

**Constitution of**  
**Cruising Yacht Club of Australia**  
**(ACN 000 116 423)**

**(As amended on 23 November 2023)**

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# Corporations Act of Australia

## Constitution

of

## Cruising Yacht Club of Australia (ACN 000 116 423)

### A company limited by guarantee

#### 1. Preliminary

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This is the Constitution of the Company known as Cruising Yacht Club of Australia.

##### 1.1. The Company is limited by Guarantee

The Company is limited by guarantee and the liability of Members is limited as provided in this Constitution.

##### 1.2. Objects of the Company

The objects of the company are:

- (a) to promote and encourage sailing; and
- (b) to do all things incidental to that object.

Without limiting these objects or the other provisions of this Constitution or the By-Laws, reference may be made to the intention of the founding members of the Company which is set out in the objects referred to in the Memorandum of Association of "Cruising Yacht Club of Australia" in existence at the date of registration of the Company. These are set out in appendix 1 of this Constitution.

##### 1.3. Application of income and property

The Company must apply its income solely towards promoting the objects of the Company and subject to this Constitution.

No part of the Company's income may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to Members.

Despite any rule in this Constitution the Company may pay:

- (a) interest at a commercial rate;

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- (b) reasonable and proper rent for premises demised or let to the Company;
  - (c) authorised expenses of a Director; and
  - (d) in good faith, reasonable and proper remuneration to any Member, Director, Secretary or employee in return for any services actually rendered to the Company.

#### 1.4. **Replaceable rules not to apply**

The provisions of the Corporations Act that are referred to as replaceable rules are replaced by the rules set out in this Constitution.

#### 1.5. **Definitions**

The following definitions apply in this Constitution unless the contrary intention appears.

**Board** means the Directors for the time being of the Company or, where the context requires, those of them who are present at a meeting of Directors at which there is a quorum.

**By-Laws** means any rules or regulations made by the Board pursuant to this Constitution.

**Club's Register** means a Register of Yachts owned by Ordinary Members of the Club.

**Company** means Cruising Yacht Club of Australia (ACN 000 116 423). In this Constitution the word "Company" is interchangeable with the word "Club."

**Constitution** means this Constitution as amended from time to time.

**Corporations Act** means the *Corporations Act 2001 (Cth)*.

**Director** means a person holding office as a director of the Company.

**Flag Officer** means a Member appointed to any one of the following offices:

- (a) Commodore;
- (b) Vice Commodore;
- (c) Rear Commodore.

**Liquor Act** means the *Liquor Act 2007 (NSW)*.

**Member** means an Ordinary Member, a Provisional Member, an Honorary Member and a Temporary Member.

**Ordinary Resolution** means a resolution passed at a meeting of Members by a majority of the Voting Members present and voting at that meeting.

**Register of Members** means the register of members of the Company under the Corporations Act.

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**Register of Guests** means a form of record with the name and address of a guest and which is signed by the Member introducing that guest.

**Registered Club** has the meaning in the Registered Clubs Act.

**Registered Clubs Act** means the *Registered Clubs Act 1976 (NSW)*.

**Registered Office** means the registered office of the Company.

**related body corporate** has the same meaning as in the Corporations Act.

**Secretary** means a person appointed as the secretary of the Company in accordance with this Constitution.

**Section** means a section of the Corporations Act.

**Special Resolution** means a resolution passed at a meeting of Members by a 75 per cent majority of the Voting Members present and voting at that meeting.

**subsidiary** has the same meaning as in the Corporations Act.

**Voting Member** means a Full Member, a Life Member and a Country Member.

**Yacht Owning Member** means a Voting Member who is the owner of not less than a 50% interest in a commissioned monohull sailing yacht with a waterline length (LWL) not less than 7.0 metres which:

- (a) is eligible to be accepted as an entry in any ocean race conducted by the Club under the rules for the time being governing ocean racing conducted by the Club; and
- (b) is listed on the Club's Register of Yachts.

For the purpose of determining eligibility to be elected or appointed to the office of Flag Officer or other Director only one person shall be treated as the Yacht Owning Member when 2 people own the yacht.

**YSA** means the Youth Sailing Academy.

#### 1.6. **Interpretation of this Constitution**

Headings are inserted for convenience and do not affect the interpretation of this Constitution. The following rules also apply in interpreting this constitution, except where the context makes it clear that a contrary intention is to apply:

- (a) words importing any gender include all other genders;
- (b) the word "person" includes a firm, a body corporate, an unincorporated body or association or an authority;
- (c) the singular includes the plural and vice versa;

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- (d) a reference to a law includes regulations and instruments made under the law;
  - (e) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision;
  - (f) a power, an authority or a discretion vested in a Director, the Board, the Company in general meeting or a Member may be exercised at any time and from time to time;
  - (g) the word “including” when introducing an example does not limit the meaning of the words to which the example relates;
  - (h) a reference to a class or sub-class of members is to that class or sub-class as so described in rules 2.3, 2.5, 2.7, 2.8 and 2.9. Without limiting this, for the purposes of rule 5.1(b) Voting Members is also a class;
  - (i) a reference to “writing” or “written” includes printing, typing and other modes of reproducing words in a visible form including any representation of words in a physical document or in an electronic communication or form or otherwise;
  - (j) a reference to a person being “present” at a meeting of Members includes participating using technology approved by the Board; and
  - (k) where a document (including a notice or consent) is required to be “**signed**”, the requirement may be satisfied in relation to an electronic communication of the document in any manner:
    - (i) permitted by relevant law relating to electronic transmissions (including electronic signature); or
    - (ii) approved by the Board (which could include authentication by providing specified personal information).

Unless the contrary intention appears in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, an expression has the same meaning as in that provision of the Corporations Act.

#### 1.7. **Liability limited**

The liability of the members is limited.

Each Ordinary Member undertakes to contribute to the assets of the Company if it is wound up while they are a Member, or within one year after they cease to be a Member, for payments of the debts and liabilities of the Company incurred before they cease to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of contributions between themselves, any amount required not exceeding \$2.00.

#### 1.8. **Director not entitled to Director’s fees or to be an employee**

A Director is not entitled to

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- (a) be employed by the Company; or
  - (b) be paid any fees for being a Director.

## **2. Membership**

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### **2.1. The members**

The number of Members shall be such number of Ordinary Members and other Members as the Board determines from time to time.

### **2.2. Membership not transferable to another person, only to another class of membership**

- (a) A Member may not transfer their membership to another person.
- (b) The Secretary may transfer a Member from membership in one sub-class of Ordinary Members to membership in another sub-class:
  - (i) with the Member's consent; or
  - (ii) if the Member no longer satisfies the criteria for membership set out in rule 2.5 for their existing sub-class of membership. The Member may nominate a sub-class of Ordinary Members for which they are eligible to which they will be transferred. If they fail to do so the Secretary will determine the sub-class.
- (c) If an Ordinary Member ceases to satisfy the criteria for membership set out in rule 2.5 for their existing sub-class of membership they must promptly so advise the Secretary.
- (d) An Associate Member as at 23 November 2023 is taken to satisfy the criteria for membership as an Associate Member as at that date even if:
  - (i) as at the date of their election as Associate Member the Member in relation to which they were elected was not a Voting Member; or
  - (ii) they ceased to be the partner of the Member in relation to which they were elected as an Associate Member prior to 23 November 2023.

### **2.3. Classes of members**

The classes and sub-classes of membership are:

- (a) Ordinary Members:
  - (i) Full Members;
  - (ii) Life Members;
  - (iii) Country Members;

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- (iv) Overseas Members;
  - (v) Associate Members;
  - (vi) New Associate Members;
  - (vii) Sailing Associate Members;
  - (viii) Crew Members;
  - (ix) Junior Members;
  - (x) YSA Crew Members;
  - (xi) YSA Junior Members;
  - (xii) Regional Members;
  - (xiii) Pathway Members;
  - (xiv) Sponsor Members;
  - (b) Honorary Members;
  - (c) Provisional Members; and
  - (d) Temporary Members.

**2.4. The Members who are entitled to vote, to enjoy full privileges and to hold office**

Only Full Members, Life Members and Country Members are:

- (a) entitled to attend and vote at general meetings of the Company and enjoy full privileges; and
- (b) eligible to be elected or appointed to the office of Flag Officer, Treasurer or other Director.

**2.5. Eligibility for Ordinary Membership**

To be eligible to be an Ordinary Member in a sub-class a person must be at least 18 years of age (with the exception of Junior Members and YSA Junior Members) and must satisfy the criteria as follows:

- (a) to be a Full Member a person must fulfil all eligibility criteria for this sub-class determined by the Board from time to time;
- (b) to be a Life Member, a person must:
  - (i) in the opinion of the Board have rendered valuable service to the Club; and
  - (ii) on recommendation of the Board, be elected as a Life Member by resolution of the Members in a general meeting;



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- (c) to be a Country Member a person must:
    - (i) ordinarily reside outside a 300 kilometre radius from the premises of the Club; and
    - (ii) not work in Sydney;
  - (d) to be an Overseas Member a person must:
    - (i) ordinarily reside permanently outside Australia; or
    - (ii) be an Ordinary Member seeking transfer to this sub-class when that Member intends to be absent from Australia for a continuous period of 12 months or more;
  - (e) to be an Associate Member a person must be the partner or child of a Voting Member as at the date of their election as such a Member and if the Member in relation to which they were elected ceases to be a Voting Member other upon their death the person is no longer eligible to remain an Associate Member;
  - (f) to be a New Associate Member a person must:
    - (i) be the partner or child of a Voting Member as at the date of their election as such a Member; and
    - (ii) in the case of such a Member elected as the partner of a Voting Member:
      - (A) remain the partner of that Voting Member (unless the Board, in its absolute discretion, waives the application of this rule 2.5(f)(ii)(A) to that New Associate Member); or
      - (B) if the Voting Member is deceased, have been the partner of that Voting Member as at the time of their death,

and if the Member in relation to which they were elected ceases to be a Voting Member other upon their death the person is no longer eligible to remain a New Associate Member;
  - (g) to be a Sailing Associate Member a person must fulfil all eligibility criteria for this sub-class determined by the Board from time to time;
  - (h) to be a Crew Member a person must not be more than 29 years of age;
  - (i) to be a Junior Member a person must:
    - (i) be less than 18 years of age; and
    - (ii) intend to take part in regular sailing activities organised by the Club;
  - (j) to be a YSA Crew Member a person must:

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- (i) not be more than 25 years of age; and
    - (ii) be taking part in the activities of the YSA;
  - (k) to be YSA Junior Member a person must:
    - (i) be less than 18 years of age; and
    - (ii) intend to take part in regular sailing activities organised by the Club or the YSA;
  - (l) to be a Regional Member a person must:
    - (i) ordinarily reside outside a 150 kilometre radius from the premises of the Club; and
    - (ii) not work in Sydney;
  - (m) to be a Pathway Member a person must:
    - (i) be at least 30 years of age;
    - (ii) not have previously been, nor continue to be, a Pathway Member for more than 3 financial years of the Company in their lifetime; and
    - (iii) not have previously been a Full Member;
  - (n) to be a Sponsor Member a person must:
    - (i) be nominated by a Club sponsor that has entered into a sponsorship agreement with the Company that provides for sponsor memberships nominated by that sponsor; and
    - (ii) acknowledge that their membership (including any Provisional Membership granted) terminates automatically and without notice if:
      - (A) the sponsor so requests;
      - (B) the sponsorship agreement between the Company and the sponsor terminates; or
      - (C) they fail to comply with any conditions set out in their application for membership.

The members of these sub-classes will enjoy rights and privileges as set out in this Constitution and must pay annual subscription fees which are determined in accordance with this Constitution.

## 2.6. **Restrictions on some classes and sub classes of member**

Overseas Members, Associate Members, New Associate Members, Pathway Members, Sailing Associate Members, Crew Members, Junior Members, YSA Crew Members, YSA Junior Members, Regional Members, Sponsor

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Members, Honorary Members, Provisional Members and Temporary Members shall not be entitled or eligible to:

- (a) attend or vote at any meeting of the Company;
- (b) be elected or appointed to the office of Flag Officer, Treasurer or other Director; or
- (c) apply for or hold a marina berth licence.

## **2.7. Honorary Members**

The Board may elect the following persons to be an Honorary Member for such duration as the Board determines:

- (a) a patron for the time being of the Club as appointed by the Board; or
- (b) any prominent citizen or local dignitary.

## **2.8. Provisional Members**

A person may be admitted as a Provisional Member if that person:

- (a) has applied to be elected as an Ordinary Member and is awaiting a decision on the application;
- (b) has paid the applicable entrance fee and pro-rata annual subscription fee for the class or sub-class of membership for which they have applied; and
- (c) is approved as a Provisional Member by a Director.

A Provisional Member shall remain a Provisional Member until either:

- (i) they are elected as an Ordinary Member; or
- (ii) the Board resolves not to elect them as an Ordinary Member.

## **2.9. Temporary Members**

Subject to the Registered Clubs Act, this Constitution and the By-Laws, a person may be admitted as a Temporary Member on a day if that person is not:

- (a) a Member then suspended from exercising the rights and privileges of membership under rule 2.17, rule 2.19 or rule 2.21; or
- (b) otherwise a person then banned or excluded from entry to the Club under this Constitution or any law or otherwise by the Board,

and is:

- (c) a person whose ordinary place of residence is:
  - (i) not within a radius of 5 kilometres from the premises of the Club;

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- (ii) within an excepted area approved for the Club under the *Registered Clubs Regulations 2015 (NSW)*; or
  - (iii) within an area specified by the Board;
  - (d) a member of another Registered Club that has similar objects to those of the Club;
  - (e) an ordinary member or a life member of:
    - (i) another Registered Club; or
    - (ii) an Interstate Club (as defined in the Registered Clubs Act),
 who, at the invitation of the Board or an Ordinary Member of the Club, attends on that 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.

Temporary Members are not required to pay an entrance fee or annual subscription fee.

## 2.10. **Guests**

Subject to the Registered Clubs Act, this Constitution and the By-Laws any Member may introduce one or more guests to the Club.<sup>1</sup>

A person shall not be introduced as a guest:

- (a) more frequently than permitted by the By-Laws;
- (b) if that person has been expelled from the Club under rule 2.19 or their membership terminated under rule 2.17 (unless re-admitted under rule 2.18 or re-elected as a Member otherwise); or
- (c) if that person is then suspended from exercising the rights and privileges of membership under rule 2.17, rule 2.19 or rule 2.21 or otherwise then banned or excluded from entry to the Club under this Constitution or any law or otherwise by the Board.

## 2.11. **Guests shall be in the company of a member**

Subject to the Registered Clubs Act, a guest shall at all times remain in the reasonable company of the Member who introduced the guest<sup>2</sup>.

A guest shall not be supplied with liquor on the premises of the Club except at the invitation of and in the company of a Member.

Members shall be responsible for the conduct of any guests they may introduce to the Club.

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<sup>1</sup> Under the Registered Clubs Act as at 23 November 2023, a temporary member may not introduce an adult to the Club as a guest.

<sup>2</sup> Under the Registered Clubs Act as at 23 November 2023, a minor introduced to the Club by a temporary member must remain in their immediate presence.

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A guest shall not remain on the premises of the Club any longer than the Member who introduced that guest.

On introduction of a guest, other than a guest that is not at least 18 years of age, the introducing Member shall enter the name and address of the guest in the Register of Guests and shall countersign that entry.

## **2.12. New members**

New Ordinary Members shall be elected by the Board and the Board must ensure that each candidate for membership:

- (a) fulfils all eligibility criteria prescribed by the Company for the sub-class of membership to which that person is to be admitted;
- (b) agrees to be bound by this Constitution and any By-Laws; and
- (c) pays the entrance fee (if any) and the pro-rata annual subscription fee (if any) prescribed for that sub-class of membership.

The procedure for the election of Ordinary Members will be determined by the Board.

## **2.13. Fees for membership subscription**

- (a) The annual subscription fees for the different sub-classes of Ordinary Members will be determined by the Board from time to time.
- (b) The annual subscription fee payable by an Ordinary Member who attains the age of 65 years, has retired from employment or business and has been a Member for not less than 15 years may, on application by the Member to the Club, be reduced to one half of the fees otherwise applicable to their class of membership.
- (c) The annual subscription fee payable by an Ordinary Member who has been a Member for not less than 30 years as at the first day of a financial year will be one quarter of the fee otherwise applicable to their class of membership.
- (d) The annual subscription fee payable by an Ordinary Member who has been a Member for 50 years as at the first day of a financial year will be one tenth of the fees otherwise applicable to their class of membership.

For the purposes of determining eligibility under this rule 2.13 for a Member first admitted to membership after 1 April 2023, time spent as a Crew Member, Junior Member, YSA Crew Member, YSA Junior Member or Sponsor Member, or a period of non-membership prior to re-instatement under rule 2.18, is not taken into account.

The Board may refund subscription fees in circumstances determined by the Board.

## **2.14. No entrance fees for certain members**

There will be no entrance fees charged for the following Members:

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- (a) Associate Members, New Associate Members and Sailing Associate Members;
  - (b) such other sub-classes of Ordinary Member as are determined by the Board from time to time;
  - (c) Honorary Members; or
  - (d) Sponsor Members.

#### **2.15. Ceasing to be a member**

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of the person's membership, including in the circumstances referred to in rules 2.5(n), 2.8 and 2.17; or
- (d) expulsion.

#### **2.16. Resignation**

A Member may resign membership by notice in writing to the Company with immediate effect or with effect from a specified date occurring not more than 6 months after the service of the notice.

#### **2.17. Termination of membership for failure to pay moneys**

If a Member fails to pay any annual subscription fee or other amount to the Company within 2 months of its due date (or such longer period as the Board may determine in a particular circumstance), the Secretary may give written notice to the Member under this rule 2.17 requiring payment within one month.

If the amount to be paid remains unpaid at the expiry of that one month period the Member will automatically cease to be a Member and the person's name will be removed from the Register of Members.

The giving of a notice to a Member under this rule 2.17 does not prevent the giving of a subsequent notice to that Member.

Rule 2.19 does not apply to a termination of membership under this rule 2.17.

#### **2.18. Reinstatement**

Despite anything else in this Constitution, where a person has ceased to be a Member under rule 2.17, the Secretary shall on payment of the full amount due and a pro-rata annual subscription fee for the current financial year if not already paid, arrange for that person to be proposed in a written application for reinstatement by a Director and shall cause the applicant's name to be conspicuously displayed on the Company's premises for at least 7 days prior to reinstatement.

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The Board may at any meeting after 14 days from the date of such proposal elect that person as a Member without requiring the payment of any entrance fee.

## **2.19. Disciplinary Procedures**

If in the opinion of the Board (acting reasonably) a Member:

- (a) fails to comply with this Constitution or the By-Laws; or
- (b) is guilty of any conduct prejudicial to the interests of the Company or unbecoming of a member or such as to render the Member unfit for membership,

the Board may, subject to rule 2.20, do any one or more of the following:

- (i) reprimand the Member;
- (ii) fine the Member, provided that such fine shall not exceed one half of the annual subscription fee for a Full Member of the Club;
- (iii) suspend the Member from exercising the rights and privileges of membership for such period as the Board determines; or
- (iv) expel the Member or accept the resignation of the Member and remove their name from the Register of Members.

Without limiting any other provision of this Constitution, the powers of the Board under this rule 2.19 may be exercised by a committee of the Board appointed under rule 10.7.

A decision under this rule 2.19 is final and binding on the Member.

## **2.20. Rules for a disciplinary hearing**

The following rules will apply to a disciplinary hearing under rule 2.19:

- (a) at least 7 days before a meeting to consider a disciplinary matter under rule 2.19 in relation to a Member, a written notice must be given to the Member, which states (among other things):
  - (i) the allegations against the Member;
  - (ii) that the Member may but is not required to attend the meeting and if they do not the Board or committee of the Board will proceed on the basis of the evidence before it;
  - (iii) that the Member has an opportunity at the meeting to address the allegations either orally or in writing and, if the Board or committee of the Board forms the opinion that sanction under rule 2.19 is warranted, address the meeting either orally or in writing as to the appropriate sanction; and
- (b) if the Board or committee of the Board forms the view that expulsion is the appropriate sanction the Member may either:

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- (i) accept that sanction (or tender their resignation as a Member); or
  - (ii) request that the expulsion be delayed for a period of 14 days to allow the Member, subject to Section 249F of the Corporations Act and at the cost of the Member, to call a general meeting, to be held within 28 days of the end of that 14 day period, at which the question of that Member's expulsion will be dealt with by the Company in a general meeting. If no such meeting is called the expulsion will take effect at the end of that 14 day period.
  - (c) Where a general meeting is held to consider whether a Member should be expelled, the Member will be expelled on the passing of a resolution by a majority of those present and voting in favour of the expulsion of that Member. The voting for a resolution under this rule will take place by way of a poll. If the resolution is not passed the Board or a committee of the Board may determine that a different sanction is appropriate.

The Board or committee of the Board must comply with the principles of natural justice when acting under this rule 2.20.

## **2.21. Interim suspension**

A Member who is

- (a) required by an authorised person to leave the premises of the Club under the Registered Clubs Act or the Liquor Act; and
- (b) advised that a hearing is to be held under rule 2.20 in relation to all or some of the conduct that lead to them being so required to leave,

may be suspended by the Secretary from visiting the Club or using any of its facilities until the earlier of the completion of that hearing or the date being 4 weeks after being advised of that suspension.

This rule does not limit the powers vested in the Secretary or any other authorised person by the Registered Clubs Act or the Liquor Act.

## **3. Meetings of Members**

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### **3.1. General Meetings**

The Company must hold an Annual General Meeting.

A meeting of Members

- (a) may be convened at any time by the Board or a Director; and
- (b) must be convened when requested by Voting Members in accordance with the Corporations Act.



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### 3.2. **Methods of Receiving Notices and Annual Reports**

Members may elect to receive notices of general meetings by mail or by electronic communication.

Members may elect to receive Annual Reports by mail or by way of an electronic communication setting out how the Annual Report may be accessed electronically.

### 3.3. **Notice of General Meeting**

Except where Section 249H(2) of the Corporations Act applies, at least 21 days' notice of a general meeting must be given to Voting Members, exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given.

A notice of a general meeting must:

- (a) set out the place, date and time of meeting and, if technology is to be used to facilitate the meeting, the technology that will be used;
- (b) state the general nature of the business to be dealt with at the meeting; and
- (c) if a Special Resolution is to be proposed, set out an intention to propose the Special Resolution and clearly state the resolution.

The non-receipt of notice of a general meeting by, or the accidental omission to give notice of a general meeting to, any person entitled to receive that notice does not invalidate any resolution passed at the general meeting.

### 3.4. **Postponement or cancellation of meeting**

Subject to Sections 249D(5) and 250N, the Board may cancel or postpone a meeting to a date and time determined by them and subject to the following:

- (a) written notice of cancellation or postponement of a general meeting must be given individually to each Voting Member and must specify the reason for cancellation or postponement;
- (b) a notice postponing the holding of a general meeting must specify:
  - (i) a date and time for the holding of the rescheduled meeting; and
  - (ii) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and
  - (iii) if technology is to be used to facilitate the holding of the rescheduled meeting, the technology that will be used;
- (c) the number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of

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clear days' notice of a general meeting required to be given by this Constitution;

- (d) the only business that may be transacted at a postponed general meeting is the business specified in the notice convening the original general meeting.

The accidental omission to give notice of the cancellation or postponement of a meeting or the non-receipt of any such notice by any Voting Member or person entitled to notice does not invalidate that cancellation or postponement or any resolution passed at a postponed meeting.

This rule does not apply to a general meeting convened by Voting Members under Section 249F of the Corporations Act or by the Board pursuant to a request of Voting Members under the Corporations Act.

### **3.5. Auditor entitled to notice of meeting**

The Company must give its auditor:

- (a) notice of a general meeting in the same way that a Voting Member is entitled to receive notice; and
- (b) any other communications relating to the general meeting that a Voting Member is entitled to receive.

### **3.6. Use of Technology**

The Board may determine to hold a meeting of Members using or with the assistance of, any technology that gives Members as a whole a reasonable opportunity to participate including electronic participation facilities (with or without Members being able to attend a physical meeting) or linking separate meeting places together by technology. Electronic participation facilities must enable Member's present to hear spoken comments made by other participants at the meeting.

If a meeting is to be held in accordance with this rule 3.6 the Board may prescribe the rules and procedures in relation to the manner in which the meeting is to be conducted.

In no circumstances will the inability of one or more Members to access, or continue to access, technology or an electronic participation facility or facilities affect the validity of a general meeting or any business conducted at a general meeting, provided that a quorum of Members are able to participate in the meeting.

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## **4. Proceedings at general meetings of Members**

### **4.1. Representation of member**

A Voting Member must be present and vote in person.

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#### 4.2. **Quorum**

There is a quorum at a general meeting if 30 Voting Members entitled to vote are present.

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it.

If within 30 minutes after the time appointed for a meeting a quorum is not present, the meeting:

- (a) if convened by, or on request of, Voting Members, is dissolved; and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Board appoints.

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

#### 4.3. **Appointment of chairperson of general meeting**

The Commodore is entitled to preside as chairperson at a general meeting.

If a general meeting is held and the Commodore is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside as chairperson of the meeting (in order of precedence):

- (a) the Vice Commodore;
- (b) the Rear Commodore;
- (c) a Director chosen by a majority of the Directors present;
- (d) the only Director present;
- (e) a Voting Member chosen by a majority of the Voting Members present.

#### 4.4. **Conduct of general meetings**

The chairperson of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chairperson considers it necessary or desirable for the proper conduct of the meeting.

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A decision by the chairperson under this rule 4.4 is final.

**4.5. Adjournment of general meetings**

The chairperson may, at any time during a meeting, and must if so directed by the meeting, adjourn the meeting to a new day, time or place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

In exercising the discretion to adjourn a meeting, the chairperson may seek the approval of the Voting Members present.

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that circumstance a notice of the adjourned meeting must be given as required for the original meeting.

A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

**4.6. Voting on a resolution**

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless it is a vote under rule 2.20(c) or a poll is demanded:

- (a) before the vote is taken;
- (b) before the voting results on the show of hands is declared; or
- (c) immediately after the voting results on the show of hands is declared,

by the chairperson or by not less than 3 Voting Members entitled to vote on the resolution.

On a show of hands, a declaration by the chairperson is conclusive evidence of the result.

**4.7. Questions decided by majority**

Subject to the requirements of the Corporations Act, except where a Special Resolution is required a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

**4.8. Poll**

If a poll is properly demanded or is required under rule 2.20(c), it must be taken at the time of the meeting and the result of the poll is the resolution of the meeting.

A poll may not be demanded on the election of a chairperson and a poll demanded on a question of adjournment must be taken immediately.

A demand for a poll may be withdrawn.

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A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

#### **4.9. Equality of votes - chairperson's casting vote**

If there is an equality of votes:

- (a) on a poll, but not on a show of hands; or
- (b) for two or more candidates on a ballot,

then the chairperson of the meeting is entitled to a casting vote in addition to any vote to which the chairperson is entitled as a Member.

### **5. Votes of members**

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#### **5.1. Entitlement to vote**

- (a) Each Voting Member in attendance at a general meeting has one vote.
- (b) A Voting Member is not entitled to be present or to vote at a general meeting if at the date of the meeting that Member's annual subscription fees or other moneys payable by that Member to the Company are in arrears by more than 2 months (or such longer period as the Board may allow in special circumstances).

#### **5.2. Objection to voting qualification**

An objection may not be raised to the right of a person to attend or vote at a meeting or an adjourned meeting except at that meeting or the adjourned meeting.

Any such objection must be referred to the chairperson of the meeting, whose decision is final.

A vote not disallowed under such an objection is valid for all purposes.

### **6. The Directors**

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#### **6.1. Number of Directors**

The Company will have 9 Directors, 4 of whom are the Commodore, the Vice Commodore, the Rear Commodore and the Treasurer.

#### **6.2. Appointment of Director**

The Board may at any time appoint an eligible person to be a Director to fill a casual vacancy.

#### **6.3. Eligibility**

A Member is eligible to be appointed as a Director if:

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- (a) that person has been a Voting Member for not less than one year; and
  - (b) immediately following that appointment, not less than one half of the Directors or, if their number is not a multiple of two, the number nearest to but not less than one half, are Yacht Owning Members.

#### **6.4. Nomination and election**

At least 21 days before an annual general meeting the Secretary must invite Voting Members to nominate candidates for election to offices becoming vacant at that annual general meeting.

Any two Voting Members may nominate an eligible person for election by notice in writing to the Secretary not less than 14 days prior to the annual general meeting.

Candidates' names will be published at the Registered Office and on the Company's website, and given to Voting Members, not less than 7 days prior to the date of the annual general meeting.

In the event that the number of candidates for an office is less than or equal to the number of vacancies in that office to be filled at the annual general meeting, all candidates will be taken to be elected to that office.

In the event that the number of candidates for an office exceeds the number of vacancies to be filled at an annual general meeting, candidates will be elected by a ballot conducted in accordance with the following:

- (a) the ballot paper must contain the names of the candidates in alphabetical order;
- (b) a ballot paper will only be taken to be validly completed by a Voting Member if the Voting Member casts a vote for such number of candidates as does not exceed the number of vacancies to be filled, and
- (c) candidates will be elected in descending order of the number of votes cast in their favour until all vacancies are filled.

#### **6.5. Rotation of Flag Officers and Directors**

At the annual general meeting in each year all the Flag Officers and other Directors shall automatically retire from office and shall be eligible for re-election.

No Flag Officer shall be eligible to hold the same office for more than 2 consecutive years.

The retirement of a Flag Officer or other Director at an Annual General Meeting takes effect at the end of that meeting.

#### **6.6. Removal of Director**

The Company in general meeting may by Ordinary Resolution remove a Director from office as a Director.

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### 6.7. **Remuneration of Directors**

A Director may not be paid any remuneration for services as a Director.

### 6.8. **Expenses**

A Director is entitled to be reimbursed out of the funds of the Company for such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Board or a committee of the Board or when otherwise engaged on the affairs of the Company.

### 6.9. **Director's interests**

A Director is not disqualified by the Director's office and the fiduciary relationship established by it from holding any office or place of profit, other than that of auditor, under the Company or a related body corporate of the Company.

A Director may, subject to the Corporations Act:

- (a) be or become a Director of or otherwise hold office or a place of profit in any other company promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise; and
- (b) contract or make any arrangement with the Company or any related body corporate whether as a vendor, purchaser, lawyer or accountant or other professional person or otherwise and any contract or arrangement entered or to be entered into by or on behalf of the Company or any related body corporate in which any Director is in any way interested is not avoided for that reason.

Despite these Rules, a Director who:

- (a) holds any office or place of profit ; or
- (b) is involved in a contract or arrangement,

is not, by reason only of that fact or any interest resulting from it or the fiduciary relationship established by it, liable to account to the Company for any remuneration or other benefits accruing from it.

A Director or a firm of which the Director is a partner or employee may act in a professional capacity, other than as auditor, for the Company or any related body corporate and a Director or a Director's firm is entitled to remuneration for professional services as if the relevant Director was not a Director.

Each Director must disclose that Director's interests to the Company in accordance with both the Corporations Act and the Registered Clubs Act.

A Director who has a material personal interest in a matter that is being considered at a meeting of the Directors may not:

- (a) vote on the matter; or

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- (b) be present while the matter (or a proposed resolution of that kind) is being considered at the meeting,

provided that these restrictions may at any time or times be suspended or relaxed to any extent and either prospectively or retrospectively by resolution of the Company in general meeting, if that is permitted by the Corporations Act.

The Director may not be counted in the quorum present at any Director's meeting at which the contract, proposed contract or arrangement or other matter is considered if the Director is permitted by the Corporations Act to be present during the consideration.

A Director does not have an interest in a matter relating to an existing or proposed contract of insurance merely because the contract insures, or would insure, the Director against a liability incurred by the Director as an officer of the Company or of a subsidiary of the Company.

A Director may, despite the Director's interest, and whether or not the Director is entitled to vote, or does vote, participate in the execution of any document by or on behalf of the Company whether through signing or sealing the same or otherwise.

#### **6.10. Vacation of office of Director**

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) ceases to be a Voting Member;
- (b) becomes of unsound mind or is a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (c) resigns from the office by notice in writing to the Company;
- (d) in the case of a Director who was a Yacht Owning Member as at the date of appointment, ceases to be a Yacht Owning Member and does not within 3 months of ceasing again become a Yacht Owning Member, except where the number of Directors who are Yacht Owning Members is not less than one half of the Directors or, if their number is not a multiple of two, the number nearest to but not less than one half;
- (e) is removed from the office at a general meeting;
- (f) becomes prohibited from being a Director of the Company by reason of bankruptcy or an order made under the Corporations Act; or
- (g) is not present at meetings of the Directors for a continuous period of 6 months without leave of absence being given by the Board.

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### **7. Flag Officers and the Treasurer**

#### **7.1. Appointment of Flag Officers and Treasurer**



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The Company will have a Commodore, a Vice Commodore, a Rear Commodore and a Treasurer.

The Rear Commodores in office as at 23 November 2023 will continue in office until the conclusion of the next occurring annual general meeting and during that period rules 4.3(b) and 10.2(b) are taken to refer to the Rear Commodore present (if only one) or the Rear Commodore chosen by the majority of Directors present (if both are present).

**7.2. Appointment of Flag Officer or Treasurer**

The Directors may at any time appoint an eligible Director to be a Flag Officer or Treasurer to fill a casual vacancy.

**7.3. Eligibility for appointment as Flag Officers or Treasurer**

A Member is not eligible to be appointed:

- (a) as a Flag Officer or Treasurer unless that Member:
  - (i) has been a Voting Member for not less than the one year period immediately prior to their appointment; and
  - (ii) is a Director (or will become a Director upon appointment at the annual general meeting at which their appointment as Flag Officer or Treasurer takes place); and
- (b) as a Flag Officer unless that Member is a Yacht Owning Member.

**7.4. Removal of Flag Officer or Treasurer**

The Company in general meeting may by Ordinary Resolution remove a Flag Officer or Treasurer from office as a Flag Officer or Treasurer, as the case may be.

**7.5. Remuneration of Flag Officers and Treasurer**

A Flag Officer or Treasurer may not be paid any remuneration for services as a Flag Officer or Treasurer.

**7.6. Vacation of office of Flag Officer**

The office of a Flag Officer becomes vacant if the Flag Officer:

- (a) ceases to be a Director; or
- (b) resigns from the office by notice in writing to the Company; or
- (c) ceases to be a Yacht Owning Member and does not within 3 months of so ceasing again become a Yacht Owning Member.

The office of a Treasurer becomes vacant if the Treasurer:

- (a) ceases to be a Director; or
- (b) resigns from the office by notice in writing to the Company.

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A Director may remain in the office of Director even after ceasing to hold the office of Flag Officer or Treasurer.

**7.7. Flag Officer's flags**

The Commodore's flag will be blue with the constellation of the Southern Cross in gold with a swallow-tail.

The Vice-Commodore's flag will be similar to the Commodore's flag with the addition of one red ball in the lower canton.

The Rear Commodore's flag will be similar to the Commodore's flag with the addition of two red balls, one in the upper canton and one in the lower canton.

A retired Commodore's flag will be similar to the Commodore's flag with the addition of the letter "R" in red in the lower canton.

**8. Powers of Board of Directors**

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The business of the Company is to be managed by or under the direction of the Board.

The Board may exercise all of the powers of the Company except any powers that the Corporations Act or this Constitution requires the Company to exercise in general meeting.

These powers include:

- (a) to make and amend such By-Laws binding the Members as they think fit as long as those By-Laws are not inconsistent with this Constitution;
- (b) to impose such levies on Members and collect such fees as the Board considers are necessary or expedient for the efficient operation of the Company or for some extraordinary expenditure or commitment of the Company;
- (c) to determine the annual subscription fee for each class or sub-class of membership in each financial year, provided that any increase in a subscription fee is not in excess of 15% of the then current subscription fee unless that greater increase has been approved by the Members by Ordinary Resolution;
- (d) to make calls from time to time on Members or any class or classes of Members provided that any call on Members is subject to the approval of Members by Special Resolution at a general meeting;
- (e) to permit an Ordinary Member of any sub-class to pay their annual subscription fee in instalments half-yearly, quarterly or monthly in advance. Arrangements to do so must be agreed with the Secretary; and
- (f) to determine discounts, credits and other benefits to be made available to Members or classes or sub-classes of Members.

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## 9. **By-Laws**

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Each member is bound by and must comply with the By-Laws.

By-Laws and amendments to By-laws come into force upon being published on the Company's website.

The Members may by resolution passed in general meeting disallow any By-Law made or amended by the Board. No such disallowance will invalidate any decision or act made or taken pursuant to such By-Law prior to the disallowance unless the resolution specifically so directs.

## 10. **Proceedings of Directors**

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### 10.1. **Directors' meetings**

The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors. A meeting of Directors must be held at least once in each calendar quarter.

### 10.2. **Chairperson of Board**

The Commodore will be chairperson of meetings of the Board.

If a Board meeting is held and the Commodore is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside as chairperson of the meeting (in order of precedence):

- (a) the Vice Commodore;
- (b) the Rear Commodore; or
- (c) a Director chosen by a majority of the Directors present.

### 10.3. **Questions decided by majority**

Questions arising at a meeting of the Board are to be decided by a majority of votes of Directors present and entitled to vote and any such decision is for all purposes to be deemed a decision of the Directors.

### 10.4. **Chairperson's casting vote**

In the event of an equality of votes, the chairperson of the meeting has a casting vote.

### 10.5. **Quorum for Board meeting**

The quorum for a Board meeting is 5 or any greater number determined by the Directors from time to time. For the purposes of this Rule, a quorum is present during the consideration of a matter at a meeting of the Directors only if at least 5 Directors are present who are entitled to vote on any matter.

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A Director is treated as being present at a meeting held by or using the assistance of technology if the Director is able to be heard by all others attending the meeting.

**10.6. Remaining Directors may act**

The continuing Directors may act despite a vacancy in their number but, if and so long as their number is reduced below the quorum for meetings of the Board, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or of convening a general meeting.

**10.7. Board committees**

The Board may delegate any of its powers, other than powers required by law to be dealt with by the Board, to a committee of the Board. A committee may include any Member or Members who are not Directors.

A committee of the Board to whom any powers have been so delegated must exercise the powers delegated in accordance with any direction of the Board.

Such delegation must be recorded in the Company's Minute Book.

**10.8. Proceedings of Board committees**

The Board may select one of their number as chairperson and one of their number or another Member as deputy chairperson of a committee of the Board and determine the quorum for a meeting of that committee.

If a meeting of a committee is held and a chairperson has not been selected or the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside as chairperson of the meeting (in order of precedence):

- (a) the deputy chairperson, if one has been selected; or
- (b) a member of the committee chosen by a majority of the members present.

A committee may meet and adjourn as it thinks proper.

Questions arising at a meeting of a committee are to be determined by a majority of votes of the members of the committee present and voting.

The chairperson, in addition to their deliberative vote, has a casting vote.

**10.9. Written resolution by Directors**

If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

A Director is deemed to have signed a document containing such a statement if the approval of that statement is contained in an email sent by that Director.

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#### 10.10. **Use of technology**

A Board meeting may be called or held using any technology consented to by each Director. The consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting.

The Chairperson of a committee of the Board may determine that a meeting of the committee may be held using or with the assistance of any technology that gives each member a reasonable opportunity to participate.

#### 10.11. **Validity of acts of Directors**

Subject to the other provisions of this Constitution all acts of the Board, a committee under rule 10.7, a Director or a member of a committee are valid even if it is afterwards discovered that:

- (a) there was a defect in the appointment, election or qualification of any of them; or
- (b) any of them were disqualified from or had vacated office or was not entitled to vote.

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### 11. **Secretary**

#### 11.1. **Appointment of Secretary**

There must be one Secretary of the Company who is to be appointed by the Board.

#### 11.2. **Suspension and removal of Secretary**

The Board may suspend or remove the Secretary from that office.

#### 11.3. **Powers, duties and authorities of Secretary**

The Board may vest in the Secretary such powers, duties and authorities as they may determine from time to time and the Secretary must exercise all such powers and authorities subject at all times to the control of the Board. The Secretary will also have all the powers vested in the Secretary by the Registered Clubs Act and the Liquor Act and is not subject to the direction of the Board in the exercise of those powers.

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### 12. **Club burgee**

#### 12.1. **Club burgee**

The burgee of Cruising Yacht Club of Australia will be blue with the constellation of the Southern Cross in gold in the form held by the Secretary.

#### 12.2. **Flying of burgee**

The burgee must not be flown on any yacht that is owned by a Member unless the Member is present when that yacht is being used.

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**13. Inspection of records**


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Subject to the Corporations Act, the Board may determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than Directors).

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Board or by the Company in general meeting.

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**14. Service of documents**


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Without limiting any other way in which a document may be given to a Member under the Corporations Act, the Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post (by airmail if to an address outside Australia) to the address for the Member in the Register of Members or an alternative address (if any) nominated by the member;
- (c) by sending it to an electronic address (if any) nominated by the Member; or
- (d) subject to rule 3.2, by notifying the Member by post (in accordance with paragraph (b)) or by an electronic means nominated by the Member that:
  - (i) the document is available electronically; and
  - (ii) how the Member may access the document electronically.

A Member may give a document to the Company or to the Secretary:

- (a) in the case of the Secretary, personally;
- (b) by sending it by post to the Registered Office; or
- (c) by sending it to the electronic address nominated by the Company.

If a document is sent by post, delivery of the document is:

- (a) effected by properly addressing, prepaying and posting a letter containing the document; and
- (b) taken to be effective on the third day after the date of its posting.

If a document is sent by electronic transmission, delivery of the document is:

- (a) effected by properly addressing and transmitting the electronic transmission, and

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- (b) taken to be effective on the business day following the transmission leaving the information system of the sender.

A document made available electronically is taken to have been given and received on the day that the notification specifying that the document is available and how it may be accessed is taken to be effective.

## **15. Records, reports and audit**

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### **15.1. Company to keep accounting records**

The Board must cause the Company to keep accounting records of the business of the Company in accordance with the requirements of the Corporations Act and the Registered Clubs Act.

### **15.2. Company to prepare reports**

The Board must cause a financial report and a directors' report to be prepared for each financial year and cause the financial report to be audited in accordance with the requirements of the Corporations Act.

## **16. Indemnity**

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### **16.1. Indemnity of officers**

Every person who is or has been a Director or Secretary of the Company or its subsidiaries is entitled to be indemnified out of the property of the Company against:

- (a) every liability incurred by that person in that capacity (except a liability for legal costs); and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings whether civil or criminal or of an administrative or investigatory nature, in which that person becomes involved because of that capacity,

unless:

- (c) the Company is forbidden by law to indemnify the person against the liability or legal costs; or
- (d) an indemnity by the Company of the person against the liability or legal costs if given, would be made void by law.

### **16.2. Insurance**

The Company may pay or agree to pay a premium for a contract insuring a person who is or has been a Director or Secretary of the Company and its subsidiaries against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or

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- (b) the contract would, if the Company paid the premium, be made void by statute.

#### **17. Winding-up or dissolution**

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If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property, that property will not be paid to or distributed among the members but will be given or transferred to some other institution or institutions:

- (a) having objects similar to the objects of the Company; and
- (b) whose constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as imposed under this Constitution,

such institution or institutions to be determined by the Members, at or before the time of winding up or dissolution.



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## Appendix 1

### **Objects set out in the Memorandum and Articles of Association of the club at Incorporation**

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#### **“The objects for which the Club is established are:**

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

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

- (g) To apply for obtain and hold any licence or licences necessary to be obtained and held for the purpose of effectuating all or any of the objects of the Club including a licence or licences for the sale and consumption of intoxicating liquors and the sale of tobacco, cigars, cigarettes and other commodities and to procure any person or persons to act as licensee or licensees and to hold any such licence or licences on behalf of the Club.
- (h) In furtherance of the objects of the Club to promote either alone or jointly with any other Club association or persons yacht races and boat races

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and matches, competitions and exhibitions in relation to yachting and boating and yachts and boats in relation to any other sports or pastimes and to offer, give or contribute to prizes, trophies and awards and to guarantee prize money and expenses in connection with any such races, matches, competitions and exhibitions and generally to foster, promote, encourage and support the sports, yachting and boating and yacht racing and boat racing.

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

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- (q) To borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the property of the Club.
  - (r) To draw, accept, endorse, discount, execute and issue cheques, drafts, orders, promissory notes, bills of exchange, bills of lading warrants, bonds, coupons, debentures and other negotiable or transferable instruments.
  - (s) To pay all costs, charges and expenses of and incidental to or in connection with the incorporation of the Club.
  - (t) To do all such other lawful things as in the opinion of the Club are incidental or conducive to the attainment of the above objects or any of them."

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