

THE COMPANIES ACT 1961

**A COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A CAPITAL DIVIDED INTO SHARES**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

CRONULLA SAILING CLUB LIMITED
ACN 000512363

P. D. MOLLER
29 MASEFIELD PLACE
CRONULLA 2230
9544-1909

NEW SOUTH WALES

No. of Company 89413

Companies Act, 1961
(Section 16(3))

CERTIFICATE OF INCORPORATION **OF PUBLIC COMPANY.**

THIS IS TO CERTIFY that:

CRONULLA SAILING CLUB is, on and from the twenty eighth day of September, 1965, incorporated under the Companies Act, 1961, that the Company is a Company Limited by Guarantee.

GIVEN under my hand and seal, at
Sydney, this twenty eighth day of
September, 1965.

F. J. O. Ryan
Registrar of Companies.

THE COMPANIES ACT 1961
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MEMORANDUM OF ASSOCIATION
OF
CRONULLA SAILING CLUB LIMITED

ACN 000 512 363

1. The name of the Company is "**CRONULLA SAILING CLUB LIMITED**", herein after called the Club.

2. The objects for which the Company is established are :

(a) To foster and promote the sport of Sailing and also to provide a Club House or Club Houses to contain club rooms, locker rooms and such other rooms as may be considered necessary or desirable for club purposes and to furnish and maintain such Club House or Club Houses. To provide and maintain other conveniences including moorings, wharves, landing stages, yacht rigging and standing areas for the use of the members for the time being of the Club or of any Club established in association therewith and to furnish and maintain the same and permit the same to be used by the members of the Club either gratuitously or upon such terms as shall be agreed on and if thought fit to manage the affairs of the Club or any of them and to do whatever may seem best calculated to promote the interests of the Club.

(b) To establish, provide facilities, resources and actively promote a sail training program for junior to senior levels from beginner to advanced.

(c) To provide all Club Members with a single race program encompassing all sailing fixtures organised or attended by the Club whether the same be onshore or offshore events.

(d) To establish a strict code of behaviour as befits a family sailing Club which ensures theft or other misconduct (whether the same be drunken, abusive, unruly or other unacceptable behaviour) provides for disqualification from membership.

(e) To acquire by incorporation or otherwise the assets of "Cronulla V.S.Sailing Club" and "Port Hacking V.J. Amateur Sailing Club Limited".

(f) To acquire the assets of "Port Hacking Ocean Yacht Club Incorporated".

(g) To promote any other athletic sports recreations and pastimes. and to promote, give or support dinners, balls and concerts and other entertainments.

(h) To hold or arrange either alone or jointly with any other association, club or persons competitions and to offer and grant or contribute towards the provisions of prizes, awards, distinctions and rewards.

(i) To subscribe to become a member of and co operate with any other association whether incorporated or not whose objects are altogether or in part similar to those of this Company, provided that the Company shall not subscribe to or

support with its funds any club, association or organisation which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Company under and by virtue of Clause 3 hereof.

(j) To purchase and/or apply for a licence or permit or other authority under such Act or Acts as shall for the time being be in force in the State of New South Wales for the purpose of selling or distributing soft drinks, intoxicating liquor, tobacco, cigarettes and other supplies and the operation of automatic machines.

(k) To purchase, take on lease or otherwise acquire any land buildings easements or property real or personal which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Company.

(l) To buy, sell, hire, make, or provide and maintain and deal in all kinds of apparatus, implements, machines, engines and other things required and all kinds of meals, food, provisions and refreshments liquid and solid which may be required by persons frequenting the Club's premises.

(m) To construct, improve, maintain, develop, work, manage, alter any buildings, grounds, works or conveniences necessary which may seem to calculated directly or indirectly to advance the Club's interest.

(n) To borrow or raise and secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon or by any Mortgage upon or over all or any of the Company's property (both present and future) and to purchase redeem or pay off any such securities.

(o) To sell and dispose of or to let and demise or lend or hire mortgage or give in exchange any land or other property real or personal belonging to the Company for such consideration and upon such terms and conditions as the Company may think fit.

(p) To invest and deal with the moneys of the Company not immediately required in such manner as the Committee may from time to time determine and from time to time to vary and realise such investments or any of them.

(q) To make donations for charitable philanthropic or patriotic purposes.

(r) To raise money by entrance fees subscriptions and charges and any other proper means and to grant any rights and **privileges to members**.

(s) To accumulate any reserve fund out of the income or otherwise for the purposes of the Company and to appropriate the same or any part thereof or any of the Company's assets to specific purposes.

(t) To draw make accept endorse discount execute and issue cheques promissory notes bills of exchange debentures or other negotiable or transferable securities of any description.

(u) To enter into partnership or into any arrangements for union of interests co operation reciprocal concession or

otherwise with any company association or club whether incorporated or not carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly benefit this company and to lend money to guarantee the contracts of or otherwise assist any such company association or club and to take or otherwise acquire shares or securities of any such company association or club and to sell re issue with or without guarantee or otherwise dispose of the same.

(v) To amalgamate with any other company association or club having objects altogether or in part similar to this Company.

(w) To enter into any arrangements with any Government or Authority, supreme, municipal, local or otherwise that may seem conducive to the Club;s objects or any of them, and to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(x) To print and publish any newspaper, periodical, books or leaflets that the Club may think desirable for the promotion of its objects.

(y) To do all such things and matters which is in the opinion of the Board of Directors in furtherance of the objects of the Company as hereinbefore set out.

The powers set forth in the Third Schedule to the Companies Act, 1961 shall not apply to the Club except insofar as they are included in this Clause 2.

3. The income and assets of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Company. Provided that nothing herein shall prevent the payment in good faith of honoraria to the Honorary Secretary, Honorary Treasurer or Honorary Solicitor for the time being and remuneration to any officers or servants of the Company or to any member of the Company or other person in return for any service 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 from any members of the Club or for reasonable and proper rent for premises demised or let by any member to the Club. Provided further that no member of the Committee or Governing Body shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration shall be given by the Company to any member of such Committee or Governing Body except repayment of out of pocket expenses interest on money lent or rent for premises demised to the Company, and the honoraria hereinbefore referred to.

4. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same have been previously submitted to and approved by the Minister of the Crown for the time being administering the Corporations Law (hereinafter called "the Minister.")
5. The third and fourth clauses of this Memorandum contain the conditions on which a licence is granted by the Minister to the Club in pursuance of Section 24 of the Companies Act, 1961.
6. The liability of the members is limited.
7. 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 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 Twenty dollars (\$20.00).
8. If upon winding up or dissolution of the Company there shall remain after satisfaction of all debts and liabilities any property whatsoever the same shall not be paid or distributed amongst the members of the Company but if and so far as effect can be given to the next provisions shall be given or transferred to some other club or institution having objects similar to the objects of the Company and which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Club under or by virtue of Clause 8 hereof or to some charitable object to be determined by the members of the Company at or before the time of dissolution and in default thereof by the Chief Judge in Equity of the Supreme Court or such other judge as may have or acquire jurisdiction in the matter.
9. True accounts shall be kept of the sums of money received and expended by the Club, and the manner in respect of which such receipt and expenditure takes place, and of the property, credit, and liabilities of the Club, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being in force, shall be open to inspection of the members. Once at least in every year, the accounts of the Club shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Companies Act, 1961.
10. The full names addresses and occupations of the Subscribers hereto are:

Alfred Robert Elliott,	10 Coronation Avenue, CRONULLA. retired.
Harold Bowness Fleming,	13 Dolans Road,CRONULLA Contractor Building
Albert Robins Jordan,	"Westella",Kingsway, CRONULLA Architectural Draughtsman.
George Oliver Campbell,	125 Peninsular Road, GRAYS POINT Machinist.
Neville Alfred Fulthorpe,	23 Cronulla Street, CRONULLA Optometrist.
Geoffrey Howard Sanders,	16 Trickett Street, CRONULLA Company Officer.
John Frederick Green,	119 Burraneer Bay Road, CRONULLA Chemical Plant Operator.
Donald Patrick Conyard,	69/75 Grays Point Road, SUTHERLAND Engineer.
James Frederick Cook,	524 Port Hacking Road, CARINGBAH Engineer.
Ronda Giles,	16 Dodson Avenue, CRONULLA

8. WE, the Subscribers are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Signature of Subscriber	Witness to Signatures
<p>A. R. Elliott H. B. Fleeting Albert R. Jordan G Campbell N. A. Fulthorpe G. Sanders John F. Green W. Conyard James F. Cook R. Giles</p>	<p>A. L. Cawsey 7 Cross Road Cronulla NSW Bank Manager</p> <p>W. Gooley 9 Rose Street Cronulla NSW Company Manager</p> <p>A. L. Cawsey 7 Cross Road Cronulla NSW Bank Manager</p> <p>W. Gooley 9 Rose Street Cronulla NSW Company Manager.</p>

DATED this

day of

THE COMPANIES ACT 1961
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ARTICLES OF ASSOCIATION
OF
CRONULLA SAILING CLUB LIMITED

1. DEFINITIONS

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

"The Corporations Law" shall mean the Corporations Law of the Commonwealth of Australia and any amendment thereof.

"The Club" means the Cronulla Sailing Club Limited.ACN 000 512 363.

"The Articles" means the Articles of Association.

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

"The Register" means the register of members to be kept pursuant to the Corporations Law.

"By Laws" shall mean and include Rules.

"Year" means the Club's financial year.

"The Board" or **"The Board of Directors"** means the Board of Directors elected in accordance with these Articles

"Member" means a person who has satisfied the criterion for membership of the club and who has paid the appropriate subscription for such membership, or is a Life Member

"In writing" and **"Written"** includes printing, typing lithography and other means of representing or reproducing words in written form in the English language.

"Month" means a calendar month.

"Notice Board" means the Board located permanently in a conspicuous position on the premises of the Club on which notices and messages (including the particulars pursuant to Sections 30(2)(a) and 39 of the Registered Clubs Act) are displayed.

"Secretary" includes Secretary Manager, Acting Secretary, Honorary Secretary or Acting Honorary Secretary.

"Special Resolution" has the meaning assigned thereto by the Act.

"Flag Officers" shall mean the Commodore, Vice Commodore and the Rear Commodore of the Club from time to time. Words implying the singular member include the plural and vice versa.

Words importing the masculine gender are, unless the context otherwise requires, to include the feminine gender.

2.1 The regulations contained in Schedule 1 Table A to the Corporations Law are excluded and shall not apply to the Club except insofar as they are repeated or contained in these Articles.

2.2 Sale of Liquor

a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person, other than a member, except to a guest 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 of 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) (b) of the Registered Clubs Act.

b) Liquor shall not be sold, supplied or disposed of on the Club premises to any person under eighteen (18) years of age.

c) A person under eighteen (18) years of age shall not use or operate poker machines on the premises of the Club.

2.3 A decision of the Board of Directors on the construction or interpretation of the Memorandum and Articles of Association or of any By Laws or Rules of the Club or on any matter arising thereout made in accordance with or consistent with the provisions of the Interpretation Act 1987 as if the Memorandum of Association and these Articles were an "Act or instrument" referred to in that Act and/or the Registered Clubs Act 1976 and/or the Corporations Law as each may be amended from time to time shall be conclusive and binding on all members of the Club.

2.4 The Club is established for the purposes set out in the Memorandum of Association.

2.5 The Club shall be a non proprietary Club

3. (a) Subject to Section 10 (6) of the Registered Clubs Act, a member of the Club, whether or not he 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

(b) Subject to 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 Club premises from the grant to the Club of, or the fact that the Club has applied for, such a certificate.

(c) The Secretary or Manager, or any employee or member of the Club shall not be entitled under the rules or otherwise of the Club 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 by the receipts of such liquor supplied or disposed of by the Club.

4.

MEMBERSHIP

The number of full members of the Club shall not exceed the maximum number permissible under the Registered Clubs Act.

4.1 A person shall not be admitted to membership of the club except as an Ordinary, Sailing, Life, Honorary, Temporary, Junior, Family or Provisional Member.

4.2 An Ordinary Member shall be a person who has made application for membership of the club and been duly admitted and has paid all subscriptions for an Ordinary Member. An Ordinary Member shall be afforded all the privileges of the club other than the right to hold office or the right to vote at a general meeting of the club.

4.3 A Sailing member shall be a person who has made an application for membership of the club and been duly admitted and has paid all subscriptions for a Sailing Member.

4.4 A Life Member shall be a person appointed in accordance with article 62.

4.5 An Honorary Member shall be a person approved by a Flag Officer and who complies with article 5.

4.6 A Temporary Member shall be a person who satisfies the criteria for Temporary Membership in article 6.

4.7 Junior members shall be persons aged under 18 years and who satisfy the Board that he wishes to participate in the sailing and/or other activities of the club.

4.8 Family members shall be the membership of an entire family, who shall have made application for membership in accordance with these Articles of Association and been duly admitted, who shall all be entitled to sail with voting rights for two members of the family only who shall be over 18 years of age.

4.9 A Provisional Member shall be a person who complies with the criteria in article 7.

The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time.

(a) The patron or patrons for the time being of the Club.

(b) Any prominent citizen or local dignitary visiting the Club.

5.1 Honorary members shall be entitled only to use 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 Board or any office in the Club or participate in the management, business and affairs of the Club in any way.

5.2 When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary members:

(a) The name in full of the Honorary member;

(b) The residential address of the Honorary member;

(c) The date on which Honorary membership is conferred;

(d) The date on which Honorary membership is to cease. **5.3**

Honorary membership may be terminated at any time by the Commodore of the club without being required to give any reason to the person whose Honorary membership is terminated but the Commodore shall report the matter and his reasons to the next meeting of the Board.

6.

TEMPORARY MEMBERS

The following persons in accordance with procedures established by the Board may be made Temporary members of the Club.

(a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of five kilometres from the Club or such greater distance as may be determined by the Board by. By Law pursuant to these Articles.

(b) 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.

(c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board 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.

(d) Any interstate or overseas visitor.

(e) Temporary members shall not be required to pay an entrance fee or annual subscription.

(f) Temporary members shall not be entitled to vote at any meeting of the club, nominate for or be elected to the board or any office in the club or participate

in the management, business and affairs of the club in any way.

(g) Temporary members shall not be permitted to introduce guests into the Club.

(h) A Director or the Secretary of the Club may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.

(i) No person under the age of 18 years may be admitted as a temporary member of the Club other than pursuant to paragraph (c) of this Article.

(j) When a Temporary member (other than a Temporary member admitted pursuant to paragraph (c) of this Article) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members.

(i) the name in full of the temporary member;

(ii) the residential address of the temporary member;

(iii) the date on which temporary membership is granted;

(iv) the signature of the temporary member.

7.

PROVISIONAL MEMBERS

(a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with these Articles seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

(b) Should a person who is admitted as a provisional member not be elected to membership of the Club within six weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.

(c) Provisional members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management business and affairs of the Club in any way.

(d) Nothing in these Articles shall prevent an applicant for membership of the Club submitting with his or her application the first year's annual subscription for the purpose of obtaining provisional membership pursuant to this Article.

(a) All members, other than Honorary, Temporary, Provisional or Junior, shall have the privilege of introducing guests to the Club and when a member brings a guest to the club, he 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 be provided by By law, nor shall he introduce any person as a guest who has been expelled from the club or who has been suspended by the Board of Directors of the club or any person whose application for membership of the club has been rejected.

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

(c) The Board of Directors shall have power to make Bylaws 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.

(d) No guest shall be supplied with liquor on the premises of the club except on the invitation of and in the company of the member.

(e) 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.

(f) 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.

ELECTION OF MEMBERS

(a) The first members of the club shall be the subscribers to the Memorandum of Association of the Club.

(b) An application for membership as a Member of the Club shall be in such form as the Board of Directors may from time to time determine, 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. The nomination form shall be signed by the candidate and by the proposer and seconder who shall both be Sailing Members (of at least 12 months duration) or Life Members of the Club.

(c) The nomination form shall be lodged with the Secretary of the Club who shall forthwith cause the name, address and occupation of the candidate and the names of his proposer and, seconder to be exhibited on the Club Notice Board for a continuous period of not less one week before the election of the candidate as a member of the Club and an interval of at least two weeks shall elapse between the proposal of a person for election and his election.

(d) All elections of members shall take place at meetings of the Board of Directors and the Secretary shall keep a record of the names of the members present and voting at such meetings. The Secretary shall cause the name address and occupation of all persons admitted to membership to be entered

in the Register of Members to be kept by the Secretary on the Club premises and the secretary shall also notify each member so admitted to membership of his admission and of the amount of all subscription dues and other moneys payable by such new member and if such amount be not paid by such new member within one month after his notice of election, his election may be declared null and void by the Board of Directors.

(e) A person shall not be admitted as a member of the Club, other than as an Honorary Member, Provisional Member or Temporary Member, unless he is elected to membership at a meeting of the Board of Directors of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.

(f) A copy of the Memorandum and Articles of Association and By laws of the Club shall be supplied to a member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or by regulation.

10. ENTRANCE FEES AND SUBSCRIPTIONS

Upon acceptance of a person as a member of the Club such member shall pay an entrance fee of ten dollars or such other amounts as the Board may from time to time determine as being the general entrance fee payable by all new members.

11. The Board of Directors may in its discretion from time to time require that any person nominated for membership of the club pay to the club with his nomination an amount equal to the entrance fee (if any) and the first annual subscription fee to be appropriated by the Club as such new members entrance fee (if any) and first annual subscription fee in the event of the election of such new member and if such person should not be accepted for membership by the management committee then such moneys shall be returned to him.

12. The entrance fees and subscriptions payable by members of the Club shall be as the Board of Directors may (but subject to these Articles) from time to time determine provided that the annual subscription payable by Sailing members shall not be less than two dollars(\$2) or such other minimum subscription provided from time to time by the Registered Clubs Act. The Club may allow annual subscriptions to be paid half yearly or on such other intervals as shall be approved of by the Board of Directors.

13. The financial year of the Club shall commence on the 1st day of May in each and every year and terminate on the 30th day of April in the following year.

14. Any candidate elected during the financial year to any class of membership shall in respect of that financial year pay one half of the annual subscription only if he shall be

elected after the expiration of six (6) months from the date of the commencement of the financial year.

15. If the annual subscription or any part thereof of any Member shall not be paid within a period of thirty (30) days from the date upon which it shall fall due for payment the Secretary shall give to the Member in default fourteen (14) days written notice of the time within which time such subscription must be paid and if the same shall not be paid within the time limited by such notice the defaulting member shall from that date be debarred from all privileges of membership he shall be disqualified by the Board from all competitions in which he is participating and may by resolution of the Board at any time thereafter and without further notice to the Member have his Membership terminated and his name removed from the Register of members.

16. The Board of Directors shall have power to make charges and levies on ordinary Members for general or special purposes. The total amount of all levies or charges made in any one year shall not exceed the annual subscription.

17. The Board of Directors of the Club shall have the right to declare that any unfinancial member lodge a further nomination for membership before being re-admitted to the Club.

18. **REGISTERS OF MEMBERS & GUESTS**

(a) The Club shall keep the following registers.

(i) A register of persons who are Ordinary, Sailing, Life, Junior or Family Members of the Club. This register shall set forth the name in full, the occupation and address of each Member and the date on which he last paid the annual fee for Membership of the Club. The register shall also have entered in it for the purposes of Section 169(7) of the Law the date at which any person who ceased to be a member during the previous seven (7) years so ceased to be a member of the club. Each member shall also be registered by number in order of election, such number to be retained for all time.

(ii) A register of persons who are Honorary Members or Temporary Members. This register shall set forth the name in full and the address of each Honorary Member and 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.

(iii) A register which (subject to the proviso to Section 30(2)(k) of the Registered Clubs Act) shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a member the name in full or the surname and initials of the given names, and the address of that guest, the date of that day and the signature of the member.

(b) Members shall advise the Secretary of the Club of any change in their address.

19.

RESIGNATION AND CESSATION of MEMBERSHIP

(a) A member may at any time by giving notice in writing to the Secretary resign from his membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.

(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 membership of the Club and any other moneys due by him at the date of cessation of his membership of the Club or for which he is or may become liable under the Memorandum of Association. Such resolution shall be without prejudice to the rights of the Club to recover such debt at law.

20.

GENERAL MEETINGS

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 of Directors but within five months of the close of the financial year. General meetings of the membership may be held at such intervals as the Board may determine.

21. 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

(i) 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.

(ii) 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 (50) per centum may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three months from the date of deposit.

(iii) In the case of a meeting at which a resolution is 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.

(iv) 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.

(v) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.

22. Subject to the provisions of the Act relating to Special Resolutions fourteen (14) days' notice specifying the place day and hour of the meeting and in the case of special business the general nature of the 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 the meeting by any member unless the Court on application of the member concerned, being a member entitled to attend the meeting, or the Australian Securities Commission declares proceedings at the meeting invalid.

23. The Secretary shall post to each member entitled to vote, at his registered address at least seven (7) days before the day fixed for the meeting, a notice setting forth the date and time and place for such meeting, any special business to be brought before the meeting and any other matters required by the Act.

24. PROCEEDINGS AT GENERAL MEETINGS

The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by Section 275 of the Act and to elect in the manner hereinafter provided the members of the Board of Directors and subject to the Act to appoint an Auditor or Auditors. To determine by secret ballot any nominations by the Board of Directors for Life Membership. To consider any other general business of which twenty eight (28) days notice in writing has been given to the Club.

25. 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 at all General Meetings and at all Annual General meetings shall be ten percent (10%) of the Club membership eligible and entitled to vote of whom at least fifty one percent (51%) shall be Sailing Members personally present.

26. If within thirty 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, and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting the members present shall form and be a quorum.

27. The Commodore of the Board of Directors or in his absence the Rear Commodore shall preside as chairman at every general meeting of the Club.

28. If there is no such chairman, or if at any meeting he is not present within thirty minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose one of their number.

29. The Chairman may, with the consent of any 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. When a Meeting is adjourned for ten 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 an adjournment or of the business to be transacted at an adjourned meeting.

30. At any General Meeting a Motion put to the vote of the Meeting shall be decided on a show of hands, unless a poll (before or on the declaration of the result of the show of hands) demanded by at least two members present in person entitled to vote and unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously or by a particular majority, or lost, an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against; that resolution. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting have a second or casting vote

31. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and unless the Meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs. A demand for a poll may be withdrawn.

32. A person shall not attend or vote at any meeting of the Club or of the Board of Directors or of any Committee thereof or vote at any election of or of a member of the Board as the proxy of another person.

33. 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.

34.

PATRONS

The Members of the Club at each Annual General Meeting may elect a Patron or Patrons from time to time. Such Patron or Patrons shall thereupon be deemed Honorary Members of the Club and subject to these Articles shall remain Honorary Members while they remain a Patron.

35. MANAGEMENT OF THE CLUB BOARD OF DIRECTORS

The business and affairs of the Club and its property, assets, rights and the custody and control of its funds shall be managed by the Board of Directors of the Club in accordance with the provisions of these Articles of Association.

36. The Board of Directors shall consist of the Commodore, Vice Commodore, Two Rear Commodores, Honorary Secretary, Honorary Treasurer and up to six General Directors. All Members of the Board, other than for no more than two of the General Directors or the Honorary Secretary or the Honorary Treasurer shall be Sailing Members who have in the three Summer sailing seasons before the annual General Meeting at which they are standing for election competed in not less than one half in each of those three seasons (excluding twilight races) of the races conducted by the Club for the class or division of boat ordinarily sailed by that member or who have for the same period acted as a sailing official of the Club or is a Life Member. The Flag Officers shall have the power in their absolute discretion to determine whether a person satisfies the criterion for election.

37. The members of the Board shall hold office until the conclusion of the Annual General Meeting in the year following the year in which they were elected, when they shall retire but shall be eligible for re election.

38. No person shall be eligible to hold any office in the Club unless his membership of the Club has been of at least twelve (12) months duration, and he is a financial member or a Life member.

39. No member of the Club shall be eligible to be nominated as a Director of the Club who:

(a) Has been cited to appear before the Board on any charge and has been found guilty of such charge within the period of twelve (12) months immediately prior to the date determined for, the next annual General meeting.

(b) At any time been convicted of an indictable offence.

(c) At the present time is under suspension and he shall not perform duties as a holder of an office or member of any committee of the Club during the period of such suspension.

The election of the Commodore, Rear Commodores, Vice Commodore, Honorary Secretary, Honorary Treasurer and six (6) Ordinary General Director members shall take place in the following manner.

(a) Nominations shall be called by the Secretary not less than twenty eight (28) days prior to the date of the Annual General Meeting. The closing date for nominations shall be fourteen (14) days prior to the Annual General meeting.

(b) Nominations shall be made in writing and signed by a proposer and a seconder and by the nominee who shall signify his consent to the nomination. A member may nominate for, but not hold, more than one office.

(c) A list of the candidates so nominated with the proposers' and seconders' names shall be posted on the Club's Notice Board for at least seven (7) days immediately preceding the Annual General Meeting.

(d) If there are less candidates nominated for the office of Ordinary General Director Member than the number of vacancies for those offices, the Chairman of the Annual General Meeting shall declare elected the candidate or candidates nominated and the members of the Club present at the Annual General Meeting and entitled to vote at an election of the Board may with the consent of the candidate or candidates elect an eligible candidate or eligible candidates to fill the remaining vacancy or vacancies as the case may be.

(e) If there is more than one candidate nominated for the position of Commodore, Rear Commodore, Vice Commodore, Honorary Secretary, Honorary Treasurer or if there are more candidates nominated for the office of Ordinary General Director member than the number, a ballot or ballots shall be conducted in the manner hereinafter provided.

(f) A balloting list shall be prepared containing in each section the names of the candidates for the offices to be voted on and each member present at the Annual general Meeting and eligible to vote shall be entitled to vote for any number of any such candidate not exceeding the number of vacancies.

(g) The Chairman shall appoint a Returning Officer to take charge of any such ballot and not less than two Assistant returning Officers who shall also act as scrutineers of the ballot. Neither the Returning Officer or Assistant Returning Officers shall be candidates in the election.

(h) The Returning officer shall supervise the examination of completed ballot papers and the counting of votes. After the ballot is closed he shall report the results of the ballot at the Annual General Meeting.

(i) The , Returning Officer shall record the name of each member of the Club to whom the ballot paper is given and shall satisfy members that such person is entitled to vote on the election.

(j) The decision of the Returning Officer of the validity as to any ballot paper shall be final.

(k) Votes recorded in favour of a candidate who has been elected to a higher office and who is also a candidate for a lower office shall not be counted in the ballot for the lower office. For the purposes of this Article the following shall be

the order of office: Commodore, Rear Commodore, Vice Commodore, Honorary Secretary, Honorary Treasurer and Ordinary General Director member.

(1) The Returning Officer shall report the result of the ballot to the Chairman of the Annual general Meeting who shall declare the candidates who the report states as having been elected to office.

(m) In the event of any candidates at any ballot receiving an equal number of votes, the Chairman may, at his discretion, re submit the candidates to a further election on the floor of the Annual General Meeting, or he may determine the ballot by his additional or casting vote.

41. The Board may from time to time make such regulations consistent with these rules as they think necessary for the conduct of any election and all matters in connection therewith. Any regulation so made may be set aside by resolution of the Club at a General Meeting subject to the notice of intention to propose such resolution having been given.

42. The members of the Management Committee and Sub Committees holding office at the date of the resolution adopting these Articles shall, subject to these Articles with the exception of Article 35, hold office until the declaration of the result of the ballot for the election of the Board of Directors at the first Annual General Meeting to be held after the date of the resolution adopting these Articles, when they shall retire but shall, subject to these Articles, be eligible for re election.

43. The Board of Directors holding office at the date of the resolution adopting these Articles shall resign their position as Directors of the Club and their powers of management of the Club, subject to these Articles, shall be transferred to the members of the Management Committee holding office at the date of the aforementioned resolution.

44. **VACANCIES ON THE BOARD**

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 or their period of office and may by ordinary resolution appoint another person or persons in his or their stead. Any person so appointed shall hold office during such time only as the person whose place he is appointed would have held the same if he had not so removed.

45. The office of a member of the Board and of any Sub-committees shall ipso facto be vacated:

(a) If he becomes insolvent under administration or is convicted of an indictable offence.

(b) If he 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 is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board and the Board resolves that his office be vacated.

(d) If by notice in writing given to the Secretary he resigns his office.

(e) If he ceases to be a member of the Club.

(f) If he becomes prohibited from being a director of a company by reason of any order made under the Act.

(g) If he holds any office of profit under the company.

(h) If he fails to declare the nature of his interest in a contract or office or property as provided by the Act.

(i) If he becomes an employee of the Club.

46. (a) The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. the person so appointed shall hold office only until the conclusion of the following Annual General meeting.

(b) 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 purposes 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.

47. SUSPENSION AND EXPULSION

If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum of Association of the Club or of these Articles or of the By Laws of the Club or be in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct within or without the precincts of the Club which in the opinion of the Board is unbecoming of a member or which shall render him 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 erase his name from the register of members provided that:

(a) Such member shall be notified of any charge against him pursuant to this Article by notice in writing by a prepaid letter posted to his last known address at least fourteen clear days before the meeting of the Board at which such charge is to be heard. A similar notice shall be sent to the accuser (if any).

(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 Board may, and shall if requested so to do by the person charged or the accuser(if any) at least seven days before the date of the hearing, cause a notice to be sent to any other member to appear and give evidence.

(d) The Board may on the date fixed for hearing proceed to take evidence and may if thought fit adjourn the hearing to a future date and it shall not be

necessary to give notice of adjournment to any party concerned.

(e) The voting by the members of the Board present at such meeting shall be 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.

(f) 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 but having regard to any representations made to it in writing by the member charged.

(g) Any decision of the Board at such hearing or any adjournment thereof shall be final, subject to (h) hereof, and the Board shall not be required to assign any reason for its decision.

(h) Any member against whom a penalty of suspension or expulsion has been imposed by the Board pursuant to this Article may appeal to a General Meeting of the Club against such decision of the Board.

(i) Any member exercising his right of appeal pursuant to (h) hereof shall deliver a notice in writing to that effect to the Secretary within seven (7) days of receiving written notice signed by the Secretary of such penalty in accordance with the giving of notice under these Articles.

(j) Upon receipt of a notice of appeal the Club shall call a General Meeting of Members as soon as practicable but in any event within sixty (60) days of receipt of such notice and the Board may (subject to these Articles) make such rules, procedures and By Laws as are appropriate to the matter at hand and the preservation of natural justice which shall include the members' right to call witnesses and to be heard.

(k) on any appeal pursuant to (h) hereof the General Meeting shall determine both guilt and penalty by secret ballot and by separate resolutions on each count which must be carried by a majority of two thirds of those members present and voting.

48. Notwithstanding the foregoing, the Commodore or Secretary/Manager (if one is employed) shall have power upon a complaint or charge being made against any member to forthwith suspend such member from membership of the Club until he may after making preliminary inquiries make a full report to the Board. The Board may after consideration of such report continue such suspension until the complaint or charge has been dealt with in a manner hereinbefore provided.

49. POWERS OF THE BOARD OF DIRECTORS

The Board of Directors, hereinafter called the Board, shall be responsible for the management of the business and affairs of the Club.

50. The Board may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association or otherwise authorised to exercise and to 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 of Association. In particular, but without derogating from their general powers hereinbefore conferred, the Board shall have power from time to time:

(a) To delegate any of its powers to Committee or SubCommittees consisting of such member or members of its body and/or such Members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any Committee so formed or Member 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 Commodore 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 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.

(b) To make such By Laws not inconsistent with the Memorandum and Articles of Association of the Club as is 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 Club premises.

(iv) The control and management of all competitions.

(v) The conduct of members.

(vi) The privileges to be enjoyed by each category of Members.

(vii) The relationship between Members and Club employees.

(viii) And generally all such matters as are commonly the subject matter of the 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 and the Memorandum and Articles of Association by suspension from enjoyment of the Club 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 thinks 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 provided however any proposal to purchase, lease, sell, borrow money, mortgage or charge the Club's property or any part thereof or to issue debentures

and other securities whether outright or as security for any debt liability or obligation of the Club must be approved beforehand by an Annual or General Meeting of Members of the Club.

(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 and from time to time to vary or realise such investments pursuant to Clause 2(p) of the Memorandum of Association.

(i) From time to time at its discretion but subject to (e) hereof 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 sums 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. 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, plant, equipment or other goods or chattels but not including land or buildings belonging to the Club.

(k) To lease any property of the Club and with the prior approval 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.

(l) (i) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary 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 determine the duties; pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.

(m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Articles.

(n) To authorise and arrange such repairs and maintenance of the Club's premises or facilities that may, as determined by the Board, be required to ensure

that the function appearance and value of the Club's premises or facilities are maintained at all times.

51. 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, Provided that any rule, regulation or By Law of the Club made by the Board may be disallowed by the Club in General Meeting.

52. PROCEEDINGS OF THE BOARD

The Board shall hold a meeting for the despatch of business at least once in every calendar month of the year and minutes of all proceedings, resolutions and a record of all members of the Board shall be kept and entered in a book provided for the purpose. The Board may adjourn and otherwise regulate its meetings as it thinks fit.

53. The quorum for meetings of the Board shall be six (6) members personally present.

54. The Commodore shall preside at every meeting of the Board or in his/her absence the Rear Commodore. In the event of them being absent from any meeting of the Board or being unwilling or unable to act the Directors present may elect one of their number to be Chairman.

55. The Commodore may at any time and the Secretary shall on the requisition of not less than two members of the Board convene a meeting of the Board, provided that no business shall be transacted at such Board meeting unless forty eight (48) hours due notice in writing specifying the time and place of such meeting has been given to each Director Member.

56. Subject to express provisions to the contrary in the Articles or any Act, questions arising at any meeting of the Board shall be decided by a majority of votes and in the case of any equality of votes, the Chairman shall have a second or casting vote.

57. All acts done by any meeting of the Board or of a Sub Committee or by any person acting as a member of the Board or any Committee shall, notwithstanding that it is afterwards discovered that there was some defect in such member or person acting as aforesaid, or that the members of the Board or Sub-Committee 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 such Board or Committee.

58. A resolution in writing signed by all the 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.

59. At its first meeting following the Annual General Meeting the Board may delegate such of its powers to such Sub-Committees of the Club as it thinks fit and any Sub Committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed by the Board.

60. No Director shall be disqualified by reason of his 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 voided nor shall any Director so contracting or being so interested be liable to account to the Club for any profits 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 interest at a meeting of the Board of Directors of the Club and it shall be the duty of the Secretary to record such declaration in the any declaration pursuant to Section 231 of the Act 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 in respect of any matter arising thereout, and if he does so vote his vote shall not be counted.

61. 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.

62.

LIFE MEMBERS

Life Members being distinguished persons or persons who have rendered conspicuous service to the Club may be elected by the members in General meeting on the prior recommendation of the Board of Directors and shall, without payment of subscriptions have all the privileges of Sailing Members.

63.

THE SEAL

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 (2) 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 Secretary or some other person appointed by the Board and such attestation shall be sufficient evidence of the authority to affix the Seal.

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.

65. The books of accounts shall be kept at the Registered Office of the Club or 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 Club and any other persons authorised or permitted by or under the Act to inspect such records.

66. (a) The Board shall not less than fourteen (14) days before each Annual General Meeting send a copy of all the accounts required under Section 292 and 293 of the Act that are to be laid before the Club at the meeting, accompanied by a copy of the statement required under Section 301 of the Act, a copy of the Directors' report required under Section 304 Of the Act and a copy of the Auditor's report required under Section 332 of the Act, to all Members of the Club entitled to attend and vote at the Annual General Meeting.

(b) The Directors' report referred to in (a) shall include particulars of the number of members registered in the Register of Members at the end of the financial year to which the report relates.

67. The financial year of the Club shall commence on the first day of May and end on the last day of April in each year or such other period as having regard to the Act, the Board may determine.

68. Auditors may be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

NOTICES

A notice may be given by the Club to any member either personally or by sending it by post to him to 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 and receiving 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 a notice and to have been effected in the case of a notice of a meeting at the expiration of twenty hour hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

70. If a member has no registered address within the State and has not supplied to the Club an address within the State for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood

of the registered office of the Club shall be deemed to be duly given to him at noon on the day on which the advertisement appears.

71. Notices of every General Meeting shall be given in the manner hereinbefore authorised to every member except those members who (having no registered address within the State) have not supplied to the Club an address within the State for the giving of notices to them. No other persons shall be entitled to receive notices of General Meetings.

72 .

INDEMNITY

Every officer (as defined in Section 241(4) of the Act) of the Club and every Auditor of the Club shall be indemnified out of the assets of the Club against any liability incurred by him in his capacity as Officer or Auditor 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 under the Act granted to him by the Court in respect of any negligence, default, breach of any duty or trust.

73.

WINDING UP

The Club shall be wound up voluntarily whenever a special resolution is duly and properly passed requiring the Company to be so wound up, and shall be so wound up in accordance with Clause 8 of the Memorandum of Association of the Club or the provisions of the Act.

74 .

GENERAL

The Articles of Association shall be read and construed subject to the provisions of the Registered Clubs Act and 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.

WE, the several persons whose names and addresses are subscribed being subscribers to the Memorandum of Association, hereby agree to the foregoing Articles of Association.

DATED this _____ day of _____

Names, Addresses and Descriptions of Subscribers	Witness to Signatures
<p>A. R. Elliott 10 Coronation Avenue Cronulla - Retired</p> <p>H. B. Fleeting 13 Dolans Road Cronulla - Building Contractor</p> <p>Albert R. Jordan Westella Kingsway Cronulla - Draughtsman (Arch.)</p> <p>G. Campbell 125 Peninsular Road Grays Point - Machinist</p> <p>N. A. Fulthorpe 23 Cronulla Street Cronulla - Optometrist</p> <p>G. Sanders 16 Trickett Street Cronulla - Company Officer</p> <p>John F. Green 119 Burraneer Bay Road Cronulla - Chemical Plant Operator</p> <p>W. Conyard 69 Grays Point Road Grays Point - Engineer</p> <p>James F. Cook 524 Port Hacking Road Caringbah - Engineer</p> <p>Ronda Giles 16 Dodson Avenue Cronulla</p>	<p>A. L. Cawsey 7 Cross Road Cronulla N.S.W. Bank Manager</p> <p>W. Gooley 9 Rose Street Cronulla Company Manager</p>

Alterations