

Cruising Yacht Club of Australia

ACN 000 116 423

Memorandum and Articles of Association

and

By-Laws

(Revised - 13/08/1998)

Memorandum and Articles of Association

of

Cruising Yacht Club of Australia

ACN 000 116 423

(COAT)
(OF)
(ARMS)

NEW SOUTH WALES

No: 422227

CERTIFICATE OF INCORPORATION
OF COMPANY

The companies Act, 1936

(Section 28 and 34)

This is to certify -

- (1) that the Cruising Yacht Club of Australia is incorporated under the Companies Act, 1936.
- (2) that the date of Incorporation of the said Company is the First day of May One Thousand Nine Hundred and Fifty-Three.
- (3) that the said Company is limited by guarantee.

Given under my hand, at Sydney, this First Day of May One Thousand Nine Hundred and Fifty-Three.

P.W.Browne

Deputy Registrar-General

The Companies Act, 1936 & 1961
Company Limited by Guarantee
and not having a share capital
(registered pursuant to Section 34)

**Memorandum of Association
of
Cruising Yacht Club of Australia**

The name of the Club is "Cruising Yacht Club of Australia".

The objects for which the Club is established are:

- (a) To encourage and promote the sport of yachting and boating and cruising for pleasure and the building and sailing of yachts and boats.
- (b) To encourage and promote ocean yacht races and to promote regattas anywhere in the world.
- (c) To purchase take on lease or otherwise acquire land (subject to the provisions of Section 34 of the Companies Act 1936) for the furtherance of the fore-going objects and to provide on such land or elsewhere in a convenient situation a club house or club houses, boat houses, wharves, jetties, piers, boat slips and boat building and repairing sheds, dining and refreshment rooms, garages, libraries and generally all such other buildings and other facilities as may be required for the use and convenience of members of the Club and their friends.
- (d) In furtherance of the objects of the Club to purchase, take on lease, acquire or build and to sell lease or otherwise dispose of boats, yachts, punts and ships of all descriptions.
- (e) To provide for the members of the Club and their friends all of any of the benefits, privileges, advantages, conveniences and accommodation usually to be obtained at a Club of a similar nature including reading, smoking and writing rooms, library, residential accommodation and refreshment rooms and sports games and pastimes of all kinds whether indoor or outdoor.
- (f) To supply, buy, prepare, sell and deal in refreshments and provisions and all kinds of liquor (whether intoxication or not) tobacco, cigars, cigarettes, papers, magazines, books and publications, sport equipment, stationery and other articles and things likely to be required by members of the Club and their friends.

Provided that any profits gained from any such sales or dealings shall be used solely in furtherance of the objects of the Club.

- (g) To apply for obtain and hold any licence or licences necessary to be obtained and held for the purpose of effectuating all or any of the objects of the Club including a licence or licences for the sale and consumption of intoxicating liquors and the sale of tobacco, cigars, cigarettes and other commodities and to procure any person or persons to act as licensee or licensees and to hold any such licence or licences on behalf of the Club.
- (h) In furtherance of the objects of the Club to promote either alone or jointly with any other Club association or persons yacht races and boat races and matches, competitions and exhibitions in relation to yachting and boating and yachts and boats in relation to any other sports or pastimes and to offer, give or contribute to prizes, trophies and awards and to guarantee prize money and expenses in connection with any such races, matches,

competitions and exhibitions and generally to foster, promote, encourage and support the sports, yachting and boating and yacht racing and boat racing.

- (i) To promote and foster social intercourse amongst the members of the Club and for such purpose to promote, give and provide concerts, entertainments and amusements, banquets and dinners, balls and dances.
- (j) To provide the members with information and assistance for the arrangements and carrying out of cruises by means of charts, sailing regulations, books relating to cruising and such other means as may from time to time be determined by the Club or the Board of Directors.
- (k) To publish privately for the use of members a journal containing records of yacht races and accounts of cruises and articles and information relating to yachts racing and yachting generally.
- (l) To hire and employ all classes of persons considered necessary for the purpose of the Club and subject to Clause 3 to pay them and to other persons in return for services rendered to the Club salaries, wages, gratuities and pensions.
- (m) Subject to Section 34 of the said Act to invest any moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may from time to time be determined and from time to time to vary such investments and dispose of all or any part thereof for the benefit of the Club.
- (n) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights to the Club, PROVIDED ALWAYS that no portion of the Club's premises which is covered by the Certificate of Registration shall be leased.
- (o) In furtherance of the objects of the Club to establish or promote or assist in the establishing or promoting and to subscribe to or become a member of any other Club or association whose objects are similar or in part similar to the objects of the Club or the establishment of promotion of which may be beneficial to the Club and whose constitution shall prohibit the distribution of its income and property among its members to an extent not less than is provided by Clause 3 of this Memorandum.
- (p) To support and subscribe to any charitable or public body or to any institution or society or Club which may be for the benefit of the Club or its employees or may be connected with the sport of yachting or boating; to give pensions, gratuities or charitable and to any persons who may have served the Club or to the wife, widow, children or other relatives of such persons, to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Club.
- (q) To borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the property of the Club.
- (r) To draw, accept, endorse, discount, execute and issue cheques, drafts, orders, promissory notes, bills of exchange, bills of lading warrants, bonds, coupons, debentures and other negotiable or transferable instruments.
- (s) To pay all costs, charges and expenses of and incidental to or in connection with the incorporation of the Club.
- (t) To do all such other lawful things as in the opinion of the Club are incidental or conducive to the attainment of the above objects or any of them.

The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of divided bonus or otherwise howsoever by way of profit to the members of the Club or to any of them provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Club or to any member of the Club or other persons in return for services actually rendered to the Club, nor prevent the payment of interest, at a rate not exceeding the rate for the time being charged by bankers in Sydney for overdrawn accounts on money borrowed by the Club or reasonable and proper rent for premises demised or let by any member to the Club but so that no member of the Board of Directors or other governing body of the Club shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Club to any member of such Board or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club.

Provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric, light, water, cable or telephone company of which a member of the Board or governing body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment. Nor shall the preceding provisions of this Clause apply to prevent the gratuitous distribution among or sale at a discount to members of the Club of any books or other publications whether published by the Club or otherwise relating to all or any of its objects as above set forth nor to prevent any member who may be a successful competitor or exhibitor in or any race competitions, exhibition or show held or promoted by the Club under the said objects or to the cost of establishing or holding of which the Club may have subscribed out of its income or property from receiving as such competitor or exhibitor any prize, medal or other recognition which may under the regulations effecting the said race competition, exhibition or show be awarded to him.

The liability of the members is limited.

Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding two dollars.

True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that they may be imposed in accordance with the regulations of the Club for the time being such accounts shall be open to the inspection of the members.

Once at least every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

No addition, alteration, or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Governor with the advice of the Executive Council.

The third and seventh clauses of this Memorandum contain conditions on which a licence is granted by his Excellency the Governor with the advice of the Executive Council of the State of New South Wales under the Corporations Law 1989.

If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other institution or institutions having objects altogether or in part similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 9 of this Memorandum of Association such institution or institutions to be determined by the members of the Club at or before the time of dissolution and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if so far as effect cannot be given to the aforesaid provision then to some charitable object.

The place in New South Wales in which the registered office of the Club is proposed to be situated is Sydney.

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

<u>Name, Addresses and Description</u>	<u>Witness to Signature</u>
SVERRE BERG Palm Beach NSW Retired	DAVID A.ALLWORTH Club Secretary Beach Rd, Edgecliff
JOHN HALLIDAY 10 Redgun Ave Killara Merchant	DAVID A.ALLWORTH
HAROLD SEYMOUR EVANS 10/87 Ocean Street Woollahra Manufacturer	DAVID A.ALLWORTH
MERVYN EDWIN DAVEY 37 Marlborough Street Drummoyne Engineer	DAVID A.ALLWORTH
VICTOR MEYER 26 Bay View Avenue Undercliffe Iron Founder	DAVID A.ALLWORTH
ALBERT BOWMAN WILSON 59 Noonbinna Crescent Northbridge Engineer	DAVID A.ALLWORTH
JOHN MILLER BLUNT 490 Pittwater Road Narrabeen Public Servant	DAVID A.ALLWORTH
ERLING GREVE LE BRUN 10 Martin Place Sydney Public Accountant	DAVID A.ALLWORTH

ALBERT EDWARD SAALFIED
7 Curraghbeena Road
Mosman
Army Officer Retired

DAVID A.ALLWORTH

GEORGE BARTON
Kirribilli Hotel
Milsons Point
Solicitor

DAVID A.ALLWORTH

Dated the 23rd day of February, 1953.

The Companies Act, 1961
Company Limited by Guarantee
and not having a share capital

Articles of Association
of
Cruising Yacht Club of Australia

Interpretation

1. In these Articles unless there be something in the subject or context inconsistent therewith the following words and expressions shall have the several meanings hereby assigned to them that is to say:
 - "The Club" means the above named Company.
 - "Special Resolution" shall have the meaning assigned thereto by the Act.
 - Words importing the singular number only shall include the plural number and words importing the plural number only shall include the singular number.
 - Words importing the masculine gender only shall include the feminine gender.
 - Words importing persons shall include companies, corporations and public bodies.
 - "The Articles" shall mean these Articles of Association.
 - "The Register" shall mean the Register of Members to be kept pursuant to the Companies Act and the Liquor Act 1912 (as amended).
 - "Office" shall mean the registered office for the time being of the Club.
 - "Month" shall mean calendar month.
 - The expression "Ordinary Members" whenever used in these Articles means and includes members other than those included in any of the classes (b), (c), (d), (e), (f), (g), (h), (l) and (j) as defined in Article 4.
 - "The Board" shall mean the Board of Directors for the time being of the Club.
 - "Director" includes any person occupying the position of Director by whatever name called.
 - "Seal" shall mean the Common Seal of the Club.
 - "The Act" means the Corporations Law 1989.
 - "Secretary" includes the assistant or acting Secretary or honorary Secretary or any substitute for the time being for the Secretary.

“State” means the State of New South Wales; expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form; words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Interpretations Act of 1981 and of the Act as in force at the date at which these regulations become binding on the company.

Membership

2. The number of members with which the Club proposes to be registered is 2500 but the Board may from time to time register an increase of members.
3. The first members of the Club shall be:
 - (a) The signatories to the Memorandum of Association and these Articles and
 - (b) Every person who at the incorporation of the Club was a member of the unincorporated Club known as “Cruising Yacht Club of Australia” and who shall, within one month after notice shall have been served on him by the Secretary of the incorporation of the Club, agree in writing to become a member of the Club and shall have paid all subscriptions and other moneys payable by him as a member of the said unincorporated Club at the date of his agreeing to become a member of the Club. A member of the Club who previously to his agreeing to become a member shall have paid his subscription due on the first day of July, 1952 as a member of the said unincorporated Club shall not be liable to pay any further sum by way of annual subscription to the Club for the period prior to the date up to which such subscription shall have been paid.

Subject as foresaid the members of the Club shall be such persons as shall be elected in accordance with the provisions of these Articles.

4. The Club shall consist of members divided into the following classes:
 - (a) Ordinary members who shall be entitled (subject to the provisions of these Articles and By-Laws made thereunder for the time being in force) to exercise and enjoy all rights and privileges provided for members by the Club.
 - (b) Life members as hereinafter defined.
 - (c) Country members as hereinafter defined.
 - (d) Honorary members as hereinafter defined.
 - (e) Provisional members as hereinafter defined.
 - (f) Associate members as hereinafter defined.
 - (g) Junior members as hereinafter defined.
 - (h) Crew members as hereinafter defined.
 - (i) Overseas members as hereinafter defined.
 - (j) Sailing Associate members as hereinafter defined.
5. Every candidate for membership except in the case of a junior member must be over the age of eighteen years.

Life Members

6. Any person who has in the opinion of the Board rendered valuable service to the Club may on the recommendation of the Board be elected as a Life member by resolution of a General Meeting. Subject to the provisions of these Articles a Life member shall be entitled to exercise and enjoy all rights and privileges of an Ordinary member.

Country Members

7. Any person who resides in Australia but outside the radius of 300 kilometres from Sydney and is not engaged professionally or in business in Sydney may apply for membership as an Country member. Any Country member who subsequent to his election becomes resident within the said radius or becomes engaged professionally or in business in Sydney shall within thirty days thereafter or within such extended time as the Board may allow be entitled to become an Ordinary member on giving to the Board notice in writing of his desire to do so and on payment of the subscription payable by an Ordinary member for the then current year less the subscription paid by him in respect of that year as an Country member and any Ordinary member who subsequent to his election as such becomes resident outside the said radius and who is not engaged professionally or in business in Sydney shall be entitled to become an Country member on giving to the Board notice in writing of his desire to do so provided that he shall have paid all subscriptions and other moneys then due and owing by him to the Club and that an Ordinary member so becoming an Country member shall be entitled to any rebate or allowance in respect of the annual subscription paid or payable by him for the then current year. For the purposes of this Article the ruling of the Board shall be conclusive as to whether an Country member or an applicant for membership as an Country member is resident within Australia but outside a radius of 300 kilometres from Sydney or is engaged professionally or in business in Sydney.

Subject to the provisions of these Articles an Country member shall be entitled to exercise and enjoy all the rights and privileges of an Ordinary member.

Honorary Members

8. The Board may from time to time if they think fit elect a patron or patrons of the Club who shall be ex officio Honorary member or Honorary members.
- (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Committee from time to time:
- i. The Patron or Patrons from the time being of the Club.
 - ii. Any prominent citizen of local dignitary visiting the Club.
 - iii. The following shall be ex officio Honorary members.
 - His Excellency the Governor General of the Commonwealth of Australia and his suite.
 - His Excellency the Governor of New South Wales and his suite.
- (b) Honorary members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Committee or any Office in the Club or participate in the management, business and affairs of the Club in any way. Any Honorary

membership may be terminated by the Board without the necessity of assigning any reason thereof.

- (c) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary members:
- i. The name in full of the Honorary member.
 - ii. The residential address of the Honorary member.
 - iii. The date on which Honorary membership is conferred.
 - iv. The date on which Honorary membership is to cease.

Guests

9. (a) All members other than Temporary members shall have the privilege of introducing guests to the Club and on each day a member first brings a guest into the Club he shall enter in the Register of Guests the name and address of the guest and shall countersign that entry.
- (b) No member shall introduce guests more frequently or in greater numbers than may for the time being be provided for in the By-Laws nor shall he introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of subscription or fees who has been suspended by the Committee of the Club.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) The Committee shall have the power to make the By-Laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of an in the company of a member.
- (f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (g) A guest shall not remain on the premises of the club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.

Temporary Members

10. (a) The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- i. Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres from the Club.
 - ii. Full members (as defined in the Registered Clubs Act) of other Clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club.
 - iii. A person who, at the invitation of the Committee of the club or a full member of the Club attends on any day at the premises of the Club for the

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

- iv. Any interstate or overseas visitor.
- (b) Temporary members shall not be required to pay an entrance fee or annual subscription;
- i. Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Committee or any Office in the Club or participate in the management, business or affairs of the Club in any way.
 - ii. Temporary members shall not be permitted to introduce guests into the Club.
 - iii. A Director or Secretary of the Club may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefor.
 - iv. No person under the age of 18 years may be admitted as a Temporary member of the Club.
11. When a Temporary member (other than a Temporary member admitted pursuant to Article 10(a)iii.) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary members:
- (a) The name in full of the Temporary member.
 - (b) The residential address of the Temporary member.
 - (c) The date on which Temporary membership is granted.
 - (d) The signature of the Temporary member.

Provisional Members

12. (a) A person who desires to be elected as an Ordinary or Country member may be admitted as a Provisional member if proposed and seconded by a Director. A Provisional member shall be admitted for periods of six months at a time PROVIDED THAT no person shall remain a Provisional member for a period in excess of fifteen consecutive months, or such other period as the Board may from time to time determine.
- (b) The Board may terminate the membership of any Provisional member without assigning any reason therefor and the provisions of Article 33 shall not apply to any such termination.
- (c) A Provisional member shall not be entitled to attend or vote at meetings of the Club or to hold any office in the Club but shall otherwise be entitled to exercise and enjoy all the rights and privileges of Ordinary members.
- (d) A record shall be kept of the names and addresses of all Provisional members and of their qualifications for Provisional membership and the Secretary shall report to the Board on the state of the Provisional membership list for the time being each month.

Associate Members

13. The Board may admit to membership as an Associate member any female person over the age of twenty-one years being the wife or daughter, at the time of nomination, of an Ordinary member, Life member, Country member, Overseas member.

Associate members shall not be entitled to attend or vote at any meetings of the Club or be eligible for appointment to the office of Director or any other office in the Club but otherwise shall be entitled to exercise and enjoy all the rights and privileges of Ordinary members. The spouse of an Ordinary member or Life member of the Club shall be entitled to Associate membership without the payment of an entrance fee otherwise prescribed to be paid.

14. The Board may before admitting any person to membership as an Associate or Sailing Associate member require such evidence as it shall think necessary as to age and character and otherwise as to suitability of such person for membership and the decision of the Board as to whether any person shall or shall not be admitted as an Associate member or a Sailing Associate member shall be conclusive.

15. (a) The Associate members and Sailing Associate members shall annually within one calendar month after the Annual General Meeting of the Club hold an annual meeting of Associate members and Sailing Associate members and shall elect thereat an Associate Members Committee from amongst their own members not exceeding fifteen (half the Committee to form a quorum) for the purpose, subject to the Articles of Association, of dealing with any matters relating exclusively to Associate members and Sailing Associate members.

- (b) Nominations of candidates for the Associate Members Committee shall be made in writing to the Secretary at least fourteen days before the Annual Meeting of Associate members and Sailing Associate members. The nomination paper shall be signed by the nominator and the nominee and the Secretary shall seven days before the Annual Meeting of Associate members and Sailing Associate members notify all Associate members and Sailing Associate members of the names of the candidates. In the event of there being only sufficient nominations or not sufficient nominations the candidates nominated shall be declared at such Annual Meeting of Associate members and Sailing Associate members to be duly elected and in the event of there being no nominations or not sufficient nominations the vacancies shall be filled by such Annual Meeting. Immediately thereafter the Associate Members Committee shall elect one of their number to be President and another of their number to be Vice President until the next Annual Meeting. Casual vacancies may be filled by the Associate Members Committee.

Junior Members

16. The Board may on the application of any Ordinary member or Life member or Country member admit any person under the age of eighteen years to membership as a Junior member but shall not be entitled to attend or vote at any meetings of the Club or to hold any office in the Club and shall be entitled to exercise and enjoy only such rights and privileges of members as the Board may from time to time determine. Before admitting any person as a Junior member the Board may require the applicant to furnish such evidence as it may think necessary as to the age and character and otherwise as the suitability of such person for admission.

The Board may admit to Junior membership the sons and daughters of an Ordinary member of at least five years standing without the payment of an entrance fee otherwise prescribed to be paid.

Overseas

17. (a) The Board may elect to Overseas membership any person who permanently resides outside Australia.
- (b) The Board may at the request of any Ordinary or Country member who intends to be absent from Australia for a continuous period of not less than twelve months transfer such member to Overseas membership.
- (c) The Board may transfer any Overseas member who takes up or resumes residence in New South Wales to Ordinary membership or (if qualified therefor) to Country membership.
- (d) The Board may in its discretion make an appropriate adjustment in the subscription payable by a member who is transferred to Overseas membership and an Overseas member who is transferred to Ordinary or Country membership shall be liable for the full subscription applicable to the category of membership to which he is so transferred.
- (e) Overseas members shall not be entitled to attend or vote at any meeting of the Club or hold any office in the Club.

Crew Membership

18. (a) The Board may before admitting any person to membership as a Crew member require such evidence as it shall think necessary as to age and character and otherwise as to suitability of such person for membership and the decision of the Board as to whether any person shall or shall not be admitted as a Crew member shall be conclusive.
- (b) A Crew member shall be a minimum of eighteen years of age and shall be nominated by an Ordinary member.
- (c) A Crew member shall not be entitled to attend or vote at meetings of the Club nor hold any office in the Club nor be eligible to marina occupancy nor access to the Club parking facilities nor have access to Club credit facilities nor have reciprocal right arrangements with affiliated Clubs.
- (d) A crew member may sign only one guest into the Club facilities on each occasion.

Sailing Associate Members

19. The Board may admit to membership as a Sailing Associate member any female person over the age of twenty-one years. Sailing Associate members shall be entitled to exercise and enjoy the same rights and privileges as Associate members.

Fees

20. (a) Entrance fees shall be determined from time to time by the Board of Directors who shall also determine in what manner the same shall be paid".
- (b) The annual subscription for each category of membership shall be such sums being not less than two dollars (\$2.00) determined by the Board of Directors in each financial year, provided that any increase in subscription is not in excess of an amount equivalent to fifteen percent (15%) of the current subscription level, in the

event of which a greater increase must be approved by the Members by ordinary resolution at a General Meeting.

- (c) There shall be a Development Fund to which the members or any class or classes of members shall each contribute such sums as the members of the Club in General Meeting shall from time to time determine by ordinary resolution. The moneys from time to time standing to the credit of the Development Fund may with the sanction of a resolution of the members in General Meeting be applied in capital expenditure for the expenditure for the benefit of the Club or the repayment of capital loans and interest thereon but may not be applied in the general running expenses of the Club.
 - (d) Calls may from time to time be imposed on members or any class or classes of members provided however that notice of the resolution to impose such call must be given and the resolution carried by the General Meeting as if it were a Special Resolution as defined by the Corporations Law 1989.
 - (e) A member of any class may by notice in writing to the Secretary elect to pay his annual subscription and/or development fund contribution and/or call in two equal instalments half-yearly in advance.
21. (a) Any member having not less than thirty (30) years continuous membership may if he so desires be exempted from contributions to the Development Fund and calls and retain his full membership on payment of one-quarter of the normal subscription provided that in no case shall the subscription be less than two dollars (\$2.00) per annum. For the purposes of this Article shall be deemed to have been a member of the Club during the period of his membership of the said unincorporated Club.
22. Annual subscriptions shall be due and payable on the first day of April in each year in advance.

Election of Members

23. New Ordinary members and Country members shall be elected by the Board.
24. Save as hereinbefore provided every candidate for admission as an Ordinary member or an Country member shall be proposed by one Ordinary member, Country member or Life member and seconded by another such member both of whom shall certify that they have personally known the candidate for a period of not less than twelve months or such less period as the Board may in any particular case agree upon. The proposer and seconder of a candidate shall be members of not less than twelve months standing unless the Board shall in any particular case otherwise determine. Every such proposal shall be forwarded to the Secretary and shall be in the form prescribed by the Board from time to time and shall include the full name, address and occupation of the candidate and such other information as the prescribed form may require.
25. Each candidate brought forward for election shall be formally considered at a Board meeting and if approved his name together with his address and the names of his proposers and seconders shall be displayed in a conspicuous place in the Club's premises for not less than twenty-one days after which he shall again come before a Board meeting for final election.
26. At both meetings referred to in above voting shall be by ballot unless otherwise unanimously decided.
27. In a ballot for the approval or election of a new member each member of the Board desirous of voting shall remove from the voting paper supplied to him at the election either the word

“for” or the word “against” and shall place in the ballot box the remaining portion of such paper and if two ballot papers are against the candidate he shall be rejected.

28. The names and addresses of all candidates for election to membership who are approved and elected together with the proposers and seconders shall be entered in a book to be kept for that purpose by the Secretary.
29. When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance, a request for payment of his entrance fee and first annual subscription or the first half instalments thereof, and a copy of the Memorandum and Articles of Association of the Club and the By-Laws (if any) for the first time being in force. Upon payment of his entrance fee and first annual subscription or the first instalments thereof the applicant shall become a member of the Club, provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the applicant for membership of the Club.

Termination of Membership

30. In the event that any member shall be in arrears of his subscription or any other moneys for a period of two (2) months after becoming due, the Secretary shall write to such member requiring payment or to show cause why the Club should not exclude them as a member within thirty (30) days or such further period as the Board may allow PROVIDED THAT if such moneys are not paid within such period the member shall be debarred from all privileges of membership and his name removed from the register of members of the Club.
31. Notwithstanding anything elsewhere provided by these Articles where a person has ceased to be a member by reason only of non-payment of subscription and has thereafter paid the same in full the Secretary on request by such person shall arrange that he be proposed in writing by some member of the Board and shall cause such proposal setting forth such person's name and address to be conspicuously displayed on the Club's premises for at least seven days after which the Board may at any meeting thereof held not earlier than 14 days after the date of such proposal forthwith elect such person as a member without liability for any entrance fee. The Board may prescribe for the purpose of this Article a suitable form of proposal on which shall be endorsed the terms of this Article and short explanation of the effect of the relevant provisions of the Liquor Act 1982.
32. A member may at any time by notice in writing to the Board resign his membership of the Club but shall remain liable for all subscriptions and other moneys due and owing by him to the Club at the date of his resignation.
33. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Club or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interest of the Club the Board shall have power by resolution to censure, fine, suspend or expel the member from the Club and in the latter case to erase his name from the Register of Members provided that at least one week before the meeting of the Board at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such member may be notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Club in General Meeting and in that event an Extraordinary General Meeting of the Club shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a

resolution for his expulsion the member shall be expelled and his name removed from the register of members and provided further that no member shall be fined an amount exceeding one half of the annual subscription of an Ordinary member of the Club.

General Meetings

34. An Annual General Meeting of the Club shall be held in accordance with the provisions of the Corporations Law 1989.
35. All General Meetings, other than the Annual General Meeting, shall be called Extraordinary Meetings.
36. Any member of the Board may whenever he thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Corporations Law 1989.
37. Subject to the provisions Corporations Law 1989, relating to Special Resolutions and agreements for shorter notice, fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day of which notice is given) specifying the place, the day, and the hour of meeting and case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Club.
38. All business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Board and Auditors, the election of Officers and other members of the Board in the place, of those retiring, and the appointment and fixing of the remuneration of the Auditors.

Proceedings at General Meeting

39. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, twenty (20) members entitled to attend and vote present in person shall be a quorum.
40. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any case it 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 Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
41. The senior Flag Officer present shall be entitled to take the chair at every General Meeting. If no Flag Officer shall be present within fifteen minutes after the time appointed for holding such meeting or if none of such officers present shall be willing to act, the Directors present shall choose one of the Directors to be Chairman and if no Director present is willing to take the chair the members shall choose one of their number to be Chairman.
42. The Chairman may, with the consent, of any meeting at which a quorum is present (and shall be so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or the business to be transacted at an adjourned meeting.

43. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) By the Chairman, or
- (b) By at least three members present in person or by proxy.

Unless a poll is demanded a declaration by the Chairman that a resolution has a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

44. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
45. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
46. A member entitled to vote may vote subject to the provisions of the Registered Club's Act or any other relevant Act.
47. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by his trustee or by such other person as properly as the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.
48. No member shall be entitled to vote at any General Meeting if his annual subscription shall be more than one month in arrears at the date of the meeting.

The Board (Including Office-Bearers)

49. The office-bearers of the Club shall consist of a Commodore, a Vice-Commodore two Rear Commodores and a Treasurer. The Commodore, Vice-Commodore and at least one of the Rear-Commodores shall each be at the time of his respective election and throughout the period of their term of office the owner of a sailing yacht on the Club's yacht register except for exceptional circumstance if the yacht is either sold or otherwise disposed of the office bearer shall have a period of 90 days to register a replacement vessel. For the purposes of this Article and Article 51 a commissioned single-hulled sailing vessel having a waterline length of not less than 18 feet which is eligible under the rules for the time being governing ocean racing conducted by the Club to be accepted as an entry for ocean races shall be deemed to be a sailing yacht. The Board may at their discretion appoint an Admiral who if he is not a member shall be ex-officio an Honorary member of the Club. The Admiral, the Commodore, the Vice Commodore and the two Rear Commodores shall be the Flag Officers of the Club.

For the purposes of this Article and Article 51 a member shall be deemed not to be the owner of a sailing yacht unless he is the sole owner thereof or is one of two co-owners thereof and has an undivided interest therein of not less than one half and only one member who is the co-owner of a sailing yacht shall be deemed to be the owner thereof at any time.

Directors

50. The management and control of the business and affairs of the Club and the custody and control of its funds and property shall subject to the Memorandum of Association and these Articles be vested in a Board of Directors consisting of eleven (11) members and to be constituted as hereinafter provided.
51. The Directors shall be the office-bearers of the Club and six other Ordinary members each of at least three of whom shall be at the time of his respective election the owner of a sailing yacht on the Club's Yacht Register. No member shall be eligible for election as a Director whether as an office-bearer or otherwise unless he shall have been an Ordinary member for a period of at least twelve months prior to the date of his proposed election to such office. For the purpose of this Article the words "sailing yacht" shall be interpreted in the manner as defined in Article 49.
52. The first Directors shall be Sverr Berg, Commodore; John Halliday, Vice Commodore; Earl de Brun, Honorary Treasurer; and the following Ordinary members; Francis John Barlow; George Barton, John Miller Blunt; Mervyn Edwin Davey; Victor Meyer; Lieutenant Colonel Albert Edward Saaffield, OBE and Albert Bowman Wilson. The first Directors shall hold office until the conclusion of the Annual General Meeting to be held in accordance with these Articles.
53. No Director or office-bearer shall receive any remuneration for his services other than as allowed by Clause 3 of the Memorandum.

Minutes of Meetings

55. The Board shall cause minutes to be duly entered in books provided for the purposes:
 - (a) Of all appointments of officers.
 - (b) Of the names of the Directors present at each meeting of the Directors and of Committees of Directors and of the Election Committee.
 - (c) Of all orders made by the Directors and Committees of Directors.
 - (d) Of all resolutions and proceedings of General Meetings and of meetings of the Directors and Committees.

And any such minutes if purporting to be signed by the Chairman of the meeting to which they relate or by the Chairman of the next succeeding meeting shall be received as conclusive evidence of the facts therein stated.

Rotation of Directors

56. At every Annual General Meeting all the office-bearers and Directors shall retire from office and shall be eligible for re-election provided that no Flag Officer shall be eligible to hold the same office for more than two consecutive years. This Article shall not apply to the Admiral.
57. At every Annual General Meeting of the Club the office-bearers and other Directors shall be elected and shall hold until the end of the next Annual General Meeting.

58. The election of office-bearers and other Directors shall take place in the following manner;
- (a) At least twenty-one days before the Annual General Meeting to be held in each year notice shall be served on the members inviting them to nominate candidates to serve as office-bearers and Directors for the ensuing year.
 - (b) Any two members entitled to vote may nominate any other member having the necessary qualification under these Articles to serve as an office-bearer or other Director as the case may be.
 - (c) The nomination, which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place. Notice of each nomination shall be served on the members at least seven days prior to the meeting at which the election is to take place.
 - (d) Ballot papers shall be prepared (if necessary) containing only the names of the candidates in alphabetical order and each member shall be entitled to vote provided that each member casting a vote for such number of candidates as there are vacancies otherwise his vote shall be treated as informal.
 - (e) If there shall not be sufficient number of candidates nominated, the Directors shall fill up the remaining vacancy or vacancies.
 - (f) If two or more candidates obtain an equal number of votes another ballot shall if necessary be taken in respect of such candidates.
59. The office of a member of the Board shall become vacant if the member;
- (a) ceases to be a member of the Board by virtue of the Corporations Law 1989;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) becomes prohibited from being a Director of a company by reason of any order made under the Corporations Law 1989;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns his office by notice in writing to the Club;
 - (f) for more than six months is absent without permission of the Board from meetings of the Board held during that period;
 - (g) holds any office of profit under the Club;
 - (h) ceases to be a member of the Club, or
 - (i) is directly or indirectly interested in any contract or proposed contract with the Club provided, however, that a member shall not vacate his office by reason of his being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Club if such corporation, society or association is among the class of companies referred to in the proviso to Clause 3 of the Memorandum of Association of the Club and if he shall have declared the nature of his interest in manner required by the Corporations Law 1989. Provided always that nothing in this Article shall affect the operation of Clause 3 of the Memorandum of Association of the Club.

60. The Club may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of office-bearers or other members of the Board.
61. The Club may by Ordinary Resolution remove any office-bearer or other member of the Board before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following Annual General Meeting.

Proceedings of the Board

62. (a) The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided however, that the Board shall meet at least once in every month. A member of the Board may at any time and the Secretary shall on the requisition of a member of the Board summon a meeting of the Board.
- (b) Subject to these regulations arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- (c) The senior Flag Officer present shall be the Chairman of every meeting of the Board. If none of the Flag Officers shall be present the Directors present shall elect some other Director to be Chairman.
- (d) The quorum necessary for the transaction of the business of the Board shall be five or such greater number as may be fixed by the Board.
63. A member of the Board shall not vote in respect of any contract or proposed contract with the Club in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
64. The continuing members of the Board may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
65. All acts done by any meeting of the Board or of a Committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
66. A resolution in writing signed by all members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed as a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, signed by one or more members of the Board.
67. The Board shall have power at any, and from time to time, appoint any person to the Board, either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the Board but so that the total number of office-bearers and other members of the Board shall not at any time exceed the number fixed in accordance with these regulations. Any office-bearer or other member of the Board so appointed shall hold office only until the next following Annual General Meeting.

68. The Board may delegate any of its powers and or functions to one or more sub-committees provided that at least one member of the Board shall be a member of that committee. Any sub-committee so formed shall conform to any regulations that may be imposed by the Board from time to time and any decisions of the sub-committee must be ratified by the full Board under the terms of this Article.
69. The Board may delegate any of its duties of functions (not being duties or functions imposed on the Board as the Directors of the company by the Act or the general law) to one or more councils consisting of such member or members that the Board thinks fit. Any council so formed shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Club and all members of such councils have one vote.
70. The Board may appoint one or more advisory Boards consisting of such member or members of the Board as the Board thinks fit. Such advisory Boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and subject thereto shall have the power to co-opt any member or members of the Club and all members of such advisory Boards shall have one vote.
71. A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same the members present may choose one of their number to be Chairman of the meeting. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairman shall have a second or casting vote.

Powers and Duties of the Board

72. The Board may exercise all the powers authorities and discretions and to do such acts and things as the Club is by its Memorandum of Association or otherwise authorised to exercise or do and are not hereby or by the Memorandum of Association or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Memorandum of Association and any Statute and of these presents and to any regulation or rule from time to time made by the Club in General Meeting provided that no regulation or rule so made shall invalidate any prior act of the Board which would have been valid if such regulation or rule had not been made.

Without prejudice to the general powers conferred by the last preceding Article and any other powers conferred by these presents it is hereby expressly declared that the Board shall have the following powers that is to say;

- (a) To pay the costs charges and expenses preliminary and incidental to the promotion formation establishment and registration of the Club.
- (b) To determine who shall be entitled to sign bills notes receipts acceptances endorsements cheques releases contracts and documents on behalf of the Club.
- (c) Subject to the Corporations Law 1989 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.
- (d) At its discretion but subject to the Corporations Law 1989 to pay for any right or property acquired by or services rendered to the Club either wholly or partially in cash or in debentures or other securities of the Club as may be agreed upon and such debentures or other securities may be either specifically charged upon all or any part of the property of the Club or not so charged.

- (e) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgage or charge of all or any of the property of the Club for the time being or in such manner as it may think fit.
- (f) To appoint and at its discretion remove or suspend such managers secretaries officers clerks agents and servants for permanent temporary or special services as it may from time to time think fit and to determine their duties and (subject to Clause 3 of the Memorandum of Association) to fix and pay their salaries or emoluments and to require security in such instances and to such amount as it thinks fit.
- (g) 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 and allow time for payment or satisfaction of any debts and of any claims or demands by or against the Club.
- (h) To refer any claims or demands by or against the Club to arbitration and observe and perform the awards.
- (i) To make and give receipts releases and other discharges for money payable to the Club and for the claims and demands of the Club.
- (j) Subject to the Corporations Law 1989 to execute in the name and on behalf of the Club in favour of any member of the Board or other person who may incur or be about to incur any personal liability whether as principal or surety for the benefit of the Club such mortgages of the Club property present or future as it thinks fit and any such mortgage may contain a power of state and such powers covenants and provisions as shall be agreed upon.
- (k) Subject to the Corporations Law 1989 to invest any moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as it may in its discretion think fit and from time to time vary such investments and dispose of all or any part thereof at its discretion for the benefit of the Club.
- (l) To set aside out of the profits of the Club such sums as it thinks proper as a reserve fund to meet contingencies or for repairing and maintaining any of the property of the Club and for such other purposes as the Board shall in its absolute discretion think conducive to the interests of the Club and subject to the Corporations Law 1989 to invest the several sums so set aside upon such investments as it may think fit and from time to time vary such investments and dispose of all or any part thereof at its discretion for the benefit of the Club and to divide the reserve funds into such funds as it may think fit.
- (m) From time to time to make alter and repeal all such By-Laws and regulations as they shall deem necessary or expedient for the proper management and control of the Club in relation to -
 - (1) The use of the Club rooms and the facilities and conveniences provided by the Club.
 - (2) The exercise and enjoyment by the several classes of members of their rights and privileges as such members.
 - (3) The management and control of dining rooms refreshment rooms reading rooms smoking rooms and other amenities provided by the Club.
 - (4) The admission of guests of members and other persons (not being members of the Club) to the premises of the Club the conditions on which

they may be admitted and the rights and privileges which may be enjoyed by them.

- (5) The conduct of yacht races sailing races matches and competitions of all kinds between members or between the Club and other Clubs.
- (6) The design of the uniform to be worn by members and officers of the Club.
- (7) The registration of yachts and sailing boats owned by members in a book to be kept for the purpose.

Provided that any rule regulation or By-Law of the Club made by the Board may be disallowed by the Club in General Meeting and provided further that no resolution of or regulation made by the Club in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

- (n) To enter into all such negotiations and contracts and rescind or vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the Club as it may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Club.

Subject to any Certificate of Registration of the Club under the Liquor Act 1982 or any amendment thereof to exercise full control of the purchase of supplies of liquor to the Club in such manner and subject to such conditions as it may direct provided that -

- (i) a guest or visitor to the Club shall not be supplied with liquor in the Club premises unless on invitation and in the company of a Club member;
- (ii) no liquor shall be sold or supplied to any person who has not attained the age of 18 years.

Accounts

- 73. The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act provided however that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than six months before the date of the meeting.
- 74. The Board shall from time to time determine in accordance with the Memorandum of Association of the Club at what times and place under what conditions or regulations the accounting and other records of the Club shall be open to the inspection of members not being members of the Board, and no member (not being member of the Board) shall have the right of inspecting any account book or paper of the Club except as conferred by statute or by the Memorandum of Association of the Club or authorised by the Board or by the Club in General Meeting.

Audit

- 75. A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with Division 3 or Part VI of the Act and the Memorandum of Association.

Secretary

76. The Secretary shall in accordance with the Act be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit; and any secretary so appointed may be removed by it. Nothing herein shall prevent the Board from appointing a member of the Club as Honorary Secretary and any member so appointed shall forthwith become an officer of the Club and, if not already a member of the Board, ex officio a member of the Board and he shall be subject to the provisions of Clause 3 of the Memorandum of Association.

Seal

77. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a sub-committee of members of the Board authorised by the Board in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

Club Burgee

78. The Club burgee shall be blue with the constellation of the Southern Cross in gold according to the pattern in the possession of the Secretary which shall be produced to any member notifying his desire to see it. The burgee shall not be permitted to be flown on any vessel belonging to a member while such vessel is let or used by a person not being a member of the Club.

Flag Officers' Flags

79. The Admiral's flag shall be blue with the constellation of the Southern Cross in gold and rectangular in shape. The Commodore's flag shall be a similar flag with swallow-tail, the Vice Commodore's a similar flag with one red ball in the lower canton and the Rear Commodore's a similar flag with two red balls, one in the upper and the other in the lower canton. The Retired Commodore's flag shall be similar to that of the Commodore but with the addition of the letter 'R' in red colour in the lower canton.

Uniforms

80. The uniform of the Club shall be such as is authorised by the Board in conformity with these Articles from time to time.

Notices

81. Any notice required by law or by or under these Articles to be given to any member shall be given either personally or by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Club for the giving of notices to him.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of meeting on the day after the date of its posting, and in any case at the time at which the letter would be delivered in the ordinary course of post.

82. (1) Notice of every General Meeting shall be given in any manner hereinbefore authorised to -
- (a) every member entitled to attend General Meetings except those members who (having no registered address within the State) have not supplied to the Club an address within the State for giving of notice to them, and
 - (b) the auditor or auditors for the time being of the Club.
- (2) No other person shall be entitled to receive notices of General Meetings.

Winding-Up

83. The provisions of the Memorandum of Association relating to the winding-up or dissolution of the Club shall have effect and be observed as if the same were repeated in these regulations.

Indemnity

84. Every member of the Board, auditor, secretary and other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

By-Laws

of

Cruising Yacht Club of Australia

ACN 000 116 423

Cruising Yacht Club of Australia

By-Laws

These BY-LAWS have been compiled by the BOARD under the authority of the ARTICLES OF ASSOCIATION of the CRUISING YACHT CLUB OF AUSTRALIA - Article 72(m).

1. **Direction.** The overall management and control of the business and affairs of the Club which is a registered Company Limited by Guarantee is vested in the Board of Directors consisting of the Flag Officers and Directors who are elected annually by the members.

Unless otherwise decided by the Board the detailed management of affairs shall be conducted by;

- (a) A Management Committee consisting of -

The Commodore

Rear Commodore

Treasurer

General Manager / Secretary

- (b) A Sailing Committee consisting of a Director or Directors, one of whom shall be Chairman, appointed by the Board, and other such members as nominated by the Chairman.
- (c) A Publications Committee consisting of a Board member as Chairman and such Directors as appointed by the Board and such other members as invited by the Chairman.
- (d) A House Functions Committee consisting of a Board member as Chairman plus co-opted members.

All Flag Officers are ex-officio members of each committee.

- (e) The Chairman of each committee is the only Director empowered with any executive authority. Such executive authority shall be exercised through the General Manager only, and no Director will, except in unusual circumstances, give directions to the Club staff or employees. The Vice Commodore, as Chairman of the Sailing Committee, will through the General Manager instruct the Sailing Secretary or directly if necessary.

The Chairman of each Committee and sub-committee will report to the full Board at each monthly meeting.

2. **Alteration of By-Laws.** The Directors reserve the right to alter or amend the By-Laws from time to time when members will be notified.
3. **Honorary Members.** Persons visiting Sydney whose place of residence is not within as radius of one hundred (100) km from Sydney may be admitted as Honorary members for a period not exceeding one (1) month. Honorary membership cards will be issued to such honorary members and must be produced when required by any of the Club officers.

4. **Visitors.** All ordinary, life, associate members and junior members, aged 18 years and over are entitled to introduce bona fide acquaintances as Visitors to the Club subject to the following provisos ;
- (a) The member upon arrival at the Club House shall enter the Visitor's name and full residential address or Club in the Visitor's book and shall sign his own name and membership number beside such entry.
 - (b) The member shall be responsible for the conduct and dress of all Visitor's introduced by him.
 - (c) The member who has introduced a Visitor to the Club must not leave the premises while the Visitor remains.
 - (d) A member introducing a Visitor to the Club should introduce such Visitor to the Secretary, a Flag Officer or a Director as soon as convenient after arrival.
 - (e) No visitor shall be supplied with liquor on the Club premises unless in the Company and on the invitation of a member.
 - (f) No guest of any member or members shall be admitted to the Club more than 4 times in any calendar month without the express approval of a Flag Officer or his appointed delegate from time to time. The granting of such approval to be a discretionary matter for the Flag Officer.
5. **Conduct.** Members and visitors upon the Club premises must conduct themselves in a gentlemanly manner and must not act in any way which might cause annoyance to other members or to persons in the vicinity of the Club.

Note: * The singing of ribald songs is expressly forbidden on Club premises.

Members and visitors must at all times obey the direction of the General Manager, Secretary, House Manager or any Director of the Club and if requested by such General Manager, House Manager, Secretary or Director to leave the Club premises must do so immediately. Persons so ordered will NOT use the premises until dealt with under Article 33. In no circumstances shall any member enter the Bar, Kitchen or Store Room.

6. **The Serving of Liquor.**

- (a) Intoxicating liquor will not be served in any part of the Club premises other than those parts known as the Bar, the Lounge and the Dining Room and hereinafter referred to as "The Licensed Premises".
- (b) Junior members, Associate members and visitors under the age of 18 year are not permitted in the Licensed Premises and shall not be served with intoxicating liquor on any part of the Club premises, except that persons under the age of 18 years may use the Dining Room for the purpose of dining only and in the company of an adult but shall not be served with intoxicating liquor.
- (c) Junior members, Associate members and visitors between the ages of 18 and 21 years may be served with alcoholic liquor but are not permitted to play poker machines.
- (d) Any member who brings any person under the age of 18 years into the Licensed premises other than for the purpose of dining or permits any person under the age of 21 years and introduced by him to play a poker machine shall be deemed to be guilty of misconduct pursuant to Article 33.

- (e) No person shall remove intoxicating liquor from the Club premises other than at normal public-trading hours. If in the opinion of the General Manager, House Manager, Secretary, Director or the Senior Steward any member or visitor is under the influence of intoxicating liquor to such an extent as to cause annoyance to other persons on the premises such member or visitor shall not be served further with intoxicating liquor and if requested to do so by any such General Manager, House Manager, Secretary, Director or Senior Steward shall leave the Club premises immediately.
 - (f) The licensed area of the Club designated as the "Members Bar" is reserved strictly and exclusively for the use of members, and in accordance with the provisions of By-Law 4, the Guests of Members. Temporary members other than members of affiliated yacht clubs are not permitted in the "Members Bar" except on race days when the races are conducted by the CYCA.
7. **Business Activity.** No member shall carry on his profession trade or business on the Club premises or use the premises by advertisement or otherwise as a business address or use the same as a place for meeting applicants for employment.
 8. Members and visitors must not interfere with the piano, or other Club facilities without the permission of the General Manager, Secretary, House Manager or Board member.
 9. **Club Premises - Property - Decorations.** Photos Plaques Trophies Notices or any form of decoration will NOT be placed or written on any floor table bench or wall of the Clubhouse without the prior permission of the General Manager.
 10. **Storage and Work.** The passageways paths and stairways of the premises and the marina must be kept clear and no member shall use any part of the premises other than his own locker for the storing of goods equipment or material. No member shall use any part of the Club premises other than the slipyard and shall not use the slipyard or slipway for such purpose unless he can do so without hampering the employees or function of the Club and without inconveniencing any other member.
 11. **Parking of Vehicles.** The unauthorised parking of vehicles in any part of the Club premises or on the lawns, driveways, or pavements adjoining the premises is prohibited.
 12. **Gambling.** Unauthorised gambling is NOT permitted on Club premises.
 13. **Removal of Club Property.** No member shall take away from the Club premises any paper book pamphlet or other article the property of the Club.
 14. **Damage to Property.** Any member or any member the guest of whom causes damage to the Club premises or any Club property shall be responsible to the Club for the cost of repairing such damage.
 15. Any complaint regarding any employee of the Club shall be made to the General Manager and no member shall personally reprimand any employee of the Club.
 16. **Dress.** The minimum requirements for dress of members and visitors in the Licensed Premises are as follows;
 - (a) **Before 7:30pm.**
Shirt, shorts and footwear such as sandals or sneakers. ("Thongs" or the like to not comply.)
 - (b) **After 7:30pm.**
Shirt with collar, preferably with tie, slacks, shoes, or in lieu of slacks, tailored shorts with long socks.

(c) **Ladies' Dress.**
The dress of ladies must approximate the requirements laid down for members. Tailored Bermuda shorts may be worn after 7:30pm.

(d) **Special Notes.**

(i) Where the races start or finish after the time specified under paragraph (b) above, the dress requirements for racing crews only may be relaxed to those of paragraph (a) above.

(ii) The wearing of wet, soiled or ragged clothes or of bathing costumes is not permitted.

(iii) Bare feet are not allowed under any circumstances.

(e) **Sydney-Hobart Bar.**

The Dress Regulation 16(a) may be extended in this bar past 7:30pm.

17. **Uniform.**

(a) Official uniform of the CYCA is; recognised yachting jacket worn with grey slacks, black shoes, white shirt and Club tie uncovered cap with Club badge.

(b) Club Blazer is; Single or double breasted navy blue blazer.
Note: A cap with badge will not be worn when wearing a blazer with pocket badge.

(c) Pocket badge of CYCA is; as displayed from time to time.

(d) Club tie of the CYCA is; as displayed from time to time.

18. Any member wishing to make any suggestions as to the conduct of Club affairs or register any complaint regarding the way the Club's affairs are conducted should make such submissions in writing to the Commodore.

19. Persons commencing employment or entering into a concession agreement after 1st July 1974, shall not be a member of the Club except that the General Manager, Secretary, and/or Sailing Secretary may be admitted to membership when it is considered by the Board of Directors advantageous better to perform their duties provided however that no employee of the Club may be elected to the Board of Directors during the term of their employment.

20. Except as their duties may require, Club employees are not permitted in the licensed area of the Club. In order to avoid embarrassment, pursuant to this clause, Club members should not invite Employees into the licensed area.

21. **Marina, Hardstand and Moorings.**

(a) **Occupation**

(i) Each owner, partner or proprietor of a vessel granted a licence to occupy a marina berth, hardstand or mooring at the CYCA shall be an Ordinary member of the CYCA.

(ii) Notwithstanding the above Clause 1, other classes of membership and visitors may be granted casual licence berthing from time to time at the discretion of the Board of the CYCA. Fees for casual licence berthing shall be at a daily rate as determined by the Board of the CYCA.

- (iii) The non-exclusive licence granted by the CYCA to the member shall be personal to the member and the member covenants with the CYCA that neither the members control of the vessel shall be altered nor shall be assign, sub-licence or otherwise deal with his or her right to occupation of the marina berth, hardstand or mooring or accept, take, receive or demand any fee from any person for the right to occupy the marina berth, hardstand or mooring.
- (iv) The member acknowledges in deciding to occupy a berth that he or she has not relied in any way on the CYCA's skill and judgement and has satisfied himself or herself as to the conditions and suitability of the berth, hardstand or mooring.
- (v) The member acknowledges that the licence for occupation of a marina berth, hardstand or mooring shall be subject to review each 12 months.
- (vi) The CYCA does not guarantee the continuous licence of a marina berth, hardstand or mooring and reserves the right at any time to terminate, permanently or temporarily, the use of the marina berth, hardstand or mooring.
- (vii) Provided that the member is given seven days notice from the CYCA, the member acknowledges that the CYCA may move at its discretion, the vessel and/or its equipment to any marina berth, hardstand or mooring at the members risk.
- (viii) When a vessel enters the Marina it shall immediately come under the jurisdiction of the CYCA and shall be berthed and manoeuvred only where directed.
- (ix) It shall be the responsibility of the member to provide his or her own mooring lines and warps and to moor the vessel in a proper and seamanlike fashion.
- (x) All boats occupying a CYCA berth shall be listed on the Club's Registry of Yachts and display the CYCA initials on the stern.

(b) Insurance

- (i) The member shall insure and keep the vessel and its equipment insured against any loss, damage, injury or death occasioned by the use of the facilities and or the use of the vessel and its equipment howsoever caused and shall keep the CYCA indemnified and saved harmless from any claim or demand whatsoever in respect thereto.

(c) Charges

- (i) The member shall pay to the CYCA a quarterly licence berthing fee in advance.
- (ii) The CYCA may at any time increase the licence berthing fee. The amount of such increase shall be at the CYCA's discretion provided that such increase does not take effect until the end of the quarterly period in which the increase has been notified.

(d) Advertising

- (i) Advertising or any indication of sponsorship displayed on any vessel occupying a marina berth, hardstand or mooring shall be restricted to that permitted or prescribed from time to time by the Board of the CYCA. If no Board regulation applies, then the AYF rule covering the IMS Division of the Sydney-Hobart Race, will pertain.
- (ii) The boom cover or awning of any vessel shall not be used to display anything other than the registered name of the vessel.
- (iii) No more than one advertising or sponsorship flag may be flown by any such vessel and such flag shall not exceed the dimensions of 2m x 1.5m.

(e) Rules

- (i) The member shall keep and maintain the vessel, its equipment and docking lines in good and proper seaworthy order.
- (ii) It shall be the responsibility of the member to keep the vessel in such condition that it does not become unsightly or dilapidated or reflect unfavourably upon the reputation and appearance of the CYCA, its premises or facilities.
- (iii) The vessel shall be kept free and clear of debris, bottles, papers, trash or other unsightly material at all times.
- (iv) Laundry or any type or any item of a personal nature shall not be hung to dry out or air in public view aboard any craft or on any jetty.
- (v) The marina shall be kept clear of all gear, including dinghies.
- (vi) Disorderly conduct by the member or any guests shall be cause for cancellation of this agreement.
- (vii) Noise shall be kept to a minimum at all times and the member shall use extreme discretion in operating radios or cassette players in order to cause the minimum amount of annoyance to others.
- (viii) The member undertakes not to allow any of his or her servants, agents, invitees or guests to cause any disturbance in or around the marina areas in such a way as to prevent or hinder other members use and enjoyment of the facilities.
- (ix) Swimming, diving or fishing within the marina area is prohibited. However, underwater maintenance and cleaning of the hulls is permitted.
- (x) Major repairs and fitting of or to the vessel at the marina is prohibited. The work wharf and slipways are available for these purposes and the Yard Manager of the CYCA should be contacted when these facilities are required.
- (xi) Minor repairs, touch up painting, mechanical adjustment and electrical work will be permitted provided that no nuisance or interference with others using the marina is caused by such work.
- (xii) Toilets, oil, chemicals, spirits, inflammables and oily bilges may not be discharged into the marina waters.

- (xiii) The member is responsible for all rubbish associated with the vessel and expressly agrees to remove same from the Club premises. Rubbish includes but it is not limited to bilge, engine and other oils, discarded equipment, marine growth, paint scrapings and effluent.

(f) Sales

- (i) No vessel may be advertised or offered for sale while occupying a marina berth, hard stand or mooring. This restriction shall not apply to private sale by a member or sale by the authorised broker appointed by the Board of the CYCA.

22. Service Charge

That the Board may at its discretion impose a Service Charge upon all CYCA members debtor accounts (excluding subscription fees) which are overdue in payment under the CYCA's terms for such sum, the value of the Service Charge to be set by the Board as it sees fit from time to time.

23. Private Functions

All areas of the Clubhouse designated to any member for use for private functions shall be for the exclusive use of that member and invited guests.

No member shall intrude upon, join or enter into any such function except by express permission or invitation by the member.