42 Insufficient Board

- 42.1 In the event of a vacancy on the Board causing the remaining number of Directors to fall below the minimum set in Rule 37.1, they must act within 7 days, but only to:
 - (a) where 1 below the minimum, appoint an additional Director in accordance with Rule 41; or
 - (b) where more than 1 below the minimum, call a General Meeting to elect additional Directors.

43 Resignation of Director

- 43.1 A Director may resign from the Board by giving written notice of resignation to the Secretary.
- 43.2 The resignation takes effect:
 - (a) on the day and at the time the notice is received by the Secretary; or
 - (b) if a later day is stated in the notice, the later day.

44 Vacation of office of Director

- 44.1 The office of a Director becomes vacant:
 - (a) if the Director becomes bankrupt or suspends payment or compounds with his creditors under the Bankruptcy Act;
 - (b) if the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (c) if the Director is not present at 3 consecutive meetings of the Board without leave of absence being given by the Board;

- (d) if the Director becomes an employee of the Club; or
- (e) in accordance with the Act.

45 Removal of Director

- 45.1 The Club in General Meeting may remove a Director before the expiration of his period of office.
- 45.2 The Club must, in accordance with the Act, give the Director in question an opportunity to put their case to Members.
- 45.3 A Director has no right of appeal against removal from office under this section.
- 45.4 In the event that the resolution to remove a Director from the Board is passed the Club may appoint another person in his stead. The person so appointed is subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

46 Director to disclose interest

- 46.1 Subject to the Act, a Director who has a material personal interest in a matter that relates to the affairs of the Club or holds any office or possesses any property by which duties or interests might be created directly or indirectly in conflict with his duties or interests as a Member shall give notice of the nature, character and extent of the conflict or interest:
 - (a) at the next meeting of the Board; or
 - (b) by written notice to the Secretary.

47 Director's interest

- 47.1 Except where permitted by the Act a Director who has a material personal interest in a matter that is being considered at a Board meeting must not:
 - (a) be present while the matter is being considered at the meeting; and
 - (b) vote on the matter;
- 47.2 Rule 47.1 does not apply if the Directors that do not have a material personal interest in the matter have passed a resolution that:
 - (a) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Club; and
 - (b) states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.

48 Remuneration

- 48.1 No Director may receive any remuneration for services in their capacity as a Director.

49 Expenses

- 49.1 Despite Rule 48 the Club may pay a Director's travelling and other expenses properly incurred in connection with the Club's business.
- 49.2 Payments to Directors are subject to approval by the Board.

50 Financial benefit

- 50.1 To the extent required by the Act a Director shall ensure that the requirements of the Act are complied with in relation to any financial benefit given by the Club to a Director or to any related party of the Director.

Board meetings

51 General

- 51.1 The Board shall meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it sees fit.
- 51.2 Notwithstanding Rule 51.1 the Board shall meet at least once each calendar month.

52 Calling a Board meeting

- 52.1 A meeting of the Board may be called at any time by 1 or more Directors.

53 Notice of meeting

- 53.1 For every Board meeting reasonable notice must be given to each Director. Such notice may be given in writing or orally, and whether by facsimile, telephone, electronic mail or any other means of communication.

54 Use of technology

- 54.1 A Board meeting 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 their consent within a reasonable period before the meeting.

55 Quorum

- 55.1 At every meeting of the Board:
 - (a) a simple majority of Directors shall constitute a quorum; and
 - (b) if within half an hour from the time appointed for the commencement of a meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors present may determine.

56 Chair

- 56.1 The President shall be the chair of the Board.
- 56.2 If there is no President, or if at any meeting the President is not present within 10 minutes after the time appointed for holding the meeting, the Commodore shall be chair or if the Commodore is not present at the meeting then the members may choose one of their number to be chair.

57 Passing resolutions

- 57.1 A resolution of the Board is decided by a simple majority of the votes cast by Directors entitled to vote on the resolution.

58 Chair has no casting vote

- 58.1 In the event of an equality of votes, the chair does not have a casting vote.

59 Resolutions without a meeting

- 59.1 The Board may pass a resolution without a meeting being held if all its Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

- 59.2 A Director is deemed to have signed a document containing such a statement if the approval of that statement is contained in an email sent by that Director.

Committees

60 General

- 60.1 The Board may delegate any of its powers to committees consisting of such Members as the Board thinks fit.
- 60.2 Every committee:
- (a) must contain at least one Director;
 - (b) shall exercise any delegated powers in accordance with any regulations imposed on it by the Board;
 - (c) may meet and adjourn as it thinks proper;
 - (d) shall keep minutes and these minutes must be presented to the Secretary within a reasonable time;
 - (e) may, in the event the chair is not present within 10 minutes after the time appointed for holding the meeting, choose one of the members present to be chair; and
 - (f) shall determine resolutions by a simple majority of votes of members present.

61 Quorum

- 61.1 At every committee meeting:
- (a) a simple majority of members shall constitute a quorum; and
 - (b) if within half an hour from the time appointed for the commencement of a meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the members present may determine.

62 Sailing Committee

- 62.1 The Board shall appoint a committee to be known as the Sailing Committee to manage and regulate the day-to-day management of the sport of sailing within the Club.
- 62.2 The Sailing Committee shall consist of three Flag Officers, namely Commodore, Rear Commodore Off Beach, Rear Commodore Off Shore and other members as approved by the Board.
- 62.3 The Commodore shall be the chair of the Sailing Committee.

Proxies

63 Proxies

- 63.1 A Voting Member may appoint another Voting Member as his proxy to attend and vote for him at a General Meeting.

64 Form of proxy appointment

- 64.1 An appointment of proxy is valid if it:
- (a) states the name and address of the appointing Member;
 - (b) states the name of the appointed proxy;
 - (c) states the name of the Club; and
 - (d) is signed by the appointing Member;

- 64.2 A proxy appointment may state the meetings at which the appointment may be used or may be a standing one.
- 64.3 A proxy form issued by the Club must:
- (a) enable a Member to specify the information required by this Rule;
 - (b) enable a Member to specify the manner in which the proxy must vote in respect of a particular resolution; and
 - (c) contain a statement that if the name of the appointed proxy is left blank or the appointed proxy does not attend the meeting then the chair of the meeting will be the appointed proxy.

65 When and where proxy documents must be received

- 65.1 For an appointment of a proxy to be effective proxy documents must be received at least 48 hours before a General Meeting.
- 65.2 Proxy documents may be lodged at any of:
- (a) the registered address of the Club;
 - (b) the fax number of the Club; or
 - (c) a place specified in the notice of meeting.

66 Rights of proxies

- 66.1 A proxy appointed to attend and vote for a Member has the same rights as the Member:
- (a) to speak at the meeting;
 - (b) to vote (but only to the extent allowed by the appointment); and
 - (c) join in a demand for a poll.
- 66.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the appointment states otherwise.
- 66.3 A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.
- 66.4 A proxy may be revoked at any time by notice in writing to the Club.
- 66.5 A proxy is not entitled to vote on a show of hands.

67 Proxy vote if appointment specifies way to vote

- 67.1 If an appointment specifies the way a proxy is to vote on a particular resolution:
- (a) if the proxy is the chair of the meeting at which the resolution is voted on the proxy must vote that way; and
 - (b) if the proxy is not the chair the proxy need not vote, but if the proxy does so, the proxy must vote that way.

68 Transfer of non-chair proxy to chair in certain circumstances

- 68.1 If:
- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a General Meeting; and
 - (b) the appointed proxy is not the chair of the meeting; and
 - (c) at the meeting, a poll is duly demanded on the question that the resolution be passed; and
 - (d) either of the following apply:
 - (i) if a record of attendance is made for the meeting and the proxy is not recorded as attending; or

(ii) the proxy does not vote on the resolution;

then the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that meeting.

69 Proxy vote valid even if Member dies, revokes appointment etc.

- 69.1 Unless the Club has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
- (a) the appointing Member dies;
 - (b) the Member is mentally incapacitated;
 - (c) the Member revokes the proxy's appointment; or
 - (d) the Member revokes the authority under which the proxy was appointed by a third party.

General Meetings

70 Who can call a General Meeting

- 70.1 A General Meeting may be called:
- (a) by resolution of the Board;
 - (b) by 2 or more Directors;
 - (c) by 5% of Voting Members in accordance with the Act by request to the Club and stating proposed resolutions. If the Club fails to call a General Meeting pursuant to this Rule then 50% of the members who made the request may, in accordance with the Act, call and arrange to hold the meeting themselves; or
 - (d) as required by the Act.

71 Notice

- 71.1 Notice of a General Meeting must be given in accordance with the Act to:
- (a) all Voting Members;
 - (b) all Directors;
 - (c) the auditor of the Club.
- 71.2 Except as provided in the Act;
- (a) at least 21 days notice must be given of a General Meeting other than an AGM; and
 - (b) at least 28 days notice must be given of an AGM.
- 71.3 A notice of General Meeting must:
- (a) set out the place, date and time of the meeting and, if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner;
 - (b) state the general nature of the business to be dealt with at the meeting;
 - (c) if a Special Resolution is to be proposed, set out the intention to propose the Special Resolution and clearly state the resolution;
 - (d) if the meeting is initiated under Rule 70.1(c), include a statement signed by the requesting Voting Members in accordance with the Act;
 - (e) include any other information required by the Act.

72 Accidental omission or non-receipt of notice

- 72.1 The accidental omission to give notice of the convening, cancellation or postponement of a General Meeting or non-receipt of such a notice by any person entitled to notice, does not invalidate any resolution passed at the meeting or at a postponed meeting or the cancellation or postponement of the meeting.

73 Postponement or cancellation

- 73.1 The Board may cancel or postpone a General Meeting to a date and time determined by them subject to the following:
- (a) written notice of cancellation or postponement of a General Meeting must be given individually to all persons entitled to a notice of General Meeting and must specify the reason for cancellation or postponement;
 - (b) a notice postponing the holding of a General Meeting must specify:
 - (i) a date and time for the holding of the rescheduled meeting;
 - (ii) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and
 - (iii) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.
 - (c) the number of days from the giving of a notice postponing the holding of a General Meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of days' notice of a General Meeting required to be given by this Constitution; and
 - (d) the only business that may be transacted at a postponed General Meeting is the business specified in the notice convening the original General Meeting.

74 Quorum

- 74.1 The quorum for a General Meeting is the number of Voting Members equal to twice the maximum number of Directors per Rule 37.1, plus one.
- 74.2 In determining whether a quorum is present proxies must not be counted.
- 74.3 An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it.
- 74.4 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:
- (a) where the meeting was called by the Members or upon the requisition of Members, the meeting is dissolved; or
 - (b) in any other case, the meeting is adjourned to the date, time and place the Board specify. If the Board does not specify one or more of those things, the meeting is adjourned to:
 - (i) if the date is not specified – the same day in the next week;
 - (ii) if the time is not specified – the same time; and
 - (iii) if the place is not specified – the same place.
- 74.5 If a quorum is not present at the time appointed for the adjourned meeting, the meeting is dissolved.

75 Chair

- 75.1 The President is chair of a General Meeting.
- 75.2 Where there is no President or the President is not present within 30 minutes after the time appointed for the commencement of the meeting or is unable or unwilling to

act the following may preside as chair of the meeting (in descending order of precedence):

- (a) the Commodore;
- (b) a Director chosen by a majority of the Directors present;
- (c) a Voting Member chosen from a majority of the Voting Members present.

75.3 The chair shall adjourn a General Meeting if the Voting Members present with a majority of votes at the meeting agree or direct that the chair shall do so.

76 No other business

76.1 No business other than that stated in the notice of meeting or permitted or demanded by the Act may be transacted at a General Meeting.

77 How many votes a Member has

77.1 At a General Meeting each Voting Member has:
(a) 1 vote on a show of hands in person; and
(b) 1 vote on a poll either in person or by proxy.

78 Objections to right to vote

78.1 A challenge to a right to vote at a General Meeting:
(a) may only be made at the meeting; and
(b) must be determined by the chair, whose decision is final.

79 Passing resolutions

79.1 Unless otherwise required by this Constitution or the Act, all resolutions of the Club other than Special Resolutions are ordinary resolutions which are passed if more than 50%, except where stated otherwise in this Constitution, of the votes cast by Members entitled to vote are in the affirmative.

80 How voting is carried out

80.1 A resolution put to the vote at a General Meeting must be decided on a show of hands unless a poll is demanded or a poll is required by this Constitution or the Act.

80.2 Before a vote is taken the chair shall inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

80.3 On a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

81 When and how polls must be taken

81.1 A poll on the election of a chair or on the question of an adjournment must be taken immediately.

81.2 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.

81.3 A poll must be taken for the appointment or removal of Directors.

82 When a poll is effectively demanded

82.1 At a General Meeting, a poll may be demanded by:

- (a) Voting Members with at least 5% of the votes that may be cast on the resolution;
or
 - (b) at least 3 Voting Members;
 - (c) the chair.
- 82.2 A poll may be demanded:
- (a) before a vote is taken;
 - (b) before the voting results on a show of hands are declared; or
 - (c) immediately after the voting results on a show of hands are declared.
- 82.3 In Rule 82.1(a) the number of votes that may be cast is the total number of Voting Members as at the midnight before the poll is demanded.

83 Poll procedure

- 83.1 Subject to the Act, a poll must be taken in the manner and at the time the chair of the meeting directs.
- 83.2 The result of the poll is a resolution of the meeting at which the poll was demanded.
- 83.3 The demand for a poll does not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded.

84 Chair has no casting vote

- 84.1 The chair shall have only the voting rights attached to his class of membership, if any. In the event of an equality of votes a new poll must be taken.

85 Validity of prior act

- 85.1 A Rule made or resolution passed by the Club in General Meeting does not invalidate any prior act of the Board that would have been valid if that Rule or resolution had not been made or passed.

AGM

86 AGM

- 86.1 The Club must hold an AGM in accordance with the Act no later than 5 months after the end of financial year.
- 86.2 The AGM will be held at a date and venue determined by the Board.
- 86.3 The chair of the AGM must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- 86.4 If the Club's auditor or the auditor's representative is at the meeting, the chair must allow a reasonable opportunity for the Members as a whole at the meeting to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

87 Annual Documents

- 87.1 If a Member has lodged a request to receive Annual Documents in accordance with the Act then those documents must be sent to the Member before or with the notice of General Meeting for the AGM and in accordance with Rule 92.
- 87.2 The notice of General Meeting for the AGM must include a notice that copies of Annual Documents are available on request.

Officers

88 Indemnity

- 88.1 To the extent permitted by the Act, the Club indemnifies every person who is or has been an Officer against any liability incurred by that person in his capacity as an Officer.

89 Insurance

- 89.1 To the extent permitted by the Act, the Club may pay, or agree to pay, a premium for a contract insuring a person who is or has been an Officer against liability incurred by the person in that capacity, including a liability for legal costs.

90 Liability

- 90.1 To the extent permitted by the Act an Officer is not liable for the act, neglect or default of any other Officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of his office unless it arises through his own dishonesty or other unlawful conduct.

91 Secretary

- 91.1 A Secretary holds office on the terms and conditions, including as to remuneration, that the Board determines.

General

92 Service of documents

- 92.1 Documents required by this Constitution or by the Act to be sent to Members must be served:
- (a) by post to the address of the Member recorded in the Register; or
 - (b) if a Member has advised the Secretary of an alternative address which may be an electronic address, to that alternative address.

93 Prohibited payments to Officers and employees

- 93.1 No payment or benefit may be made to an Officer or employee of the Club by way of commission or allowance calculated by reference to a quantity or value of goods sold or purchased unless authorised by the Board.

94 Audit

- 94.1 The Board shall cause the accounts of the Club to be audited in accordance with the requirements of the Act.
- 94.2 A registered company auditor must be appointed.
- 94.3 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

95 Club to keep accounts

- 95.1 The Board shall cause the Club to keep accounts of the business of the Club in accordance with the requirements of relevant legislation.

96 Minutes to be kept

- 96.1 The Board shall keep minute books in which they record within 1 month:
- (a) proceedings and resolutions of meetings of Members;
 - (b) proceedings and resolutions of Board meetings;
 - (c) resolutions passed by Members without a meeting;
 - (d) resolutions passed by the Board without a meeting;
 - (e) all appointments of Officers;
 - (f) the names of Directors present at each meeting of the Board and each General Meeting;
 - (g) in the case of a technology meeting, the nature of the technology used; and
 - (h) all other matters required by the Act to be recorded in the minute books, including each notice and standing notice given by a Director of a material personal interest.
- 96.2 The Board shall ensure that minutes of a meeting are signed within a reasonable time after the meeting by one of the following:
- (a) the chair of the meeting; or
 - (b) the chair of the next meeting.
- 96.3 The Board shall ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.

97 Inspection of books

- 97.1 Members are entitled, on written application to the Board, to inspect records of the club relating to a matter of particular concern to the Member.
- 97.2 The following records shall not be made available under Rule 97.1:
- (a) records which are commercially sensitive;
 - (b) records which relate to disciplinary matters concerning other members; or
 - (c) records which contain personal data on other Members or Club employees.
- 97.3 Records that are to be made available to the Member shall be presented within a reasonable period of time.
- 97.4 Copies of records shall not be made without the consent of any two Directors.

98 Executing Documents

- 98.1 The Club executes a document with its common seal if the seal is fixed to the document and the fixing of the seal is witnessed by:
- (a) two Directors; or
 - (b) one Director and the Secretary.
- 98.2 The Club may execute a document without using a common seal if the document is signed by:
- (a) two Directors; or
 - (b) one Director and the Secretary.
- 98.3 The Club may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Rules 98.1 or 98.2.
- 98.4 The same person may not sign a document in the dual capacities of Director and Secretary.

- 98.5 A Director may not sign a document as a Director where the document relates to a contract, arrangement, dealing or other transaction in which he has a material personal interest unless he has declared that interest under Rule 47.1 and his signing has been authorised by a resolution of the Board.
- 98.6 Rules 98.1 and 98.2 do not limit the ways in which the Directors may authorise documents (including deeds) to be executed on behalf of the Club.

99 Inadvertent omissions

- 99.1 If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Board that the omission has directly prejudiced any Member financially. The decision of the Board is final and binding on all Members.

100 Winding up

- 100.1 If upon the winding up or dissolution of the Club any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members but must be given or transferred to some other institution or institutions determined by the Members at or before the time of dissolution which has similar objects to the Club and which prohibits the distribution of its income and property among its Members.
- 100.2 If the Members do not make the necessary determination under Rule 100.1, the Club may apply to the Supreme Court to determine the institution or institutions.

101 Patron and Vice Patrons

- 101.1 At the AGM one person may be elected to the position Patron of the Club.
- 101.2 At the AGM one or more persons may be elected to the position of Vice Patron of the Club.
- 101.3 The term of office for Patron and Vice Patrons is until the next AGM.
- 101.4 The Patron and Vice Patrons shall, during their term of office, be entitled to the same privileges as a Full Member except that they shall not be Voting Members unless already a Voting Member.
- 101.5 Patrons and Vice Patrons shall not be required to pay membership fees.

102 Club's flags, burgee and badges

- 102.1 The Club's colours shall be green and gold.
- 102.2 The Club's flags, burgees and badges may only be altered, discontinued or others adopted in lieu of or in addition to by the passing of a Special Resolution.
- 102.3 A Member shall not permit any Club burgee, flag, or badge to be worn by a boat unless the Member is in command.
- 102.4 A Flag Officer shall not permit the flag of his office to be worn by a boat unless the Flag Officer is in command.

Transition

103 Transition arrangements

103.1 Upon adoption of this Constitution:

- (a) All Members recorded as Members in the Register of Members will continue to be Members of the Club;
- (b) The previous By-Laws will be the By-Laws of the Club except that the various new discounts in this Rule will be added;
- (c) Members previously classed as Ordinary Member will be classed as Full Members. This is a change of name of membership class only.
- (d) Members previously classed as Junior Sailing Member will be classed as Junior Member. This is a change of name of membership class only.
- (e) Members previously classed as Perpetual Member will revert to their base class of membership (Full, Associate etc) and are not required to pay future membership fees.
- (f) Members previously classed as Family Member will revert to their base class of membership (Full, Associate etc). Membership fees will be discounted such that the total fee payable will initially be in line with that previously charged for Family Member.
- (g) Members previously classed as Absentee Member will revert to their base class of membership (Full, Associate etc). Membership fees will initially be discounted in line with previous charges for Absentee Member.