

THE CORPORATIONS LAW

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

SYDNEY FLYING SQUADRON LIMITED

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DEFINITIONS

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

"The Act" means the Corporations Law as amended from time to time or any enactment which replaces the Corporations Law.

"The Annual General Meeting" means the General Meeting held each year as required by the Act and these Articles.

"Board" means the members for the time being of the Board of Directors as constituted in accordance with these Articles.

"The by-laws" means the by-laws of the club for the time being in force.

"The Club" means the abovenamed company.

"Notice Board" means the board or boards provided in Club premises in which notices for the information of members are posted.

"Month" means calendar month.

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

"The Register" means the register of members kept pursuant to the Act.

"in writing" or "writing" include printing lithography and other modes of reproducing or representing words in a visible form.

"Secretary" includes Acting Secretary.

Words importing the singular number only include the plural and vice versa. Words importing a gender include and other gender.

2. The regulations contained in Table "A" of Schedule One of the Corporations Law shall not apply to the club except in so far as they are repeated or contained in these Articles.

MEMBERS

3. (a) The numbers of members which the club proposes to be registered is Six thousand two hundred and fifty (6,250) but the Board may from [time] to time register an increase of numbers.
- (b) Any person having attained the age of eighteen (18) years and having an interest in the encouragement and promotion of the club and its objects shall be eligible for membership of the club.

MEMBERSHIP

4. The membership of the club shall be divided into the following classes:-
 - (a) ORDINARY MEMBERS shall be those persons who were ordinary members as at the Annual General Meeting each year. After that date all applicants for membership shall be elected social or junior members as applicable.
 - (b) SAILING MEMBERSHIP shall be those sailors actively involved in sailing at the Sydney Flying Squadron Limited and shall become Ordinary Members after a period of twelve (12) months from acceptance of their membership.
 - (c) SOCIAL MEMBERSHIP will be granted to all persons accepted for membership (except junior members) the Board of Directors or its designated membership committee and who pay all fees due in respect of membership application. Social members will automatically transfer to ordinary membership status after three (3) years continuous membership,
 - (d) JUNIOR MEMBERSHIP will be granted to all applicants on the approved membership form who have not reached their 18th birthday at the date of application for membership and who have been approved by the Board of Directors and who have paid all fees due in respect of the membership application. A junior member of five (5) years continuous junior membership will transfer to ordinary member status on attaining his 18th birthday subject only to approval by the Board of Directors. Junior members with less than five (5) years continuous membership status will transfer automatically to social member status and after a two (2) year period as a Social Member or five (5) years continuous membership whichever is the earlier may apply for transfer to an Ordinary Member. The Board of Directors will determine the application for transfer of membership status.

No person under the age of eighteen (18) years other than Junior Racing Members shall be admitted as a member of the club.

- (e) LIFE MEMBERS shall be those persons who were honorary life members as at the Annual General Meeting each year and such other ordinary members who have rendered outstanding service to the sailing of, or administration of, any class of sailing boat registered to sail with the Sydney Flying Squadron Limited, and who has been a continuous member of the Sydney Flying Squadron Limited, for a continuous period of ten (10) years or longer, and deemed worthy of Honorary Life Membership.

Nominations for Life Membership will be received by the Board of Directors who will recommend to the Annual General Meeting the candidature of members for Honorary Life Membership. Nominations for Honorary Life Membership shall be lodged with the Secretary fourteen (14) days prior to the Annual General Meeting.

- (f) HONORARY MEMBERSHIP may at the discretion of the Manager, or nominated representative of the Board, be conferred on the following:
- (i) Visiting members of other sailing squadrons or sailing clubs which said squadron or club is engaged in a race or competition with the club.
 - (ii) Any prominent citizen visiting the club for a special occasion.
 - (iii) Overseas country or interstate visitors for the duration of such visit or one month whichever shall first expire.
 - (iv) Members of other clubs visiting the club for the purpose of taking part in a competition or function being held in club premises.

Honorary Membership shall be limited to a period of one month but may be countermanded by the Board, or its representative, at any time.

No persons shall be allowed to become honorary or temporary members of the club or be relieved of the payment of the regular subscription except those possessing the qualifications defined in these rules and subject to the conditions and regulations prescribed herein. The Board or its representatives(s) shall have power to cancel the honorary membership of any person at any time and without assigning any reason.

ADMISSION TO MEMBERSHIP

5.
 - (a) Candidates for Membership of the club shall be proposed by one and seconded by another member the club. Every nomination shall be made in writing and shall give the full name and the address of the candidate and shall be signed by the candidate and his proposer and seconder and shall be in such form as the Board shall from time to time require.
 - (b) Every nomination for membership shall be lodged with the Secretary.
 - (c) Particulars of the nomination for membership shall be posted by the Secretary on the notice board in a conspicuous place in the club premises and shall remain posted for at least fourteen (14) days prior to being submitted to the Board.
 - (d) The election of members shall be by the Board at a meeting or, meetings duly convened. The Board may reject any application for membership without assigning any reason for such rejection.
 - (e) The application for membership shall contain a declaration that the applicant has read and if admitted as a member, agrees to be bound by the memorandum and articles of association of the club.
6. The application shall be submitted to and maybe approved or rejected by the Board at a meeting of the Board and if approved the candidate shall be elected a member of the club by a resolution of the Board and a record shall be kept by the secretary together with the minutes of the Board Meetings of the names of the members present and voting by members when membership applications are submitted. The Board shall not be bound to give any reason for rejection of any application.
7. On the election of a member the Secretary shall give to such member notice of his election and shall issue with such notice an account for the fees and subscriptions if same have not already been paid and such account shall specify the due date of payment.
8. Every person elected to membership and informed of his election as directed by the foregoing article shall be deemed to agree to pay the entrance fee and annual Subscription and other fees and charges as prescribed in the Memorandum and Articles of Association of the club and to be bound by the Memorandum and Articles of Association of the club and by the club's by-laws from time to time in force and the payment of the said entrance fee and/or the said subscription shall be conclusive evidence of such agreement.

9. Every person elected to membership shall be required to pay within one (1) month of the date of notice of election the fees and/or subscription specified in the account rendered to him with the notice of election failing which payment the election may be declared null and void.
10. Ordinary members and life members shall be the only members eligible to vote at general meetings and/or be eligible to stand for or be elected to the Board.

REGISTER OF MEMBERS

11. Every member shall on becoming a member furnish to the Secretary particulars of his address and occupation if those particulars have not already been stated on the nomination for membership and shall notify the Secretary in writing of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices .
12. The Secretary shall keep in the club's premises a Register of members setting forth the full name occupation and address of each member and setting out the date of the latest payment by each member of his subscription and the date at which the name of each member was entered in the register and the date at which any person who ceased to be a member during the past seven {7} years so ceased to be a member.

CESSATION OF MEMBERSHIP

13. A member at any time by giving notice in writing to the Secretary may resign his membership of the club but shall continue to be liable for any entrance fee or annual subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding ten dollars (\$10.00) or such other sum as determined by the Board from time to time.

SUSPENSION OR EXPULSION

14. The Board shall have power to suspend either for a fixed period or indefinitely or to expel any member if in its opinion:
 - (a) his conduct is in breach of these articles or any by-law or regulation made thereunder or is detrimental to the reputation and interests of the club or is likely to bring the club into disrepute or contempt; or

- (b) his membership was obtained by improper means or without the required qualifications; or
 - (c) he is not desirable as a member of the club; or
 - (d) he has knowingly introduced any person into the activities of the club who has been expelled from or has been refused membership or admission to the club.
15. (a) The President or the Board's nominated representative(s) or any two (2) members of the Board, may reprimand or suspend for any period not exceeding five (5) clear days and if necessary effect the removal of any member who in their opinion has rendered himself liable to be dealt with by the Board under paragraph (a) of Article 14.
- (b) The person or persons so reprimanding or suspending any member shall forthwith report the facts and circumstances to the Secretary in writing and he/she shall then convene a meeting of the Board to be held not more than fourteen (14) clear days later or at the next general meeting of the Board thereafter to consider the matter and to determine what further action (if any) shall be taken.
- (c) Subject to these articles the Board may deal with the matter in such manner as it thinks fit and pending its decision the Board may lift or continue its suspension.
16. The Board shall only deal with any charge against a member under Article 14 at any meeting convened for that purpose and such member shall be given reasonable notice in writing specifying the time and place at which he /she may be heard in their defence and at such meeting a member shall be given a reasonable opportunity of stating their defence either orally or in writing.
17. No member against whom a charge has been made or who has been called on to show cause why he shall be suspended or expelled shall be entitled to commence or prosecute any action or suit against the club or members of the Board in respect of such charge, suspension or expulsion or removal or legal proceedings for defamation against any member of the club who gave evidence (orally or in writing) or exercised any power or duty as a member or executive member of the Board it being a condition of membership of the club that all complaints notices letters evidence and other matter arising under or incidental to any complaint and the hearing and determination thereof and all proceedings and utterances at general and Board meetings held in connection therewith shall be privileged and protected accordingly and should any action or legal proceedings be taken as aforesaid this Article shall be pleaded as an absolute bar thereto PROVIDED THAT this Article

shall not protect any person against the legal liability (if any) for making with express malice a statement false to the knowledge of such person.

18. Any person who has been expelled or who has resigned from membership of the club shall be admitted as a member only in accordance with the provisions of these Articles for election of members.
19. No member of the Board who was personally involved in an incident leading to removal suspension or expulsion proceedings shall take part in the deliberations of the Board when it is making its decision.
20. The Board shall apply the rules of natural justice:
 - (i) by informing the person accused of the nature of the accusation made,
 - (ii) by giving him an opportunity to state his case, and
 - (iii) by acting in good faith and with proper motives.

ENTRANCE FEE AND SUBSCRIPTION

21.
 - (a) The entrance fees annual subscriptions and other annual fees or charges payable by any class of members the amount thereof and all other matters pertaining thereto not specially provided for in these articles shall be such as shall from time to time be prescribed by the Board provided that the annual subscription shall not be less than two dollars (\$2.00).
 - (b) All annual subscriptions shall be paid annually in advance.
 - (c) Notwithstanding any provision contained elsewhere in these articles, where a member is admitted to membership during the second half of a membership year, the Board will charge such member the normal entrance fee, but may in its discretion reduce such member's annual subscription for that year to such an amount as it sees fit.
22. The annual subscription shall fall due on the first day of October each year.
23. If any fee or subscription or call or charge or any instalment thereof shall remain unpaid for a period of one (1) month after it becomes due the Board

may remove from the register the name of such member without further notice to such member and he will cease to be a member.

GENERAL MEETINGS

24. A general meeting shall be held once in every calendar year at such time (not being more than fifteen (15) months after holding of the last preceding general meeting) and at such place as may be determined by the Board.
25. The abovementioned general meeting shall be called annual general meetings; all other meetings shall be called general meetings.
26. The Board may whenever they think fit and shall upon a requisition made in writing by not less than thirty (30) members entitled to vote at general meetings convene a general meeting.
27. A requisition made pursuant to Article.26 shall state the objects of the meetings and shall be signed by the requisitionists and addressed to the Secretary and may consist of several documents in like form each signed by one or more requisitionists.
28. If the Board does not within twenty-one (21) days from the date of deposit of the requisition proceed duly to convene a general meeting the requisitionists or any of them representing more than one half of the number of such requisitionists may themselves convene a general meeting but any meeting so convened shall not be held after the expiration of three (3) months from the date of deposit of the requisition.
29. Fourteen (14) days notice at the least (exclusive of the date on which the notice is served but inclusive of the date for which the notice is given) specifying the place, day and hour of meeting shall be given to every member of the club having a right to attend and vote thereat.
30. The accidental omission to give notice of a general meeting to or the non-receipt of notice of a general meeting by any member shall not invalidate the proceedings at any general meeting.
31. The quorum for a general meeting shall be not less than fifty (50) members present and entitled to vote or ten per centum (10%) of members entitled to vote on the register (whichever shall be the less) and no business shall be transacted at any general meeting unless a quorum of members is present when the meeting proceeds to business. No member shall be entitled to be

present or vote at any meeting or to address the meeting of the club or to be elected to any office unless he shall have paid all entrance fees and annual subscriptions and all other monies due to the club at the time of such meetings.

32. The President shall be entitled to take the chair at every general meeting or in his absence a Vice-President. Should neither be in attendance or if they are unwilling to act the members present shall choose one of their number to be chairman of the meeting.
33. If within thirty (30) minutes from the time appointed for the general meeting a quorum is not present the general meeting if convened upon a requisition of members shall be dissolved and 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 general meeting a quorum is not present within thirty (30) minutes from the time appointed, for the general meeting the members present shall be a quorum.
34. 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.
35. When a meeting is adjourned for fourteen (14) days or more notice of the adjournment shall be given as in the' case of an original meeting.

Save as aforesaid it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting.
36. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least ten (10) members entitled to vote and unless a poll is so 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 if not carried by a particular majority and an entry to that effect in the book of the proceedings of the club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn at the meeting at which the demand was made. The poll may be taken by voting papers.

37. If a poll is duly demanded it shall be taken in such manner and at such time and place as the chairman of the meeting shall direct and either at once or after an adjournment and the result of the poll shall be deemed to be the resolution of the meeting of which the poll was demanded.
38. In the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
39. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
40. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

BOARD OF DIRECTORS

41. The Board of Directors of the club shall consist of:

President
Two Vice-Presidents
Honorary Secretary
Assistant Honorary Secretary
Honorary Treasurer
Assistant Honorary Treasurer
Commodore
Vice-Commodore

The President, one Vice-President, the Commodore, the Vice-Commodore and at least one other Director shall be persons who are or have been engaged in sailing eighteen foot or twelve foot skiffs, or involved in the administration thereof, and the Board of Directors at the time nominations are received shall rule on the eligibility of persons to qualify as such office bearers.

42. No person who is not an ordinary member or a life member of the club shall be appointed as director.

ELECTION OF DIRECTORS

43. The Board of Directors shall be elected annually at the annual general meeting from persons nominated as hereinafter provided.
44. (a) Not less than fourteen (14) days before the day fixed for the Annual General Meeting nomination for the offices of Directors shall be delivered to the Secretary.
- (b) Out of the persons nominated the general body of ordinary members shall elect the Directors for a period of twelve (12) months next ensuing.
45. (a) Nominations for election of the Directors shall be made in writing and signed by two (2) ordinary members of the club and by the nominee who shall also signify his consent to the nomination.
- (b) The Secretary shall immediately after receiving nominations post the names of the candidates and their proposer on the notice board and if so directed by the President shall notify the ordinary members by mail of the names of the candidates and their proposers.
- (c) If the full number of candidates for the positions of Directors is not nominated as prescribed additional nominations may with the consent of the nominee or nominees be made at the meeting. If there be more than the required number nominated an election by ballot of the ordinary member shall take place but if there be only the requisite number nominated the chairman shall declare those nominated duly elected.
46. An election by ballot of the members of the Board of Directors shall be conducted in such manner as may be determined by the Board of Directors.

CASUAL VACANCIES IN BOARD OF DIRECTORS

47. Any casual vacancy or vacancies which may occur in the Board of Directors may be filled by the Directors and the person or persons appointed shall hold office until the next Annual General Meeting when he or they shall retire but shall be eligible for re-election.

VACANCIES IN BOARD OF DIRECTORS

48. (a) If any Director shall die or shall fail to attend a regular Board meeting for three (3) consecutive meetings without leave of absence or if he shall resign or shall cease to be qualified under the provisions of these articles hereof or if he shall become bankrupt or of unsound mind his office shall be declared vacant by the Board and he shall ipso facto cease to be a Director and the Board may appoint a successor to hold office until the next election by the Annual General Meeting and until such appointment is made the continuing Directors may act notwithstanding such vacancy.
- (b) The club may by special resolution carried by a two-thirds majority at an extraordinary General Meeting remove any Director or all the Directors before the expiration of his or their period of office and appoint another or other Director or Directors as the case may be in his or their place. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.

POWERS AND DUTIES OF BOARD OF DIRECTORS

49. The business and general affairs of the club shall be under the management of the Board of Directors which shall have full control of the property of the club and absolute authority subject to the Memorandum Of Association regarding its disposition and in the conduct and administration of all the affairs and business of the club including the rights and privileges of members in respect of the club except in so far as it otherwise expressly provided by these articles. In particular but without derogating from the general powers hereinbefore conferred the Board shall have power from time to time:
- (a) to appoint among its members of the club sub-committee for any purpose whatsoever which from time to time it may think desirable and to delegate to any such sub-committee such powers as it may think fit (and any such appointment or delegation from time to time revoke or alter). Unless otherwise specified in the minutes of the Directors appointing the sub-committee the quorum of all sub-committees shall consist of a majority of the members of such sub-committee and all such sub-committee meetings must be held within the club premises. The President shall be empowered to participate in any such sub-committee so formed.
- (b) to make such by-laws rules or regulations (other than sailing regulations) not inconsistent with the 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 effect and property and for the benefit convenience comfort and well-being of the members of the club and to amend or rescind from time to time any such by-laws rules and regulations.

- (c) to enforce the observance of all by-laws rules and regulations by suspension from enjoyment of club privileges or any of them or otherwise as the Board thinks fit.
- (d) to appoint any delegate or delegates to represent the club for any purpose with such powers as may be thought fit.
- (e) to engage appoint control remove discharge suspend and dismiss such managers secretaries officers representatives agents and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration but no payment of part payment of any secretary manager or other officer or servant of the club shall be made by way of commission or allowance from or upon the receipts of the club for liquor supplied.
- (f) to purchase or otherwise acquire for the club any property rights or privileges which the club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (g) to secure the fulfillment of any contracts for engagements entered into by the club by mortgaging or charging all or any of the property of the club as may be thought fit.
- (h) to institute, conduct, defend, compound or abandon any legal proceedings by or against the club or its officers or otherwise concerning the affairs of the club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the club to arbitration and to observe and perform the award.
- (i) to determine who shall be entitled to sign or endorse on the clubs behalf contracts receipts acceptances cheques bills of exchange promissory notes and other documents or instruments.
- (j) to invest and deal with any of the moneys of the club not immediately required for the purposes of the club upon such securities and in such manner as the Board may think fit and from time to time vary or realise such investments.
- (k) from time to time at its discretion to borrow or secure the payment of any sum(s) of money for the purpose of the club and to raise or secure the payment of such sum or sum(s) 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 clubs property both present and future or not charged or by any mortgage charge or other security upon or over all or any part of the clubs 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.

- (l) to sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the club and to let any property of the club and with the sanction of a General Meeting of the club to lease demise 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 ALWAYS the power to lease let or demise shall not be exercised with respect to any part of the clubs premises which may be registered under the provisions of the Liquor Act 1912 as amended without the consent of the Licensing Court being obtained.
 - (m) to fine caution or suspend for such period as it thinks fit any member who shall willfully infringe any provision of the Memorandum and Articles of Association or of the by-laws rules or regulations of the club or who shall in the opinion of the Director be guilty either in or out of the club premises of conduct unbecoming of a member or prejudicial to the interests of the club.
 - (n) To impose any restrictions of limitations on the rights and privileges of members honorary members and visitors relating to the use by them of the club premises and/or any amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.
50. Any by-law rule or regulation made under these Articles shall come into force and be duly operative upon the posting of an appropriate notice containing such by-law rule or regulation on the notice board.
51. The business and affairs of the club and all its funds property assets and rights shall be managed by the Board who may exercise all such powers of the club as are not[ed] by the Registered Clubs Act, 1976 (as amended) or these Articles required to be exercised by the club in general meeting subject nevertheless to these Articles and to the provisions of that Act. The Board may from time to time make by-laws for the conduct of the business and affairs of the Club.
52. The Board shall cause minutes to be made in book provided for the purpose and kept by the Secretary:
- (a) of all appointments made by the Board,

- (b) of all resolutions and proceedings at all meetings of members of the club and of the Board and of any sub-committee,
 - (c) of all meetings at which any person is admitted to membership and there shall be recorded therein the names of the members present and voting at such meetings.
53. All acts done at any Board meeting or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or Directors or that they or any of them were disqualified by as valid as if every such person had been duly appointed and was qualified to be a Director.
54. No Director shall receive any remuneration for this services in his capacity as a Director.

BORROWING POWERS

55. The Board may from time to time at its discretion raise or borrow any sum of money for the purpose of the club.
56. The Board may secure the repayment of monies raised or borrowed pursuant to the preceding Article by mortgage of all or any part of the property rights and undertakings of the club or by the issue of debentures or debenture stock of the club charged upon all or any part of the property of the club either present or future or in such manner and upon such terms and conditions as the Board may think fit.
57. Every debenture or other security created by the club may be so framed that the same shall be assignable free from any equities between the club and the original or any intermediate holders. Any debentures bonds or other securities may be issued at a discount premium or otherwise.

PROCEEDINGS OF BOARD OF DIRECTORS

58. (a) The Board shall meet at least once in every month for the transaction of business. Minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The President may at any time and the Secretary shall upon the request in writing of two (2) Directors convene a Meeting of the Board.
- (b) The Board of Directors at the first meeting following the Annual General Meeting shall elect two (2) of their members as Chairperson

and Deputy Chairperson, who shall continue until the subsequent Annual General Meeting, unless otherwise resolved by the Board.

- (c) Five (5) Directors shall constitute a quorum. If a quorum be not present within thirty (30) minutes of the time fixed for the meeting 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 (30) minutes from the time appointed for the meeting the members present shall be a quorum.
59. The Board members shall meet for the dispatch of business as provided for in these articles. They will adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. Any two (2) board members may and the Secretary on the requisition of two (2) board members shall at any time summon a meeting of the Board. Minutes of all resolutions and proceedings of the Board shall be entered in a book to be provided for the purpose.
60. At all meetings of Board members the President or in his absence a Vice-President shall be chairman. In the absence of the President and Vice-President the Board members present may elect one of their number to be chairman.
61. Unless otherwise provided in these articles the Board may delegate any of their powers to boards consisting of such Board member as it thinks fit; any board so formed shall in the exercise of the powers so delegated conform to any regulations or conditions that may be imposed on it by the Board.
62. The meetings and proceedings of any board constituted under the preceding Article consisting of two (2) 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 any regulations made by the board.
63. All acts done by the Board or by any person acting as a Board member shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Board member or person acting as aforesaid or that they or any of them were disqualified by as valid as if every person had been duly appointed and was qualified to be a Board member.

64. A resolution in writing signed by all the Board members shall be as valid and effectual as if it has been passed at a meeting of the Board duly called and constituted.
65. It shall not be necessary to send notice of any meeting of the Board to Board members who may be absent from the State of New South Wales nor shall any meeting of the Board be invalid on the ground that notice of such meeting was not sent to or received by any Board member in sufficient time to enable him to be present at such meeting.

NOTICE OF GENERAL MEETINGS

66. (a) Every notice convening a General Meeting shall be in writing and shall specify the place the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by these Articles or the Act.
- (b) The period of notice in respect of General Meetings shall be twenty-one (21) days.

ORDER OF BUSINESS AT ANNUAL GENERAL MEETING

67. (i) The business of the Annual General Meeting shall be as follows:
- (a) To confirm the Minutes of the previous Annual General Meeting;
 - (b) To receive and consider the Reports of the Board;
 - (c) To receive and consider the Balance Sheet, Income and Expenditure Account, and the report of the Auditor(s);
 - (d) To elect the Board of Directors for the ensuing year;
 - (e) To appoint an Auditor or Auditors;
 - (f) To appoint the Flag Officers of the Squadron;
 - (g) To deal with any business of which due notice has been given;
- (ii) All business and notice of motion to be dealt with at the Annual General Meeting shall be delivered to the Secretary no less than

twenty-one (21) days prior to the date set for the Annual General Meeting.

DISQUALIFICATION OF BOARD MEMBERS

68. The office of the Board member shall be vacated if the Board member:-
- (a) voluntarily or compulsorily sequestrates his estate or enters into any deed of composition or arrangement with his creditors; or
 - (b) becomes prohibited from being a Board member by reason of any order made under the Act; or
 - (c) becomes a patient or an incapable person or a mentally ill person within the meaning of these terms in the Mental Health Act 1958 of New South Wales or any enactment by which that Act is replaced; or
 - (d) resigns his office by notice in writing to the board members; or
 - (e) fails without leave of absence to attend more than three (3) consecutive duly constituted meetings of the Board members; or
 - (f) is directly or indirectly interested within the meaning of the Act in any contract with the club or participates in the profits of any contract with the club; or
 - (g) ceases to be a member of the club; or
 - (h) in the opinion of the Board members has been guilty of conduct unbecoming a member of the club or detrimental to the reputation and interest of the club; or
 - (i) is removed from office under any provision of these articles.

PROVIDED HOWEVER THAT a Board member shall not vacate his office by reason of his being a member of any corporation firm or society or association which has entered into contracts with or done any work for the club if he shall have declared the nature of this interest in the manner required by the Act.

MINUTES

69. The Board shall cause minutes to be kept by the Minute Secretary in books provided for the purpose:-
- (a) Of all appointments of officers made by the club in General Meeting or by the Board.
 - (b) Of the names of the Directors present and voting at each meeting of the Board.
 - (c) Of the number of ordinary members present and voting at General Meetings of the club.
 - (d) Of all resolution and proceedings at all meetings either of the club or the Board.

ACCOUNTS

70. The financial year of the club shall commence on the first day of June in each and every year and shall end on the last day of May in the next year.
71. The Board members shall cause accounts and books to be kept showing the true financial affairs of the club.
72. The accounts shall be kept at the registered office of the club or at such other place as the Board members shall think fit and shall at all time be open to inspection by any Board member.
73. The Board members may from time to time direct whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the club or any of them shall be open to the inspection of the members and no member (not being a Board member) shall have any right of inspecting any account or book or document of the club except as conferred to statute or authorised by the Board members or by a resolution of the club in general meeting or by the Articles of Association or by-laws.

74. The Board members shall once at least in every calendar year lay before the club in general meeting:
- (a) An income and expenditure account for the period since the preceding account made up to the end of the financial year containing such particulars as are required by the Act to be shown therein.
 - (b) A balance sheet as at the date to which the income and expenditure account is made up containing such information particulars and statements as are required by the Act and signed by at least two (2) of the Board members of the club and there shall be attached to such balance sheet a report by the Board members with respect to that state of the clubs affairs including such information in respect of all such matters as is required by the Code and the Registered Clubs Act, 1975 (as amended) to be included therein.
75. The Auditor's report pursuant to the Code shall be attached to the balance sheet or there shall be inserted at the foot of the balance sheet a reference to the report and the report shall be laid before the club in general meeting and shall then and not before be open to inspection by any member.
- The Board members shall make available to the member's present at the meeting a reasonable number of copies of the Auditor's report and cause such report to be read at the meeting.
76. The Auditor may be a member of the club provided he is not disqualified by the Code.

NOTICES

77. A notice may be given by the club or by the Board members to any member either personally or by sending it by post to his registered address or (if he has no registered address within the State) to the address if any supplied by him to the club for the giving of notices to him.

Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a general meeting at the expiration of twenty-four (24) 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.

LICENSED PREMISES

78. No person under the age of eighteen (18) years shall use or operate or be allowed to use or operate poker machines in the premises of the club and no liquor shall be sold or supplied to any person under the age of eighteen (18) years.

VISITORS

79. (a) A member shall have the privilege of introducing visitors to the premises of the club on any day that the club is open but he shall first enter the names and addresses of such visitors, together with his own signature, in the visitors' book or register.
- (b) No visitor shall be supplied with liquor in the club premises unless on the invitation and in the company of a member.
- (c) Visitors shall remain on the club premises only so long as the introducing member shall remain thereon.

SEAL

80. The Board members shall provide for the safe custody of the common seal of the Company which shall only be used by the authority of the Board members and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or a second member of the Board or by some other person appointed by the Board for the purpose.

INDEMNITY

81. Every Director and every member of any sub-committee and the Secretary and other officers of the club and any person (whether an officer of the club or not) employed by the club as Auditor shall be indemnified out of the funds of the club against all liability incurred by him as such Director or Member of a sub-committee or as Secretary 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 Section 365 of the Act in which relief is granted to him by the Court.

MISCELLANEOUS

82. Headings included herein are for guidance only and shall not affect interpretation of the constitution.
83. No person other than the club or its membership shall directly or indirectly derive any profit or advantage from the fact that the club is or may be registered in accordance with the provisions of the Liquor Act 1912 or under the Gaming and Betting (Poker Machines) Act 1956 or from any added value which may accrue because of such registration to the land upon which the club's premises are situated.
84. No employee of the club is to become a member of the club. Any member of the club who becomes an employee of the club shall cancel his membership.

SAILING BOARD OF CONTROL

85. (a) A Sailing Board of Control shall be elected at the Annual General Meeting or a Special General Meeting; such Sailing Board of Control shall consist of:-

Commodore
Vice-Commodore
Rear Commodore
Race Secretary
Club Captain

Also on the Sailing Board of Control there shall be one nominated representative from each class or division of boat approved by the Board of Directors to race with the club. These nominated representatives shall be appointed by the various sailing committees as provided for in sub-clause 83(b) following, and confirmed at the Annual General Meeting or Special General Meeting.

- (b) All classes of vessels authorised to conduct races on a competitive basis by the Sailing Board of Control shall form their own controlling body; the members of which must be members of the Sydney Flying Squadron Limited. One member of the respective class controlling body shall be the nominated representative to the Sailing Board of Control, that nominated representative shall represent the affairs of that class on the Sailing Board of Control.

- (c) All classes forming the competitive racing fleet of the Sydney Flying Squadron Limited shall affiliate with their respective class association, subject to the consent of the Board of Directors.
- (d) The Sailing Board of Control is empowered to care, control and manage all matters appertaining to the conduct of sailing races, subject only to the following limitations:
 - (i) The Board of Directors has the power to decide what constitutes a sailing matter;
 - (ii) The Board of Directors will notify the Sailing Board of Control of financial limitations;
 - (iii) The Sailing Board of Control is only empowered to operate within those financial limitations.
- (e) A quorum of the Sailing Board of Control shall be 50% plus one, of the total number of members eligible to sit on the Sailing Board of Control.
- (f) The Sailing Board of Control shall meet as and when necessary. All meetings of the Sailing Board of Control and meetings of the affiliated classes must be held within club premises. The Board of Directors may direct any meeting to be called.
- (g) The Sailing Board of Control shall have the power to alter sailing regulations provided that Notice of Motion in writing is given at a Sailing Board of Control meeting at least two (2) weeks before the meeting at which any alterations are made. Providing further that any alteration to regulations 85(a) and 85(b) shall require to be made by an Annual General Meeting and shall not operate until twelve (12) calendar months after the Annual General Meeting at which such alteration is made.
- (h) The decision of the Sailing Board of Control upon all sailing matters whether specifically provided for by these Articles or the sailing regulations or not shall be final and binding on all members.