

I, Adrian Vermeulen, Chief Executive Officer of the St George Motor Boat Club Limited (the Club), hereby certify that this and the following 39 pages is a true and correct copy of the Constitution of the Club as amended by a special resolution passed at the Annual General Meeting of the Club held on 20 September 2020.

.....  
Adrian Vermeulen  
Chief Executive Officer

**COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION OF THE ST GEORGE MOTOR BOAT CLUB LIMITED**

1. The name of the Club is The St George Motor Boat Club Limited.
2. The registered office of the Club shall be at 2 Wellington Street, Sans Souci.
3. The objects for which the Club is established are:-
  - (a) To provide a Clubhouse and other conveniences by purchasing or otherwise acquiring the premises known as Bayview, situate at Wellington Street, Sans Souci, aforesaid, together with any part of the furniture, fixtures, fittings glass, plate, goods and effects held or used in connection therewith, for the use of the Members of the St George Motor Boat Club and of any Club established in succession thereto, and to furnish and maintain the same, and to permit the same to be used by the members of the said Club and their friends, either gratuitously or upon such terms as shall be determined upon by the Committee, and to supply such members or persons with such accommodation, conveniences, commodities, food, drinks, refreshments and things as such Committee may think fit and to buy, sell, import, and deal with wines, spirits, cigars, tobacco, furniture, glass, plate, silver, linen, cards, billiards, games, stationery and such other commodities or things as may be necessary or convenient to such members or persons and, if thought fit, to manage the affairs of the Club, or any of them, and generally to do whatever may seem best calculated to promote the interests of the Club and the advancement of all aquatic and athletic sport.
  - (b) To enter into and carry into effect either with or without modification the agreement which has already been prepared and is expressed to be made between The St George Motor Boat Club House Limited of the one part, and the Club of the other part, a copy whereof has for the purpose of identification been endorsed with the signatures of James Toyer and William C. Hubble.
  - (c) To adopt such means of making known the objects and advantages of the Club as may seem expedient, and in particular by advertising in the Press, by circulars, purchase and exhibition of works of art of interest, cinematograph films, or otherwise by the publication of books and periodicals, and by granting prizes, rewards and donations, and also to create and maintain a library in the Clubhouse devoted to motor and motorboat literature and otherwise as the Committee may deem fit.

- (d) To buy, sell, transfer, take as security or in exchange, rent, lease, hire, charge, mortgage, hypothecate or in any other way or manner deal with any real or personal property, effects, rights or privileges, chattels, machinery, and appliances.
- 2-
- (e) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Club.
- (f) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
- (g) To carry on any other business, whether manufacturing or otherwise, which may seem to the Club capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Club's property for rights.
- (h) To invest and deal with the moneys of the Club not immediately required in such manner as may from time to time be determined.
- (i) To lend money to such persons and on such terms as may seem expedient, and in particular to members and others having dealings with the Club, and to guarantee on satisfactory security the performance of contracts by any such persons.
- (j) To purchase, take on lease or in exchange, hire or otherwise acquire for shares fully or partially paid up, or for shares some being fully paid up and some being partially paid up, and otherwise howsoever any real or personal property or any patent or other rights or privileges which the Club may think necessary or convenient for its purposes, and in particular any land, buildings, easements, machinery, plant, stock in trade and patent rights.
- (k) To apply for, purchase or otherwise acquire any patents, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Club, or the acquisition of which may seem calculated, directly or indirectly, to benefit the Club, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights, or information so required.
- (l) To build on, improve, manage, develop, exchange, let on rent, royalty, tribute, share of profits or otherwise, and to acquire and grant licences, easements and other rights over or in respect of and in any other manner to deal with or dispose of the undertaking and all or any part of the property or rights for the time being of the Club.
- (m) To carry on any other business or businesses which may seem to the Club capable of being conveniently carried on in connection with the above or calculated, directly or indirectly, to enhance the value of or render profitable any of the Club's property or rights.

- (n) To acquire and undertake the whole or any part of the business, property and liabilities or, or unite and amalgamate with or absorb any person or persons or company or companies or partnership or partnerships carrying on any business which the Club is authorised to carry on or possessed of property suitable for the purpose of this Club.
- (o) To enter into partnership or into any agreement for sharing profits, union or interest, co-operation, joint adventure, reciprocal concessions or otherwise with any person, company, or partnership carrying on or engaged in any business or transaction which this Club is authorised to carry on or engage in, or in any business or transaction capable of being conducted so as to benefit directly or indirectly this Club, and to lend money to, guarantee the contracts of, or otherwise assist any such person or company to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (p) To promote any other company for the purpose of acquiring all or any of the property and liabilities of this Club, and for any other purpose which may seem directly or indirectly calculated to benefit this Club.
- (q) To raise money in such manner as this Club may think fit, and in particular, by mortgages or debentures charges upon all or any of the Club's property, both present and future.
- ® To appoint from time to time, either with full or restricted powers of sub-delegation and either with or without remuneration, agents, attorneys, or other persons or corporations under power of attorney or otherwise within or outside the State of New South Wales for the purpose of carrying out and completing all or any of the objects of the Club as mentioned in this Memorandum of Association, and of arranging, conducting or managing the business or businesses of the Club, or any matter or concern whatsoever in which the Club is now, or may from time to time become or be about to become interested or concerned, with the same or more limited powers than the Committee of the Club have and to delegate such powers of appointment to any person or persons, company or corporation, and from time to time revoke and cancel all or any such appointments or delegations, and to remove any person or corporation appointed thereunder.
- (s) To purchase, build, expend money, take on lease or in exchange hire or otherwise howsoever any real or personal property or any patent or other rights or privileges which the Club may think necessary or convenient for the purpose of its business, and in particular any land, buildings, easements, machinery, plant, stock-in-trade and patent rights.
- (t) To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from such Government or authority any rights, privileges or concessions which the Club may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges or concessions.
- (u) To make, draw, accept, endorse and negotiate promissory notes, bills of exchange and other negotiable instruments.
- (v) To do all such other things as are incidental or conducive to the attainments of the above objects.

(w) To undertake and execute any trusts the undertaking thereof may seem desirable, and either gratuitously or otherwise.

4. The liability of the members is limited by guarantee.
5. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the Company and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding Two Dollars and Ten Cents (\$2.10).

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:-

Names of Subscribers	Addresses & Descriptions of Subscribers
William Charlton HUBBLE	Plimsoll Street, Sans Souci, Company Director
George WARD	"Aries" Napoleon Street, Sans Souci, Clerk
Edward James FLAHERTY	16 Plimsoll Street, Sans Souci, Retired
Sidney David ANDERSON	17 Rawson Street, Sans Souci, Carpenter
Arthur Francis CUMMINGS	34 Promenade, Sans Souci, Reader
Charles O BARKER	Wollongong Rd, Arncliffe, Furniture Expert
William Alexander SHEVILL	51 Promenade, Sans Souci, Patternmaker
George Washington WALKER	8 Chapel Street, Kogarah, Clerk
Frank Baptist PALAZZI	25 The Boulevarde, Sans Souci, Master Plumber

Dated the 29<sup>th</sup> Day of December, 1928

Witness to the above signatures

W. MAKIN, B.A., LL.B.,

Rocky Point Road, Sans Souci

Public Service

**THE ST. GEORGE MOTOR BOAT CLUB LIMITED**

**ACN 000 020 575**

**INDEX**

Article

67 – 71	Accounts and Audit
35	Addresses of Members
40	Board of Directors
72	Chief Executive Officer
1 – 2	Definitions
37	Disciplinary Proceedings
26 – 29	Election of Members
41	Election of the Board
30 – 33	Entrance Fees and Annual Subscriptions and Levies
77	General
55 – 57	General Meetings
39	Guests
18 – 22	Honorary Members
76	Indemnity to Officers
3	Interpretation
10 – 14	Membership
74 – 75	Notices
34	Patrons
42 – 44	Powers of Board
4 – 9	Preliminary
58 – 66	Proceedings at General Meetings
45 – 51	Proceedings of the Board
15 – 17	Rights of Members and Eligibility for Various Classes of Membership
36	Registers of Members and Guests
37A	Removal of Persons from Premises of the Club
38	Resignation and Cessation of Membership
73	Seal
23 – 25	Temporary Members
38	Unfinancial Members
52 – 54	Vacancies on Board

CORPORATIONS LAW

A Company Limited by Guarantee  
And not having a Share Capital

**ARTICLES OF ASSOCIATION**

**Of**

**THE ST. GEORGE MOTOR BOAT CLUB LIMITED**

**ACN 000 020 575**

**DEFINITIONS**

1.

In these Articles unless there be something in the subject or context inconsistent therewith:

“**Act**” means the *Corporations Act* 2001 (Cth), as amended.

“**Article**” means each Article comprising these Articles of Association.

“**Board**” means the members for the time being of the Board of directors of the Club constituted in accordance with these Articles.

“**By-laws**” means the By-Laws of the Club for the time being in force and includes Rules.

“**Chief Executive Officer**” includes Secretary, Acting Secretary, Honorary Secretary or Acting Honorary Secretary.

“**Code**” means the Registered Clubs Accountability Code contained in Schedule 2 to the Registered Clubs Regulation 2015. Any reference to a provision of the Code includes a reference to the same or similar provision in any code or other legislation replacing, amending or modifying the Code however that provision may be amended in that code or legislation.

“**Club**” means The St George Motor Boat Club Limited.

“**Club Notice Board**” means a board designated as such within the Club premises on which notices for the information of members are posted.

**“financial member”** is a member who has paid all moneys payable by him or her to the Club by the due by date for payment. A member will be an **“unfinancial”** member from the due by date for payment of any amount or part thereof payable by him or her to the Club until payment in full of the outstanding amount owing or until that person’s name is removed from the register of members in accordance with these Articles, whichever occurs first.

**“in writing”** and **“written”** include printing typing lithography and other modes of representing or reproducing words in visible form in the English language.

**“Liquor Act”** means the *Liquor Act 2007 (NSW)*. When any provision of the Liquor Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expression defined in the Liquor Act or any modifications thereof made by any law in force, at the date at which those provisions become binding on the Club shall have the meaning so defined.

**“member’ and ‘membership’** means member of the Club and includes all classes of memberships as explained in these Articles.

**“month”** means calendar month.

**“Officers”** include the President, Vice President, Commodore and members of the Board but does not include the Auditor.

**“Registered Clubs Act”** means the *Registered Clubs Act 1976*. When any provision of the Registered Clubs Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Registered Clubs Act or any modifications thereof made by any law in force, at the date at which those provisions become binding on the Club shall have the meaning so defined.

**“Secretary”** means **‘Chief Executive Officer’**.

**“Special Resolution”** has the meaning assigned thereto by the Act.

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

**“unfinancial member”** has the meaning given in **“financial member”**.

2. Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

## INTERPRETATION

3. A decision of the Board on the construction or interpretation of the Memorandum of Association of the Club or these Articles, or on any By-laws or Rules of the Club made pursuant to these Articles or on any matter arising thereout, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

#### **PRELIMINARY**

4. The regulations contained in Schedule 1 to the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in these Articles.
5. The Board shall pay out of the assets of the Club all costs charges and expenses of and incidental to the preparation of the Memorandum and Articles of Association and the formation and registration of the Club.
6. The Club is established for the purposes set out in the Memorandum of Association.
7.
  - (a) The Club shall be a non-proprietary Club.
  - (b) Subject to the provisions of Section 10(6) of the Registered Clubs Act, a member of the Club, whether or not the member is a member of the governing body, or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club unless the benefit is in the form of goods or services (but not money, cheque or promissory note) and is the subject of a current authorisation given by a General Meeting of the members prior to the benefit being provided.
  - (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of Registration under Part II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
  - (d) The Chief Executive Officer, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
8.
  - (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
  - (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
- 9.



- (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply if the Club is a holder of a certificate or registration under the Registered Clubs Act in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

## MEMBERSHIP

- 10.
- (a) The number of Full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
  - (b) No person under the age of 18 years shall be admitted as a member of the Club except as a Junior Sporting member.
- 11.
- (a) A person shall not be admitted to membership of the Club except as a Full member., Provisional member, Honorary member or Temporary member.
  - (b) **Provisional Member**  
  
Provisional member means a person who has applied for admission as a Full member of the Club, has paid the subscription appropriate for the class of Full membership applied for and is awaiting a decision on the application. Provisional members shall be entitled only to the social privileges of the Club and to participate in such games, recreations and past times as are determined by the Board.
  - (c) "Full member" includes Ordinary member and Life member, but does not include a Provisional member.
12. Unless and until otherwise determined by the Board, " Ordinary membership" of the Club shall consist of the following classes:
- (a) Boating members
  - (b) Veteran members
  - (c) Associate members
  - (d) Junior Sporting m
- 13 The Full members of the Club entitled to vote at the annual election of the Board of the Club shall at all times comprise a majority of the Full members of the Club and must be approved by the Board as Full members before the date nominations for the relevant election opened.
14. Not used..

## RIGHTS OF MEMBERS AND ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

15. Subject to Article 8(a), financial members being Boating Members, Veteran Members and Life Members shall be the only members of the Club entitled to attend and to vote at Annual General Meetings or General Meetings of members. Each such member shall have one vote.

16. The rights of members to use the facilities of the Club shall be as the Board may determine from time to time by By-law or otherwise.
17. The requirements for eligibility of persons for election to the following classes of membership shall be:
  - (a) **Boating Members**

Persons who have attained the age of 18 years and who are elected by the Board to Boating membership of the Club.
  - (b) **Veteran Members**

Persons who have been Boating members of the Club for a total period of not less than 25 consecutive years who are transferred by the Board to Veteran membership of the Club.
  - (c) **Associate members**

Persons who have attained the age of 18 years and who are elected by the Board to Associate membership of the Club.
  - (d) **Junior Sporting members**

Persons under the age of eighteen (18) years who are elected by the Board to Junior Sporting membership of the Club to enable the person to take part in regular sporting activities organised by the Club.

Junior members are permitted to use only those areas of the Club for which an authority under Section 22 or 22A of the Registered Clubs Act is in force and shall not be served with or consume alcohol in the Club, nor play poker machines in the Club.
  - (e) **Life members**
    - (i) Members of at least 10 years standing who have rendered outstanding and meritorious service to the Club and have been elected as such by resolution carried by a majority of at least 75 per cent of members present and voting at a general meeting following the submission to such meeting of an appropriate recommendation from the Board.
    - (ii) A person elected as a Life member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of Boating members.

## **HONORARY MEMBERS**

18. A person shall not be admitted as an Honorary member of the Club unless the person is admitted in accordance with the provisions of these Articles.
19. The following may in accordance with the procedures established by the Board be made Honorary members of the Club:
  - (a) The patron or patrons for the time being of the Club;
  - (b) A prominent citizen or local dignitary visiting the Club for some special occasion.
20. An Honorary member shall be entitled only to the social privileges of the Club and to participate in such games, recreations and pastimes as are determined by the Board.
21. Honorary members may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.
22. The Board shall have the power to cancel the membership of any Honorary member without notice and without assigning any reason therefore.

## **TEMPORARY MEMBERS**

23. A person shall not be admitted as a Temporary member of the Club unless the person is admitted in accordance with the provisions of these Articles.
24.
  - (a) The following may in accordance with the procedures established by the Board be made Temporary members of the Club:
    - (i) An interstate or overseas visitor or person whose permanent place of residence is more than a radius of five (5) kilometres from the Club for the duration of such visit or three months, whichever expires first, on payment of such fee (if any) as may be determined by the Board.
    - (ii) Members of other Clubs who are visiting the Club for the purpose of playing a match or competition and on payment of such fee (if any) as may be determined by the Board.
    - (iii) Visiting members of Clubs with similar objects.
  - (b) A full member of any registered Club who, at the invitation of the Board or of a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day shall be a Temporary member of the Club from the time on that day when the person so attends the premises of the Club until the end of that day.
25. The Board or the Chief Executive Officer may at any time cancel the membership of any Temporary member without notice and without assigning any reason.

## **ELECTION OF MEMBERS**

26. A person shall not be admitted as a member of the Club, other than as a Provisional member, Honorary member or Temporary member, unless the person is elected to membership at a meeting of the Board, or a duly appointed election committee of the Club, the names of whose members present and voting at that meeting are recorded by the Chief Executive Officer. The Board may reject any application for membership without assigning any reason for such rejection.
27. In respect of every nomination for membership made pursuant to Article 26 there shall be completed a nomination form which shall be in a form and containing such particulars as are prescribed by the Board, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Memorandum and Articles of Association of the Club.
28.
  - (a) The nomination form shall be signed by the proposer and seconder who shall be members of the Club and the candidate.
  - (b) The nomination form together with the subscription and any entrance fee appropriate for the class of membership applied for shall be lodged with the Chief Executive Officer of the Club who shall forthwith cause the name, address and occupation of the candidate and of his proposer and seconder to be exhibited in a conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least (14) days shall elapse between the proposal of a person for election and his election.
29.
  - (a) When a person has been elected to membership the Chief Executive Officer shall cause notice of such election to be given electronically or personally or forwarded or posted to such person. If the candidate's application for membership is unsuccessful the Chief Executive Officer shall notify the candidate and refund any subscription and entrance fee paid by the candidate.
  - (b) A copy of the Memorandum and Articles of Association of the Club shall be supplied to a member on request being made to the Chief Executive Officer of the Club and if demanded by the Chief Executive Officer on payment of any fee that may be prescribed by the Act.

## **ENTRANCE FEES AND ANNUAL SUBSCRIPTION AND LEVIES**

30. Members subscriptions shall be paid annually and in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by these Articles shall be as prescribed by the Board.

31.

- (a) The entrance and subscriptions payable by members of the Club shall be such as the members may from time to time prescribe by a simple majority resolution at a General Meeting provided that the annual subscription payable by Ordinary members shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act. Until otherwise prescribed under this Article the annual subscription for the respective classes of membership shall be no more than:

Boating members - \$20.00

Associate members - \$10.00

Veteran members - \$2.00

- (b) Until otherwise prescribed under this Article an entrance fee of no more than \$40.00 will apply to Boating members.

32. If the entrance fee or subscription or any part thereof of any member shall not be paid within a period of 30 days from the date upon which it shall fall due to payment the Chief Executive Officer shall give to the member in default 14 days written notice within which such entrance fee or subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting member shall from that date be debarred from all privileges of membership and his name shall be removed from the register of members of the Club.

33. The Board shall have power to make charges and levies on Ordinary members for general or special purposes.

#### **PATRONS**

34. The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall thereupon be deemed to be Honorary members of the Club and subject to these Articles shall remain Honorary members while they remain a Patron.

#### **ADDRESSES OF MEMBERS**

35. Members shall advise the Chief Executive Officer of any change in their address.

#### **REGISTERS OF MEMBERS AND GUESTS**

36. The Club shall keep the following registers:

- (a) A register of persons who are Full members of the Club. This register shall set out the name in full, the occupation and address of each Full member and, if the person is an Ordinary member the date on which the member last paid the annual fee for membership of the Club.

- (b) A register of persons who are Temporary members other than Temporary members referred to in Article 24(b). This Register shall set out the full name, the address and signature of each such Temporary member and where that member has been admitted to membership for a limited period, the dates on which the period commences and ends.
- (c) A register of persons who are Honorary members. This register shall set out the full name or the surname and initials and the address of each Honorary member.
- (d) A register of persons who are guests of members. This register shall set out the name and address of the guest, countersigned by the member.

### **DISCIPLINARY PROVISION**

37. If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum or Articles of Association or the By-laws or be in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which in the opinion of the Board is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to remove the member's name from the register of members provided that:
- (a) Such member shall be notified of any charge against the member pursuant to this Article by notice in writing by a prepaid letter posted to his/her last known address at least fourteen clear days before the meeting of the Board at which such charge is to be heard.
  - (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
  - (c) The voting by the members of the Board present at such meeting shall be by show of hands or by secret ballot and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Board present vote in favour of such motion.
  - (d) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to, any representations made to it in writing, by the member charged.
  - (e) Any decision of the Board at such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.
  - (f) The powers of the Board under this Article may be exercised by a Disciplinary Committee appointed by the Board and consisting of a minimum of:
    - (i) two directors of the Club; or
    - (ii) two members of the Club; or

(iii) any combination of (i) and (ii) above.

The Chief Executive Officer may be in attendance but shall have no voting rights.

### **REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

37A.

(a) In addition to any powers under Section 77 of the Liquor Act, the Chief Executive Officer or, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
- (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (iii) whose presence on the premises of the Club renders the Club or the Club Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
- (iv) who hawks, peddles or sells any goods on the premises of the Club;
- (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
- (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
- (vii) whom the Club, under the conditions of its certificate of registration, or a term of a liquor accord, is authorised or required to refuse access to the Club.

(b) If pursuant to Article 37A(a) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Chief Executive Officer of the Club or an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

(c) If a person has been refused admission to or turned out of the Club in accordance with Article 37A(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.

(d) Without limiting Article 37A(b), if a person has been refused admission to or turned out of the Club in accordance with Article 37A(a), the person must not remain in the vicinity of the Club.

(e) Without limiting the provisions of Section 77 of the Liquor Act the employees who under these Articles are entitled to exercise the powers set out in Article 37A shall be:

- (i) in the absence of the Chief Executive Officer from the premises of the Club the senior employee then on duty; or



- (ii) any employee authorised by the Chief Executive Officer to exercise such power.

37B.

- (a) In addition to the provisions set out in these Articles any person on the Club's premises, being a member or otherwise, who is involved in or commits any of the acts set out below, shall on the direction of the manager on duty leave the Club premises and be suspended from further entering the Club premises until the issue has been considered by the Board pursuant to the disciplinary provisions set out in Article 37:
  - (i) introduce ineligible persons into the Club;
  - (ii) be under the influence of alcohol or introduce alcohol on the premises without permission;
  - (iii) use objectionable or obscene language;
  - (iv) damage Club property;
  - (v) remove Club property without proper authority;
  - (vi) enter or remain on Club premises at unauthorised times;
  - (vii) infringe these Articles or By-laws of the Club;
  - (viii) cause offence to any member of the Club by conduct which is prejudicial to the good order of the Club or to the conduct and welfare of any such member or members;
  - (ix) introduce unauthorised gambling into the Club;
  - (x) take liquor from the premises without proper authority;
  - (xi) cause damage to gaming or amusement machines by abnormal play or abuse and to operate such machines illegally or fraudulently;
  - (xii) engage in the assault of another person or to fight with another person in any of the Club's premises or on any of the Club's land.
- (b) If the person involved is a member then that member shall on request hand his or her membership card to the Chief Executive Officer or employee suspending them at the time of the alleged incident or as soon as practical after the incident has taken place.
- (c) The Chief Executive Officer or the senior employee of the Club who has exercised a power referred to in paragraph 37A or 37B of these Articles shall make a written report to the Board within 7 days of the date of the removal. The report will set out the facts, the matters and circumstances giving rise to the removal. Any suspension pursuant to these Articles by the Chief Executive Officer or the senior employee shall be for a maximum period of 31 days.

#### **UNFINANCIAL MEMBERS**

38. (a) Notwithstanding any Article a member who is an unfinancial member (as defined in Article 1) shall not be entitled to:
- (i) attend at the premises of the Club or use any of the facilities of the Club for any purpose without the permission of the Board; or
  - (ii) participate in any of the recreational, social or sporting activities of the Club or any sub club without the permission of the Board and shall be disqualified from all Club competitions in which he or she is participating;
  - (iii) attend or vote at any meeting of the Club or any sub club;
  - (iv) nominate or be elected or appointed to the Board or any committee of a sub club;
  - (v) vote in the election of the Board or in the election of any committee of any sub club;
  - (vi) propose, second or nominate any eligible member for any office of the Club or any committee of any sub club;
  - (vii) propose, second or nominate any eligible member for Life membership.
- (b) Where a member is an unfinancial member for a period of thirty (30) days or more the Board may in its absolute discretion remove the unfinancial members name from the membership register of the Club without notice.
- (c) Any person who has been removed from membership of the Club pursuant to Article 38(b) may re-apply for membership in accordance with these Articles.

#### **RESIGNATION AND CESSATION OF MEMBERSHIP**

38A.

- (a) A member may at any time by giving notice in writing to the Chief Executive Officer resign from his membership of the Club and such resignation shall take effect from the date on which it is received by the Chief Executive Officer.
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance or subscription fee or otherwise) shall ipso facto forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of his/her membership of the Club and any other moneys due by him/her at the date of cessation of his membership of the Club or for which the member is or may become liable under the Memorandum of Association.

## **GUESTS**

39.

- (a) All members shall have the privilege of introducing guests to the Club and when a member brings guest to the Club the member shall complete the Register of Guests as required by these Articles. No member shall introduce any guest more frequently or in greater numbers than may for the time being may be provided by By-law, nor shall the member introduce any person as a guest whose name has been removed from the Register of Members for misconduct or non-payment of subscription of fees or who has been suspended by the Board.
- (b) A guest must remain in the reasonable company of the member who signed the guest into the Club at all times whilst on the Club's premises and must not remain on the Club premises after the member, who signed the guest into the Club, has left the premises.
- (c) The Board shall have power to make By-laws from time to time regulating the terms and conditions on which guests may be admitted to the Club.

## **BOARD OF DIRECTORS**

40.

- (a) The business and affairs of the Club and the custody and control of its funds and property shall be managed by a Board comprised of nine (9) directors consisting of a President, Vice President, Commodore and six (6) ordinary directors.
- (b) A member will only be eligible to nominate for election to the Board or be elected to the Board if he or she:
  - (i) is a financial Boating member, financial Veteran member or Life member; and
  - (ii) has been a financial Boating member, financial Veteran member or Life member (or any combination of these classes) for at least three (3) continuous years immediately preceding his or her nomination.
- (c) Notwithstanding any other provision of these Articles a member shall not be eligible to be elected or appointed:
  - (i) as the President or Vice President unless that member has been a director of the Club for at least two (2) continuous years immediately prior to the date of election or proposed date of appointment.
  - (ii) as a director (including President, Vice President and Commodore) if that person is:
    - (A) a director of any other licensed club; or

- (B) has been a director of any other licensed club which was placed into administration or liquidation on grounds of insolvency under the Act or by the Independent Liquor and Gaming Authority under the Registered Clubs Act.
- (d) No member of the Club who is also an employee of the Club shall be eligible to be a member of or to be elected to the Board.
- (e) No member under suspension shall be elected to office or perform duties as a holder of an office or member of any committee of the Club whilst the member remains unfinancial or during the period of such suspension.

### **ELECTION OF THE BOARD**

41.

- (a) With effect from the Annual General Meeting held in 2013 the Board will be elected in accordance with Schedule 4 of the Registered Clubs Act.
- (b) All members of the Board declared elected at the 2013 Annual General Meeting will be divided into three groups.
- (c) The groups shall be determined as follows:
  - (i) Group 1 – shall comprise the President, the Commodore and one Ordinary Board member drawn by lot.
  - (ii) Groups 2 and 3 shall be drawn by lot from the number of Ordinary Board members remaining after the drawing of the lot referred to in paragraph (i) above.
  - (iii) Group 3 will be drawn last and where the total number of the Board is not divisible by three, will have the least number.
- (d) Unless otherwise disqualified, the members of the Board:
  - (i) in Group 3 shall hold office for 1 year, and
  - (ii) in Group 2 shall hold office for 2 years, and

- (iii) in Group 1 shall hold office for 3 years.
- (e) At each Annual General Meeting after 2013 the number of the members required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified or elected pursuant to Article 54(iii), hold office for 3 years.
- (f) Except as hereinafter provided, nominations for election to the Board shall be made in writing signed by any combination of two (2) Life members, Boating members or Veteran members and by the nominee and be delivered to the Chief Executive Officer at least twenty-eight (28) days before the date of the Annual General Meeting. The proposer, seconder and nominee shall be financial members of the Club at the time the nomination form is signed. When the office of President, Commodore is vacated and up for re-election, the nominees shall state the office or offices for which the nominee is nominated (ie President, Commodore or ordinary director). The Chief Executive Officer shall forthwith post notification of such nominations on the Club Notice Board.
- (g) Members eligible for election to the Board (including those members who already hold office as a director) may when more than one office of director is open for election nominate for election to more than one office and in the event of their being elected to the prior office as hereafter provided, they shall be deemed to have been eliminated from candidature for elections to the latter office. For the purpose of these Articles, the order of election of offices shall be:
  - Firstly: President
  - Secondly: Commodore
  - Thirdly: ordinary Board member.
- (h) (i) If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.
- (ii) If no or insufficient nomination be received for any office the candidate or candidates, if any, nominated shall be declared elected at the Annual General Meeting and any vacancies then remaining shall be regarded as casual vacancies and may be filled in accordance with Article 54

- (iii) If the number of candidates nominated exceeds the number required to be elected, a ballot shall be taken as provided by By-law and until so provided shall be determined by the Board provided that the ballot shall be counted by a Returning Officer and at least two (2) scrutineers appointed by the Board. A candidate shall not be appointed as Returning Officer or as a Scrutineer. In the event of an equality of votes in favour of two or more candidates the Chairman of the meeting shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.
  
- (i) At the first meeting of the Board of directors held after each Annual General Meeting, the offices of Vice President will be deemed vacated and the Board shall elect from amongst its members a Vice President.

### **POWERS OF BOARD**

- 42. The Board shall be responsible for the management of the business and affairs of the Club.
  
- 43. The Board may exercise its powers and do all such acts and things as the Club is by its Memorandum and Articles of Association or otherwise authorised to exercise and do and which are not hereby 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 Act and the Registered Clubs Act and of these Articles. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
  - (a) To delegate any of its powers to committees consisting of such members or members of its body and/or such Full members as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause. The President will be chairman when in attendance at a committee meeting. If the President is not in attendance or declines to be chairman then the committee members will elect a chairman prior to the business or vote of the committee.

- (b) To make such By-laws not inconsistent with Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
- (i) Such matters as the Board is specifically by these Articles empowered to regulate by By-law.
  - (ii) The general management control and trading activities of the Club.
  - (iii) The control and management of the Club premises.
  - (iv) The management and control of the Club recreations and dress rules pertaining thereto.
  - (v) The upkeep and control of the Club's facilities.
  - (vi) The control and management of all competitions.
  - (vii) The conduct of members.
  - (viii) The privileges to be enjoyed by each category of members.
  - (ix) The relationship between members and Club employees.
  - (x) And generally all such matters as are commonly the subject matter of Club rules or By-laws or which by the Memorandum and Articles of Association are not reserved for decision by the Club in general meeting.
- (c) To enforce the observance of all By-laws by suspension from enjoyment of members' privileges or any of them or otherwise as the Board thinks fit.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (f) 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 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.

- (g) 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.
- (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit from time to time to vary or realise such investments.
- (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and 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 and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) To sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels but not including land or buildings belonging to the Club and to lease any property of the Club and with the sanction of a General Meeting of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained.
- (k)
  - (i) To appoint discharge and arrange the duties and powers of the Chief Executive Officer and to determine the remuneration and terms of employment of such Chief Executive Officer and to specify and define his duties.
  - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, 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 and to determine with or without compensation any contract for service or otherwise.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Articles.



(m)

- (i) To create sections and committees including a Race Committee comprised of the Commodore, a Race Secretary, a Judge, a Handicapper (Speedboats), a Handicapper (Cruisers) a Starter, a Timekeeper, a Publicity Officer, an Announcer, a Gear Steward, a Vice Commodore and a Rear Commodore for the conduct, management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and bylaws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
- (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with these Articles or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.
- (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
- (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the section shall also be produced regularly and promptly for inspection by or on behalf of the Board.
- (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members of the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
- (vi) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

44. Any By-laws made under these Articles shall come into force and have the full authority of a By-law of the Club on being posted upon the Club Notice Board.

#### **MANDATORY TRAINING FOR DIRECTORS**

- 44A A member of the Club who becomes a director of the Club after 1 July 2013, must, in accordance with the Registered Clubs Regulation 2015, complete such training as may be prescribed by the Regulation, within twelve (12) months of becoming a member of the Board.
- 44B The Board may, from time to time, resolve to require all or some directors to undertake specific courses of instruction.
- 44C The required training or any other course of instruction for directors for the purposes of these Articles shall be at the expense of the Club.
- 44D A director who fails to comply with the mandatory training requirements under this Article will cease to be a director in accordance with Article 53(h).

#### **PROCEEDINGS OF THE BOARD**

45. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside at every meeting of the Board or if at any meeting the President is not present or is unwilling or unable to act then the Vice President shall act as chairman. If the Vice President is not present or is unwilling or unable to act then the Board members present may elect their own chairman. The quorum for meetings of the Board shall be five (5) members personally present.
46. The President may at any time and the Chief Executive Officer upon the request of not less than three members of the Board shall convene a meeting of the Board.
47. Subject to these Articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of the Board. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
48. 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 Articles 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.
49. 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 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.

50. 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 at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.
- 50A. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting. Any member of the Board unable to be present in person at a meeting of the Board, but who participates in that meeting using any such technology shall be deemed to be in attendance at that Board meeting.

51.

- (a) No director shall be disqualified by reason of his/her office from contracting with the Club either as Vendor or Purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any director shall be in any way interested be avoided nor shall any director so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relationship thereby established but in accordance with the provisions of Section 231 of the Act it shall be the duty of the director to declare the nature of his/her interest at a meeting of the Board of the Club and it shall be the duty of the Chief Executive Officer to record such declaration in the Minutes of the Meeting.
- (b) The provisions of Section 39 of the Registered Clubs Act shall be implemented where a director of the Club makes a declaration of interest pursuant to Section 231 of the Act.

#### **DECLARATIONS OF INTERESTS BY DIRECTORS**

51A Any director who has:

- (a) a material personal interest in a matter that relates to the affairs of the Club;
- (b) any personal or financial interest in a contract relating to the procurement of goods or services or any major capital works of the Club;
- (c) any financial interest in a hotel situated within 40 kilometres of the Club's premises; or
- (d) received any gift valued at \$1,000 or more, or any remuneration of an amount of \$1,000 or more, from an affiliated body of the Club or from a person or body that has entered into a contract with the Club,

must, within 21 days after the relevant facts have come to the director's knowledge and in accordance with clause 8 of the Code:

- (e) disclose the relevant facts to the Secretary of the Club;
- (f) declare the relevant facts and nature of the interest at a meeting of the Board; and
- (g) in respect of any facts or interest referred to in Rule 51A(a) and (b) comply with Rule 51B.

51B A director must, if required by the Secretary of the Club, submit a written return in each year to the Club declaring any of the matters referred to in Rule 51A.

## **PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING**

- 51C Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the directors of the Club:
- (a) must not vote on the matter; and
  - (b) must not be present while the matter is being considered at the meeting.

## **CONTRACTS WITH DIRECTORS**

- 51D In accordance with clause 4 of the Code, the Club must not enter into a commercial arrangement or a contract with a director or top executive of a Club or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (a) A “top executive” has the same meaning as defined in the Code.
  - (b) A “pecuniary interest” in a company for the purposes of Rule 51D means:
    - (i) in the case of a company that supplies liquor or gaming machines to the Club—the person has any shareholding interest in the company, or
    - (ii) in the case of any other company—the person has a shareholding of more than 5% in the company.

## **CONTRACTS WITH CHIEF EXECUTIVE OFFICER**

- 51E Subject to Rule 51F, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (a) any close relative (as defined in the Registered Clubs Act and the Code) of the Secretary or a manger of the Club; or
  - (b) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act and the Code).
- 51F Rule 51E does not prevent the Club entering into a contract with any of the above persons which is:
- (a) a contract of employment; or
  - (b) results from an open tender process.
- 51G A person has a “controlling interest” for the purpose of Rule 51E in a company or body if the person has the capacity to determine the outcome of decisions about the financial and operating policies of the company or body.

## **VACANCIES ON BOARD**

52. Subject to the provisions of these Articles the members in General Meeting may by ordinary resolution of which special notice has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his/her or their period of office and may by ordinary resolution appoint another person in his/her or their stead. Any person so appointed shall hold office during such time only as the person in whose place the person is appointed would have held the same if the person had not been so removed.
53. The office of director of the Board including the President, Vice President and Commodore shall be vacated:
- (a) If he/she becomes insolvent under administration or is convicted of an offence on indictment.
  - (b) If he/she becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
  - (c) If he/she is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves that his/her office be vacated.
  - (d) If by notice in writing given to the Chief Executive Officer he/she resigns his/her office.
  - (e) If he/she becomes prohibited from being a member of the Board by reason of any order made under the Act or the Registered Clubs Act.
  - (f) If he/she ceases to be a member of the Club.
  - (g) If he/she fails to declare the nature of his interest in a contract or office or property as provided by the Act, the Code or these Articles.
  - (h) If he/she fails to undertake mandatory director training course in accordance with the Registered Clubs Act and Registered Clubs Regulation 2015.
54. (a) The Board shall have the power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy.
- (b) A person who fills a casual vacancy on the Board shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
- (c) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (ii) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

#### **GENERAL MEETINGS**

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

56. The Board may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than five (5) per centum of the members of the Club having at the date of the deposit of the requisition at the office of the Club a right to vote at General Meetings of the Club forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than two (2) months after the receipt by the Club of the requisition and in the case of such requisition the following provisions shall have effect:
- (a) The requisition shall state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
  - (b) If the Board does not within twenty-one days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them representing more than fifty per cent may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three months from the date of such deposit.
  - (c) In the case of a meeting at which a resolution is to be proposed as a special resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
  - (d) Any meeting convened under this Article by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
  - (e) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
57. Twenty one (21) days notice specifying the place day and hour of the meeting and in case of special business the general nature of that business shall be given in the manner hereinafter provided to all members entitled to attend and vote at General Meetings of the Club but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of meeting by any member unless the court on application of the member concerned, a member entitled to attend the meeting, or the Commission declares proceedings at the meeting invalid.

#### **PROCEEDINGS AT GENERAL MEETINGS**

58. The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by Section 316 of the Act and to elect in the manner hereinbefore provided the members of the Board and subject to the Act to appoint an Auditor or Auditors.
59. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum if convened on the requisition of members shall not be less than thirty (30) members present and entitled to vote and at all other General Meetings and at all Annual General Meetings shall not be less than twenty (20) members present and entitled to vote.

60. If within fifteen (15) minutes 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 other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine but such period shall not exceed 21 days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
61. The President shall be entitled to take the cat every General Meeting. If the President is not present within fifteen minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice President shall act as chairman. If the Vice President is not present or is unwilling to act then the members of the Club present shall elect a member of the Board or one of their number to be chairman of the meeting.
- 62.
- (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting shall have a second or casting vote.
  - (b) A person shall not:
    - (i) Attend or vote at any meeting of the Club or of the Board or of any committee thereof;  
or
    - (ii) Vote at any election including an election of a member or of the Board,  
as the proxy of another person.
63. At any General Meeting (unless a poll is demanded) a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 64.
- (a) If a poll is demanded it shall be taken in such manner and either at once or after the 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 the chairman or on a question of adjournment shall be taken forthwith.
  - (b) A demand for a poll may be withdrawn.

65. The chairman of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
66. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the chairman of the meeting to which it relates or by the chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

#### **ACCOUNTS AND AUDIT**

67. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
68. The books of account shall be kept at the Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.
69. The Club must, within 4 months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), report to members in accordance with Division 4 of Part 2M.3 of the Act.
70. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or such other period as giving regard to the Act, the Board may determine.
71. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

#### **CHIEF EXECUTIVE OFFICER**

72. At any time there shall only be one Chief Executive Officer of the Club who shall be appointed by the Board.

#### **SEAL**



73. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board previously given and in the presence of at least two members of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Chief Executive Officer or some other person appointed by the Board.

#### NOTICES

74. A notice of a general meeting (including the Annual General Meeting) of the Club may be given by the Club:
- (h) by displaying a notice on the Club Notice Board;
  - (i) by displaying a notice on the Club's website;
  - (j) by sending it to the electronic address (if any) nominated by the member; or
  - (k) by sending a notification to the electronic address (if any) nominated by the member advising the member that the notice of meeting is available and how the member can access the notice of meeting.
75. Any notice (other than a notice referred to in Article 74) may be given by the Club to any member either:
- (a) by displaying a notice on the Club Notice Board;
  - (b) by displaying a notice on the Club's website;
  - (c) personally;
  - (d) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to these Articles; or
  - (e) by sending it to the electronic address (if any) nominated by the member.
76. Where a notice is sent by post to a member in accordance with Article 75 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
  - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
77. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.
78. Where a notice is given by displaying a notice on the Club Notice Board or by displaying a notice on the Club's website, the notice is taken to have been given on the day on which it was displayed.

## **INDEMNITY TO OFFICERS**

76.

- (a) Every person who is or has been an officer (as defined in Section 241 of the Corporations Law) of the Club may if the directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person:
  - (i) in defending any proceedings whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted;
  - (ii) in connection with any application in relation to such proceedings in which relief is granted to that person under the Corporations Law by the Court.
- (b) Every person who is an officer (as defined in Section 241 of the Corporations Law) of the Club may if the directors so determine be indemnified; to the maximum extent permitted by law, out of the property of the Club against any liability to another person (other than the company or a related body corporate) as such officer unless the liability arises out of conduct involving a lack of good faith. This indemnity does not apply to a liability incurred before 15 April 1994.
- (c) The Club may pay a premium for a contract insuring a person who is or has been an officer of the Club against a liability:
  - (i) incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of section 232(5) or (6) of the Corporations Law; and
  - (ii) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.

## **GENERAL**

77. The Articles of Association shall be read and construed subject to the provisions of the Act, Registered Clubs Act and Liquor Act to the extent that any of the provisions in the Articles are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.