

# **KURING-GAI MOTOR YACHT CLUB**

**Incorporated under the Corporations Act**

**Company Limited by Guarantee**

**A.C.N. 000 262 920**

## **CONSTITUTION**

**Amended constitution as approved by members of the Club on 21 June 2017**

## **CONSTITUTION OF KURING-GAI MOTOR YACHT CLUB**

**THE NAME OF THE COMPANY IS KURING-GAI MOTOR YACHT CLUB**

### **OBJECTS**

1. The objects of the Club are:-

- (a) To provide a club-house, buildings, waterfront facilities and other conveniences for the use of members of the Club and their families and guests and to permit the same to be used by the Club's members, their families and guests either gratuitously or upon such terms as shall be agreed upon.
- (b) To encourage participation in motor boating and yachting and in connection therewith aquatic sports and proficiency in seamanship and navigation.
- (c) In furtherance of the objects of the company, to purchase, take on, lease or in exchange apply for, take up, hire or otherwise acquire property of any kind whether real or personal and any rights, easements or interests in, over or in respect of any such property.
- (d) To sell or otherwise dispose of, lease or hire, exchange, dedicate to public use, subdivide or otherwise deal with any lands, estates or interests in lands, rights, easements, concessions, roadways, buildings and other property real or personal of the Club.
- (e) To improve, manage and develop all or any property, real or personal belonging to the Club.
- (f) To promote and encourage members, their families and guests to participate in any of the activities promoted by the Club.
- (g) To construct, erect, maintain or alter any houses, wharfs, piers, jetties or any buildings, erections or improvements which may be necessary or convenient for any of the purposes of the Club.
- (h) To construct, maintain, improve, manage and carry on all works and conveniences which may seem directly or indirectly conducive to any of the objects of the Club and to contribute to subsidies or otherwise aid or take part in any such operations.
- (i) To invest and deal with the monies of the Club not immediately required in such manner as may from time to time be determined PROVIDED that any such monies shall be invested only in such forms of investment as are permitted by law for the investment of trust funds.
- (j) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferrable instruments.

- (k) To borrow, raise and secure the payment of money in such manner as the Club may think fit and in particular by mortgaging and charging all or any part of the real and personal property present or future of the Club or by the issue at par or at a premium or discount of debentures or debenture stock whether charged or not, upon such real and personal property or by bank overdraft, mortgage, bill of sale or otherwise and to purchase, redeem or pay off any such securities.
- (l) To promote facilities and subscribe to public works or undertakings offering facilities and advantages to the Club and to acquire and hold and to dispose of shares or other interests therein.
- (m) To purchase, supply, sell and deal in all kinds of goods, provisions, liquid refreshments or beverages, non-alcoholic or alcoholic (and in respect of the latter to apply for any licence, registration or permit required under the liquor or any other Act) required or used by members or other persons using the Club-house or other premises of the Club.
- (n) To promote and hold either alone or in co-operation with any other Club, association or persons any sailing or other races, regattas, sports tournaments, entertainments, meetings, competitions or matches and to offer, give or contribute towards prizes, medals and awards.
- (o) To promote, give or support dinners, balls, concerts or other entertainment.
- (p) To establish, print or produce literature or other literary work, charts or maps for information of the members.
- (q) To carry on the business of caterers for the purpose of supplying refreshments to persons using or to visitors to the Club-house and premises and in furtherance of the objects of the Club, to carry on the business of vendors of sports material and clothing of all kinds.
- (r) To amalgamate with any other Club or company having objects substantially similar to this Club, provided that the Club shall not amalgamate with any other Club or company unless such other Club or company prohibits the distribution of its income and property among its members.
- (s) To remunerate any person or company for services rendered or to be rendered to the Club and to pay for such services and for any rights, interests or property acquired by the Club, either wholly or partly in cash or in bonds, debentures or other securities or obligations of the Club or by any charge on or over the Club's property or any part thereof or by all or any of such means combined.
- (t) To establish, support and aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Club or the dependents or connections of such persons and to grant donations and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public purpose.

- (u) To pay all expenses for the placing, selling or otherwise disposing of any of the debentures or debenture stock or other securities or property of the Club.
- (v) To do all such acts, matters and things as the Club may think incidental or conducive to the attainment of the above objects or any of them including any act or function which is authorised or required to do so by any law.

### **APPLICATION OF INCOME**

- 2. The income and property of the Club from wherever derived must be applied solely towards promoting the objects of the Club as provided in these rules.
- 3. The Club must not distribute, pay or transfer to the members directly or indirectly by way of dividend, bonus or otherwise any of the property or income of the Club.
- 4. Nothing in Articles 2 or 3 shall prevent the payment in good faith to any officer or member of the Club of:
  - (a) remuneration or fees in return for any services actually rendered to the Club;
  - (b) out of pocket expenses where those expenses have been approved by the General Committee;
  - (c) interest on money borrowed at a rate not exceeding proper commercial rates for the time being charged on overdrawn accounts by banks in Sydney;
  - (d) reasonable and proper rent for premises leased by any member to the Club; and/or
  - (e) a prize, gift or award to any member who is a successful competitor or entrant in any competition held or promoted by the Club and where that prize, gift or award is made in accordance with the rules or conditions for that competition.

### **LIABILITY OF MEMBERS**

- 5. The liabilities of the members is limited.
- 6. 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 they are a member or within one (1) year afterwards for payment of the debts and liabilities of the Club contracted before the time at which they ceased to be a member and 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 twenty (20) dollars.

## WINDING UP

7. If upon the winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members.
8. Such institution or institutions shall be determined by the members of the Club at or before the time of dissolution.

## DEFINITIONS

9. **“Act”** shall mean the Corporations Act in force from time to time and any reference to a section of the Act or a section of the law shall mean a reference to the Corporations Act and the particular section of the Corporations Act.

**“Annual General Meeting”** shall mean the general meeting held each year as required by the Act and this constitution.

**“Associate Member”** means a person who is eligible to become an Associate Member..

**“By-Laws”** means the by-laws of the club for the time being in force.

**“Club”** means Kuring-Gai Motor Yacht Club, a company incorporated under the Corporations Act and limited by guarantee.

**“Crew Member”** means a person who is eligible to become a Crew Member of the Club and who has applied for and been accepted as a Crew Member by the Club.

**“Directors”** and **“Board”** shall mean all or any number of the directors for the time being of the Club acting in accordance with these rules.

**“Executive Officers”** means the Commodore, Vice Commodore, Rear Commodore, the immediate Past Commodore (for the period from the date he/she vacates the position of Commodore, until the commencement of the next Annual General Meeting) and the Treasurer for the time being in office.

**“Family Crew Member”** means a person who is eligible to become a Family Crew Member and who has applied for and been accepted as a Family Crew Member of the Club.

**“Flag Officers”** shall mean the Commodore, Vice Commodore and the Rear Commodore.

**“Full Member”** means a person who is eligible to become a Full Member and who has applied for and been accepted as a Full Member of the Club.

**“General Committee”** shall mean the members for the time being of the General Committee constituted in accordance with the provisions of this Constitution.

**“General Meeting”** shall mean a meeting of the members during the year, and may include the Annual General Meeting.

**“Home Waters”** means Cowan Waters, Pittwater, Brisbane Waters, Berowra Waters and Hawkesbury River.

**“Junior Member”** means a person who is eligible to become a Junior Member and who has applied for and been accepted as a Junior Member of the Club.

**“Marine Rescue Member”** means a person who is eligible to become a Marine Rescue Member and who has applied for and been accepted as a Marine Rescue Member of the Club.

**“Member”** shall mean any person for the time being registered as a member of the club.

**“Month”** means calendar month.

**“Non-executive Officers”** means the committee persons (who may include Past Commodores other than the immediate Past Commodore) that have been elected by the members at the Annual General Meeting.

**“Notice Board”** means the board or boards provided in a conspicuous place at the Club premises on which notices for the information of members are posted. This can also include the Club’s website or such notices can also be distributed via email or other electronic means.

**“Office”** shall mean the registered office for the time being of the Club.

**“Paid”** shall mean paid or credited as paid.

**“Past Boat Owner Member”** means a person who is eligible to become a Past Boat Owner Member and who has applied for and been accepted as a Past Boat Owner Member of the Club.

**“Patron”** means a person invited by the General Committee to hold an honorary position with the Club on terms as set out in that person’s letter of appointment.

**“Power Driven Boat”** means a boat driven primarily by a motor. For the purposes of this definition a Power Driven Boat must be of a minimum length of 5.5 metres, have overnight accommodation, cooking facilities and a head and be moored or stored at a waterfront location.

**“Register”** means the register of member’s charges and other information required by the Act.

**“Regulation”** or **“Rule”** means any advice direction or instruction not being a by-law, issued by the General Committee under the provisions of this Constitution or of the by-laws for the guidance of members and others.

**“Remote Member”** means a person who is eligible to become a Remote Member and who has applied for and been accepted as a Remote Member of the Club.

**“Sail Boat”** means a boat driven primarily by sail and which has an auxiliary motor power. For the purposes of this definition a Sail Boat must be of a minimum length of 5.5 metres, have overnight accommodation, cooking facilities and a head and be moored or stored at a waterfront location.

**“Secretary”** shall mean and include the Office Manager of the Club. The Secretary shall be appointed by the General Committee for such term, at such remuneration and upon such conditions as the General Committee think fit and any person so appointed may be removed by the General Committee. Nothing herein shall prevent the General Committee from appointing a member of the Club as Secretary provided that they shall not be entitled to vote at any committee meeting in the capacity as Secretary. The General Committee may also appoint an Assistant Secretary.

**“Signature”** shall mean the impression of a mark by hand, facsimile, mechanical, electronic or other means which is properly authorised by the person purported to have signed the document. Signed shall mean the result of a signature produced by any means defined above.

**“Social Member”** means a person who is eligible to become a Social Member of the Club and who has applied for and been accepted as a Social Member of the Club.

**“Special Resolution”** shall have the meaning assigned to that expression by the Corporations Act.

**“Temporary Member”** means a person who is eligible to become a Temporary Member and who has applied for and been accepted as a Temporary Member of the Club.

**“Treasurer”** shall mean and include “Honorary Treasurer”, Company Secretary and Public Officer.

**“Words”** or **“Expressions”** contained in these rules shall be interpreted in accordance with the provisions of the law as in force at the date of which such interpretation is required. Words purporting a singular number only shall include plural numbers and vice versa. Words purporting one gender only shall include the other gender and words purporting persons shall include companies and corporations.

**“Writing”** shall include printing and other modes of reproducing or representing words in a visible form and shall include electronic means provided the same can be recorded in permanent form.

## MEMBERSHIP

### CLASSES OF MEMBERSHIP

10. The classes of membership of the Club are Life Members, Full Members, Associate Members, Crew Members, Family Crew Members, Past Boat Owner Members, Remote Members, Marine Rescue Members, Social Members and Junior Members.
11. **Eligibility for admission as a Full Member** - a person will be eligible to apply for admission as a Full Member of the Club if:
  - (a) they own or part-own a Power Driven Boat or Sail Boat that is moored in the Home Waters;
  - (b) all co-owners of the same Power Driven Boat or Sail Boat apply for membership at the same time; and
  - (c) their membership application is proposed by a Full Member and seconded by a another Full Member in writing, both of whom must personally know the applicant well.
12. **Eligibility for admission as a Remote Member**- a person will be eligible to apply for admission as a Remote Member if:
  - (a) they own or part-own a Power Driven Boat or Sail Boat that is not moored in the Home Waters; and
  - (b) all co-owners of the same Power Driven Boat or Sail Boat apply for membership at the same time; and
  - (c) their membership application is proposed by a Full Member and seconded by another Full Member in writing, both of whom must personally know the applicant well.
13. **Eligibility for admission as an Associate Member** – a person will be eligible to apply for admission as an Associate Member of the Club if:
  - (a) they are the spouse or partner of any Member;
  - (b) they are not the owner or part owner of a Power Driven Boat or Sail Boat (other than a vessel belonging to a Member).
14. **Eligibility for admission as a Crew Member** - a person will be eligible to apply for admission as a Crew Member if:
  - (a) they are a crew member on a Power Driven Boat or Sail Boat owned or part-owned by a Full Member, Remote Member or Life Member;
  - (b) their membership application is supported by a written nomination by that Full Member, Remote Member or Life Member; and
  - (c) they do not own or part own a Power Driven Boat or Sail Boat.



15. **Eligibility for admission as a Family Crew Member or Junior Member** - a person will be eligible to apply for admission as a Family Crew Member or Junior Member if:
  - (a) they are the father or mother, son or daughter, son-in-law or daughter-in-law, father-in-law or mother-in-law, brother or sister or grandchild of a Full Member, Remote Member or Life Member or they are related to a Full Member, Remote Member or Life Member in any other way which is approved from time to time by the General Committee;
  - (b) their membership application is supported by a written nomination from that Full Member, Remote Member or Life Member;
  - (c) they do not own or part-own a Power Driven Boat or Sail Boat; and
  - (d) in the case of a Family Crew Member, they have attained the age of eighteen (18) years; or
  - (e) in the case of a Junior Member, they have not attained the age of eighteen (18) years.
16. **Eligibility for admission as a Past Boat Owner Member** -a person will be eligible to apply for admission as a Past Boat Owner Member if:
  - (a) they were a Full Member of the Club immediately prior to making their application to become a Past Boat Owner Member; and
  - (b) they have ceased to be the bona fide owner or part owner of a Power Driven Boat or a Sail Boat.
17. **Eligibility for admission as a Marine Rescue Member** – a person will be eligible to apply for admission as a Marine Rescue Member if they can establish to the Club that they are a current member of the Marine Rescue Cottage Point unit.
18. **Social Member** - Any person who is not eligible to apply for any other class of membership may apply for membership as a social member. Their membership application must be proposed by a Full Member and seconded by another Full Member in writing, both of whom must personally know the applicant well.
19. **General** – A person will only be eligible for membership of the Club if they are over the age of eighteen (18) years (except in the case of Junior Members).

#### **APPLICATION FOR MEMBERSHIP**

20. Any person who shall have made an application for any class of membership of the Club in the manner hereinafter prescribed and who shall have been duly admitted to membership shall upon payment to the Club of all necessary fees and subscriptions become and be a member of the Club.
21. Every application for membership must be made in writing and shall be in such form as the General Committee shall from time to time require and will include the requirement

that the applicant undertake to be bound by and observe the Constitution upon admission as a member. Nominations for all classes of membership must be lodged with the Secretary in writing on the prescribed form which must be signed by the proposer, seconder (where applicable) and the candidate.

22. The Secretary shall notify all members of the General Committee in writing of the names of all candidates for membership together with the names of the proposers and seconds.
23. The General Committee:
  - (a) must consider each membership application and any evidence as to the applicant's fitness for admission as a Member;
  - (b) may either admit the applicant as a Member or reject the application or suspend final determination for any period it thinks fit to allow for further evidence to be provided as to the applicant's eligibility or fitness to become a Member;
  - (c) may consider and determine an application at a meeting of the General Committee or by circular email to all members of the General Committee (with majority approval required in either case); and
  - (d) must notify the applicant of the General Committee's decision and, if their application is accepted, the applicant will, upon payment of any entrance, subscriptions or any other fees become a duly admitted Member of the appropriate class of membership.

#### **DEATH OF A MEMBER**

24. Upon the death of a Full Member or Life Member the boat and any ancillary property of the deceased may remain within the Club's premises, including moorings, with the same status that was held by the deceased prior to death until Probate or Letters of Administration have been granted or until ownership of the deceased's said property has been established to the satisfaction of the Club.
25. Where the deceased's spouse or next of kin inherits such property then the spouse/next of kin shall, subject to completion of an application to become a Full Member and approval of such membership by the General Committee, immediately assume the status of a Full Member in the deceased's stead and maintain the priority of the deceased member.
26. In the event of any other person acquiring the said property of the deceased member, an application for new membership must be made in accordance with this Constitution and any by-laws whereby status of the said property will revert to that of a new member. Access to an Executor or Administrator of the deceased's said property shall be subject to the discretion of the General Committee.

## **RESIGNATION AND TERMINATION OF MEMBERSHIP**

27. Any member wishing to resign from the Club shall give notice in writing to the Secretary to that effect and shall pay all arrears due to the date of the notice.
28. Any member wilfully infringing any of the rules or engaging in conduct which, in the opinion of the majority of the General Committee, is or is likely to be injurious to the character and interest of the Club, may have their membership terminated and/or temporarily suspended. Any decision to:
  - (a) temporarily suspend a membership under this Article 28 may be made by a majority resolution at a meeting of the General Committee; or
  - (b) terminate a person's membership under this Article 28 must be referred to a general meeting of Members and determined by a majority of two thirds of the Full Members and Life Members present at that meeting, with votes to be taken by ballot. Prior to a vote being conducted at the general meeting, the Member in question must first be given notice of what is alleged against them and be afforded the opportunity of appearing before the meeting and being heard in relation thereto.

## **RIGHTS OF MEMBERS**

29. All classes of Members, upon election, shall enjoy all the privileges of the Club except that:
  - (a) only Full Members and Life Members will be entitled to vote at general meetings;
  - (b) any Member who owns, acquires or otherwise obtains the use of a power or sail boat of a length less than 5.5 metres shall not have the usual waterfront or remote mooring rights enjoyed by Full Members, Remote Members and Life Members for that boat, but may refuel or take on water by arrangement with the Club's waterfront staff;
  - (c) any Member other than a Full Member, Remote Member or Life Member who obtains the use of a power or sail boat over 5.5 meters, that is not attached to their membership, shall not have the usual waterfront or remote mooring rights enjoyed by Full Members, Remote Members and Life Members for that boat, but may refuel or take on water by arrangement with the Club's waterfront staff.
30. If a Full Member ceases to meet the eligibility requirements for a Full Member (for example, if they have disposed of their Power Driven Boat or Sail Boat or now moor or berth their boat away from Home Waters) then they must promptly notify the Secretary in writing and they may apply to transfer their membership to become a Past Boat Owner or Remote Member as applicable. If their application to become a Past Boat Owner or Remote Member is accepted by the General Committee, then that Member shall enjoy all the privileges of the Club and be able to attend any General Meeting of the Club, but shall not be entitled to vote.

31. An Associate Member, who is the spouse or partner of a Full Member, Life Member or a Remote Member and who is the part owner in that member's registered vessel will not be required to pay membership fees unless so determined by the General Committee.
32. A former member wishing to renew their membership within 6 months of resignation may do so without payment of any entrance fees PROVIDED THAT their written nomination as prescribed is submitted to the Secretary and is approved by the General Committee.
33. Visitors to Sydney and candidates who have been duly nominated for membership may be admitted by the General Committee as Temporary Members for a period not exceeding 3 months during which period they shall have all the privileges of the Club except for attending or voting at any meetings, or holding any office of the Club.
34. The Club may from time to time by special resolution authorise changes to the membership classes or eligibility.
  - (a) The General Committee may from time to time establish a limit on any class of membership, other than Life Members, it deems necessary to preserve the amenities of the Club.
35. On election of a member, the Secretary shall notify the member of their election by post or electronic means and shall provide the member with a copy of the Club's Constitution and by-laws and an account for any fees or subscriptions payable by the member which shall specify the due date for payment.
36. Every person elected to membership and informed of the election, shall be deemed to agree to pay any entrance fee, subscription or any other fees and to be bound by the Constitution of the Club and by the by-laws from time to time and the payment of such fees shall be conclusive evidence of such agreement. Failure to make payment within in thirty (30) days of the due date may cause the election to be null and void.

## **LIFE MEMBERS**

37. (a) Any member or person considered by the General Committee as deserving of the distinction in consequence of especially valuable services rendered to the Club may on the recommendation of the General Committee be elected as a Life Member of the Club at a General Meeting called for that purpose. That person shall be deemed elected on the vote of the majority of the members present PROVIDED THAT a person not being a member shall not be elected to life membership without their consent.
- (b) A Life Member shall be entitled to all the privileges of membership for life without payment of entrance fees or subscriptions.

## **GENERAL COMMITTEE**

### **MEMBERS OF THE GENERAL COMMITTEE**

38. The governing body of the Club will be a Board (also known as the General Committee) consisting of the Directors of the Club.
39. The General Committee shall consist of:
  - (a) the Executive Officers; and
  - (b) Non-Executive Officers; and
  - (c) the immediate Past Commodore; and
  - (d) any temporary or substitute Director appointed by the General Committee in accordance with this Constitution.
40. The number of Non-Executive Officers shall, unless otherwise determined by the members in a general meeting, be not less than three (3) and not more than five (5).
  - (a) At any time not more than two (2) Full Members, each of whom is an owner or part-owner of a Sail Boat may be members of the General Committee, and not more than one (1) of those may be a Flag Officer.
  - (b) At any time not more than three (3) Full Members who are owners or part owners of a boat who do not moor or berth their boats on KMYC moorings/berths may be members of the General Committee and not more than one (1) of those may be a Flag Officer.

### **APPOINTMENT OF GENERAL COMMITTEE OFFICERS**

41. The Flag Officers, Treasurer and Non-Executive Officers will be the Directors of the Club and will be elected as follows:
  - (a) nominations for any position must be made in writing and must be in the hands of the Secretary at least twenty one (21) days before the Annual General Meeting;
  - (b) Each nomination must be signed by the nominator (who shall at the time be a Full Member or Life Member of the Club) and must also be signed by the nominee;
  - (c) Notice convening the Annual General Meeting shall be accompanied by a list of all nominations received;
  - (d) The election of each officer will then be conducted by way of an ordinary resolution at the Annual General Meeting;
  - (e) If no nomination is received for any office that office may be filled by the General Committee and any person appointed thereto shall hold office subject to the provisions of these Articles; and

- (f) any appointment of a General Committee officer will be subject to that person providing a written consent to act as a director of the Club to the Secretary.

#### **TERM OF OFFICE**

- 42. The term of office of the members of the General Committee shall be from the date of their election until the date of the next Annual General Meeting or until after their successors have been appointed. All retiring General Committee officers shall be eligible for re-election provided and subject to alteration by resolution by members in a general meeting.
- 43. Flag Officers of the Club shall not be eligible to be re-appointed to the same office for more than two consecutive terms.
- 44. If any member of the General Committee (including Flag Officers, past and present) are absent from three (3) consecutive General Committee meetings, the General Committee shall declare their office vacant unless leave of absence has been granted.
- 45. The members in a general meeting may by special resolution remove any member from the General Committee before the expiration of their period of office and may by ordinary resolution appoint another member in their stead. In the event of the members failing to appoint another member, such appointment may be made by the general committee in accordance with Article 46.
- 46. Subject to the provisions of Article 45, any vacancy occurring among the members of the General Committee may be filled by the General Committee and any member elected to fill such vacancy shall retain the office only for so long as the vacating member would have retained same if no vacancy had occurred but shall be eligible for re-election in accordance with this Constitution.

#### **FLAG OFFICERS**

- 47. The Flag Officers of the Club shall be elected annually by ballot at the Annual General Meeting. A member will only be eligible for election as a Flag Officer if they are a Full Member or Life Member of the Club and if they have been nominated as provided in Article 41.
- 48. If a Flag Officer disposes of their Power Driven Boat or Sail Boat at any time, then they will be given a period of three (3) months after the disposal date ("Grace Period") in which to acquire a new Power Driven Boat or Sail Boat and may remain a Flag Officer during the Grace Period. If the Flag Officer does not become the bona fide owner or part-owner of a Power Driven Boat or Sail Boat that is moored in the Home Waters before the end of the Grace Period, then the Flag Officer's office will automatically become vacant at the end of the Grace Period (unless the General Committee otherwise decides).

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

49. The business and general affairs of the Club shall be under the management of the General Committee which shall have full control of the property of the Club and absolute authority subject to the Constitution regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect to the Club, except in so far as is otherwise expressly provided by this Constitution. In particular but without derogating from the general powers hereinbefore conferred the General Committee shall have power from time to time:-
- (a) To form sub-committees and appoint members to those sub-committees. Sub-committees may be formed for any purpose determined by the General Committee and the General Committee may delegate to a sub-committee such powers as the General Committee thinks fit, change appointments to a sub-committee and revoke or alter a sub-committee at any time. Unless otherwise specified in the minutes of the General Committee appointing the sub-committee, the quorum of all sub-committees shall consist of a majority of the members of such sub-committee.
  - (b) To make such by-laws, rules or regulations not inconsistent with the Constitution of the Club as in the opinion of the General Committee are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of the Club and to amend or rescind from time to time any such by-law, rule or regulation.
  - (c) To enforce the observance of all by-laws, rules or regulations by suspension of any member of any class from enjoyment of club privileges or any of them or otherwise as the General Committee thinks fit.
  - (d) To appoint any delegate or delegates to represent the Club for any purpose with such power as may be thought fit.
  - (e) To engage, appoint, control, remove, discharge, suspend and dismiss such Managers, Secretaries, Officers, Solicitors, Accountants, Surveyors, Bankers, Clerks, Representatives, Agents and Servants or other employees in respect to permanent, temporary or special services 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 goods 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 thinks fit.
  - (g) To secure the fulfilments of any contracts or arrangements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.

- (h) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
  - (i) To determine who shall be entitled to sign or endorse on the Club's behalf, contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
  - (j) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the General Committee may think fit and from time to time to vary or realise such investments PROVIDED that any such moneys shall be invested only in such forms of investment as are permitted by law for the investment of trust funds.
  - (k) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purpose of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present or future. Any debentures or other securities may be issued with any specific rights and privileges which the General Committee may think proper to confer on the holders.
  - (l) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or any other goods or chattels belonging to the Club and to lease or license any property of the Club and with the approval of a general meeting of members of the Club to sell all or any of the land and buildings or other real property or rights to which the Club may be entitled from time to time PROVIDED THAT the General Committee shall not without the sanction of a general meeting of the Club lease any part of the Club's land and buildings for any period exceeding five (5) years.
  - (m) To impose any restrictions or limitations on the rights and privileges of members, patrons and visitors relating to the use by them of the Club premises and/or any amenity or facility therein contained or relating to their conduct, behaviour, clothing and dress whilst on the said premises.
  - (n) To reduce the annual subscription or other levy or charge payable by a member for compassionate, absentee or such other reason as may in the opinion of the General Committee justify such action for a period to be determined by the General Committee.
50. (a) Any by-law, rule or regulation made under this Constitution shall come into force and be fully operative upon the posting to the members in writing or any other



permitted electronic form of an appropriate notice containing such by-law, rule or regulation.

- (b) The Club in a general meeting may amend, revoke and disallow any such by-law, rule or regulation provided that the notice convening the meeting states that notice has been received as provided for in clause (c) of this Article and also specifies the by-law, rule or regulation objected to.
- (c) Without limiting the rights of members, any five (5) members entitled to attend and vote at any meeting of the Club may at any time give to the Secretary notice in writing signed by them that they object to one or more specified by-laws, rules or regulations and the Secretary shall then include a statement to that effect in the notice convening the next general meeting. In any event the Secretary must give notice of the general meeting within two (2) months from the date of receiving the notice from such members.
- (d) Neither the amendment, revocation or disallowance by the Club in general meeting of any by-law, rule or regulation, nor the knowledge that it might take place nor its amendment, revocation or disallowance by the General Committee shall invalidate any act by the General Committee or by an officer or servant of the Club prior to such amendment or rescission.

51. The office of a member of the General Committee shall be vacated if the member:-

- (a) profits under the Club); or
- (b) becomes bankrupt; or
- (c) is prohibited from being a director of a company by reason of any order made under the Corporations Act; or
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (e) resigns office by notice in writing to the Club; or
- (f) ceases to be a member of the Club; or
- (g) is directly or indirectly interested within the meaning of the Corporations Act in any contract with the Club or participates in the profits of any contract with the Club PROVIDED HOWEVER that a member shall not vacate their office by reason of them being a member of any corporation, society or association which has entered into contracts with or done any work for the Club if such corporation, society or association and if they shall have declared the nature of the interest in the manner required by the Corporations Act. A member of the General Committee shall not vote in respect of any contract in which they are interested or any matter arising thereout and if they do vote then that vote shall not be counted.

## MEETINGS OF MEMBERS

52. The Annual General Meeting of members shall be held within the months of May or June of each year at such time and place as may be determined by the General Committee.
53. Other General Meetings shall be held at a time and place as may be determined by the General Committee.
54. Participation at General Meetings:-
  - (a) All members are entitled to attend General Meetings of the Club however only Full Members and Life Members may participate in discussions, raise questions, and have the right to vote.
  - (b) 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 they have paid the entrance fee and annual subscription and all other moneys due to the club in respect of their membership there at the time of such meeting.
  - (c) Voting by proxy shall be allowed on such terms as may be prescribed by the by-laws of the General Committee from time to time.
55. Subject to any provisions of the Corporations Act at least twenty one (21) days' notice shall be given of all General Meetings of the Club and;
  - (a) Every notice convening a General Meeting shall specify the place, date and time of the meeting and such information concerning the business proposed to be transacted as is required by this Constitution or the Corporations Act.
  - (b) Every notice convening a General Meeting shall be given in the manner prescribed to those members who are entitled to attend and/or vote at General Meetings and a copy shall be posted on the Club notice board, Club website or any other electronic platform.
  - (c) Neither the accidental omission to give notice of a meeting to nor the non- receipt of a notice of a meeting by any member nor the omission to post a copy on the notice board, Club website or other electronic platform shall invalidate the proceedings at any meeting.
  - (d) Notices for the Annual General Meeting of the Club will attach the financial statements of the Club. It shall be deemed sufficient for the financial accounts together with any reports from the Board to be posted on the Club's website or other electronic platform. This is subject to the Corporations Act and to the proviso that any member may request a hard copy to be either posted or emailed to that member's address as recorded by the Secretary of the Club.
56. The General Committee may call a special meeting of the members whenever they think it necessary or advisable and the Secretary shall at any time call a special meeting upon a written requisition from the Commodore or five (5) of the members entitled to vote.

57. At all Annual and General Meetings, fifteen (15) members personally present shall form a quorum. If a quorum is not present within thirty (30) minutes after the time appointed for the meeting, then the meeting will be adjourned to the following week at the same time and place (or if this is not possible, then to a later time and/or nearby place determined by the most senior Flag Officer present) and notice of the adjourned general meeting must be given to all Members entitled to receive that notice within 48 hours of the meeting being adjourned. If at the adjourned meeting a quorum is not present within 15 minutes after the time appointed for the meeting, then members present will be a quorum.
58. At all General Meetings the chair shall be taken by the senior Flag Officer present and if no Flag Officer is present a chairperson shall be elected by a majority of members present.
59. At all General Meetings the members shall have the power to adjourn their proceedings from time to time for any period not exceeding thirty-one (31) days provided that only business before the meeting may be transacted at the adjourned meeting.
60. All resolutions passed at a General Meeting of the Club shall be binding on all members of the Club until such time as a resolution is rescinded pursuant to a notice of motion.

### **MEETINGS OF THE GENERAL COMMITTEE**

61. A meeting of the General Committee may be called at any time by the Secretary or by one of the Flag Officers, provided not less than seven (7) days' notice in writing is given of all such meetings (unless in the opinion of the Secretary jointly with any one of the Flag Officers the business to be conducted at any such meeting is of such a nature that less than seven (7) days' notice in writing is justified in which event as much notice as shall be practicable shall be given of such meeting).
62. A quorum at a General Committee Meeting will be five (5) members personally present. If a quorum is not present within thirty (30) minutes after the time appointed for the meeting then the meeting will be adjourned to the following week at the same time and place (or if this is not possible, then to a time and place determined by the most senior Flag Officer present) and notice of an adjourned general meeting must be given to all members of the General Committee. If at the adjourned meeting a quorum is not present within 15 minutes after the time appointed for the meeting, then the General Committee members present will be a quorum.
63. Resolutions put to the General Committee will be decided by a majority of votes and each Director will have one vote. In the case of an equality of votes, the Chairperson will have a second and casting vote.
64. The General Committee may pass a resolution without a meeting being held if at least 75% of the Directors sign a document containing a statement that they are in favour of the resolution set out in that document.

## PROCEEDINGS AT GENERAL MEETINGS

65. The business of an Annual General Meeting shall be to:-
- (a) Receive and consider the Report of the Commodore and the Directors, the income and expenditure account, the balance sheet and the report of the Auditors.
  - (b) Elect General Committee members.
  - (c) Transact any other business which under this Constitution is to be transacted at an Annual General Meeting.
  - (d) All other business transacted at the Annual General Meeting shall be deemed special.
66. The Commodore shall, if present, be entitled to preside at all General Meetings of the Club. Should he/she be absent, the same procedure for appointment of the chairperson shall be followed as is provided in Article 58 for the appointment of a chairperson.
67. Every question 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 an equality of votes the chairperson shall both on a show of hands and on a poll have a casting vote in addition to the vote to which they are entitled as a member. This is subject to any express provision in this Constitution requiring a vote to be by secret ballot.
68. At any General Meeting, unless a poll is demanded by the chairperson or by at least five (5) members present and entitled to vote at the meeting, a declaration by the chairperson 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 minutes 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.
69. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the chairperson 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 chairperson shall determine the same and such determination made in good faith shall be final and conclusive.
70. 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 chairperson of a meeting and a poll demanded on a question of adjournment shall be taken forthwith.
71. The chairperson 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.

72. Any General Meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given except where the meeting is adjourned for a month or more.

### **ADDRESS OF MEMBERS**

73. Every member shall on becoming a member furnish to the Secretary particulars of their address and email address) should those particulars have not already been stated on the nomination for membership form and shall notify the Secretary of any subsequent change of address. The address so given, including any email address shall be deemed to be the member's registered address for the purpose of the issue of notices.

### **REGISTER OF MEMBERS**

74. The Secretary shall keep at such address as may be authorised by the General Committee, a register of members setting forth the name in full and address including the email address of each member and specifying the class of member together with the date of the latest payment by each member of their subscription.

### **MINUTES**

75. The General Committee shall cause minutes to be kept by the Secretary of:-
- (a) all appointments of officers made by the club in General Meeting or by the General Committee.
  - (b) the names of members of the General Committee present at each meeting of the General Committee.
  - (c) the number of members present at General Meetings of the Club.
  - (d) all resolutions and proceedings at all meetings either of the Club or of the General Committee.

### **FINANCIAL YEAR - ENTRANCE FEES - ANNUAL SUBSCRIPTIONS**

76. The financial year of the Club shall commence on the first (1<sup>st</sup>) of April each year and the annual subscription shall be due and payable on that date.
77. There shall be due and payable by every member on acceptance an entrance fee (if applicable) in addition to an annual subscription.
78. (a) The entrance fee, annual subscription and any other fees payable by members, the amount thereof together with the time and manner of payment and all other matters pertaining thereto shall be as prescribed by the General Committee.

- (b) The General Committee may at any time or times suspend the payment of entrance fees either generally or in respect to individual cases and shall have discretionary power to fix and determine the entrance fee chargeable to any member under any special circumstances that may arise.
79. On a recommendation of the General Committee referred to in the notice convening a meeting, Annual General Meeting or any other General Meeting there may be a levy, a call or charge on members the amount of which shall be determined and approved by the meeting PROVIDED THAT the amount shall not exceed the amount of the members' annual subscription for the time being, for each class of membership, and that no such charge or levy can be made more than once in each financial year of the Club.
80. (a) If any fee, annual subscription or call or charge or any instalment thereof shall remain unpaid for a period of two (2) months after notification in writing to the member that such amount is due and payable, the member concerned shall be notified in writing by the Secretary of the default and if the sum due still remains unpaid for a further period of fourteen (14) days after the date of the default notice, the General Committee shall unless it considers that there is sufficient reason for the delay in payment by resolution bar such member from all privileges of membership and their name may at any time thereafter be removed by resolution of the General Committee from the register of members.
- (b) Any person whose name has been removed from the register of members under the provision of this Article may, if the General Committee thinks fit be restored to membership upon settlement by such persons of all debts due to the club.

## **ACCOUNTS AND AUDIT**

81. The General Committee shall cause proper 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 in particular:-
- (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 of the Club.
  - (c) the assets and liabilities of the Club.
82. The books of account shall be kept at the registered office of the Club or at such other place as the General Committee thinks fit and shall always be open to the inspection of the members of the General Committee and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being, shall be open to inspection by the members.
83. (a) The General Committee shall comply with the Club's reporting obligations under the Corporation Act and once in each year prepare a balance sheet as at the end of the Club's financial year and an income and expenditure account made up to the

end of the financial year, and they shall together with the reports of the Commodore and the Directors and the Auditors be laid before the Annual General Meeting of members as provided for in Article 55.

- (b) The financial accounts of the Club shall include all matters required by the Corporations Act and shall comply with all current Australian Accounting Standards and shall include details of any amount proposed to be transferred to or from a reserve fund and shall also include the number of each class of members as registered in the register of members at the date of the preparation of the report.
- (c) A copy of the audited financial accounts together with all reports attached thereto shall be posted or electronically sent as provided under the Corporations Act to every member and Life Member who elects to receive them at least fourteen (14) days before the date of the General Meeting at which the said accounts and reports are to be presented.
- (d) In lieu of the provisions of Article 83(c) above and subject to any requirements under the Corporations Act, it shall be deemed sufficient for the financial accounts together with all reports to be posted on the Club's website PROVIDED THAT any member may request a hard copy to be either posted or emailed to that member's address as recorded by the Secretary of the Club.

## **NOTICES**

- 84. A notice may be given by the Club to a member either personally, by post or email to the address in the register of members as kept by the Secretary or by any other electronic means authorised by the General Committee. Notice shall be deemed to have been effected in the case of posting at the time at which the notice would have been delivered in the ordinary course of the post.
- 85. Any notice or application that must be sent to the Secretary may be sent to any address for the Secretary (or their assistant) nominated by the Club on the Club's website.

## **INDEMNITY**

- 86. Every member of the General Committee or officer of the Club or any person employed by the Club shall be indemnified out of the funds of the Club against all liability incurred by them as an officer or Director or member in defending any proceedings whether civil or criminal in which judgment is given in their favour or in which they are acquitted of any offence or in which relief is granted to them by a Court or in which it appears to the Court before which the proceedings are taken that the officer, Director or member is or may be liable in respect of the negligence, default, breach of trust or breach of duty but where they have acted honestly and that, having regard to all the circumstances of the case, including those connected with their appointment or the request by the Club that they provide such services, they ought fairly to be excused for the negligence, default or breach either wholly or in part.