
**CONSTITUTION OF ROYAL MOTOR
YACHT CLUB OF NEW SOUTH WALES
LIMITED**

ACN 001 040 820

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Constitution

1. NAME OF COMPANY

1.1 The name of the Company is Royal Motor Yacht Club of New South Wales Limited.

2. PRELIMINARY

2.1 The Company is a company limited by guarantee and shall be a non-proprietary company.

2.2 The Company is established for the purposes set out in this Constitution.

2.3 Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

2.4 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

2.5 Every member is bound by and must comply with the Constitution and By-laws of the Club and any other determination, resolution or policy which may be made or passed by the Board.

3. DEFINITIONS

3.1 In this Constitution unless there be something in the subject or context inconsistent therewith:

- (a) **“Act”** means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision.
- (b) **“Biennial General Meeting”** means every second Annual General Meeting (commencing with the Annual General Meeting in 2014) at which the Board is elected to office in accordance with this Constitution.
- (c) **“Board”** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.
- (d) **“Boat”** means a Vessel.
- (e) **“Boat Owner”** means a Life member or a member who is the owner of a Vessel as referred to in Rule 10, being the Boat Owner member in relation to that Vessel.
- (f) **“By-Laws”** means the By-laws made in accordance with this Constitution.
- (g) **“Club”** means Royal Motor Yacht Club of New South Wales Limited ACN 001 040 820.
- (h) **“Club Notice Board”** means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.
- (i) **“Constitution”** means this Constitution.
- (j) **“Director Identification Number”** means the unique identification number given to a member pursuant to section 1272C of the Act.
- (k) **“Flag Officers”** means the Commodore, Vice Commodore and Rear Commodore.
- (l) **“Full member”** means any person who is in one of the categories of membership referred to in Rule 10.2.

- (m) **“Liquor Act”** means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.
- (n) **“Month”** except where otherwise provided in this Constitution means calendar month.
- (o) **“Office”** means the general administrative office of the Club.
- (p) **“Office Bearer”** means the Commodore, Vice Commodore, Rear Commodore and Honorary Treasurer.
- (q) **“Register of Vessels”** means the register of Vessels maintained by the Board pursuant to Rule 45 of this Constitution, containing the information referred to in that Rule.
- (r) **“Registered Clubs Act”** means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.
- (s) **“Rules”** means the rules comprising this Constitution.
- (t) **“Secretary”** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.
- (u) **“Special Resolution”** has the meaning assigned thereto by the Act. To be passed, a Special Resolution must receive at least seventy five percent (75%) of the votes cast by members eligible to vote on the Special Resolution.
- (v) **“Sub club”** means any sub club that pursuant to a resolution of the Board under Rule 27.12 is or has been established by the Club.
- (w) **“Vessel”** means a boat powered by an inboard or outboard motor but not a yacht or similar sailing boat. With the exception of Life members, a Vessel to qualify a candidate for the office of Flag Officer shall be a powered boat not less than seven (7) metres in length.

3.2 **“Non Financial member”**. A member shall be a Non Financial Member of the Club if:

- (a) the member's subscription or any part thereof has not been paid in accordance with Rule 15.4; or
- (b) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain non-financial for the purposes of Rule 16.1 and Rule 16.2 until the full amount owing is paid to the Club.

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

3.4 References to the term “member” includes a director of the Club.

4. OBJECTS

4.1 The objects of the Club are to:

- (a) provide berths and moorings for Boats owned by members, ancillary facilities and the opportunity for all members to participate in boating activities.
- (b) promote the safe use of all classes of Boats to promote seamanship and teaching of navigation.
- (c) formulate rules for and conduct trials of speed, endurance, navigation and seamanship.
- (d) promote such other pastimes, entertainments and recreations as the Club may deem expedient to promote social intercourse between members of the Club and other clubs.
- (e) establish and maintain club houses, boathouses, marinas, dwellings, workshops, garages and other conveniences in connection with the Club's activities.
- (f) purchase, hire, make or provide and maintain and to sell or otherwise dispose of all kinds of meals, food provisions, refreshments, furniture, plates, glass, books, periodicals, billiard table, tools, implements, machines, engines, utensils and other things required or which may be conveniently used in connection with the Club's activities.
- (g) subscribe to, become a member of and cooperate with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the club shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under this Constitution.
- (h) purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club, provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (i) enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Club's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Club may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (j) appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the purpose of the Club.
- (k) establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object.

- (l) construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, groundwork or conveniences which may seem calculated directly or indirectly to advance the Club's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out alterations or control thereof.
- (m) invest and deal with the money of the Club not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (n) borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase, redeem or pay off any such securities.
- (o) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (p) take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Club's property of whatsoever kind sold by the Club, any money due to the Club from purchasers and others.
- (q) take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Club.
- (r) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- (s) print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (t) amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club or by virtue of this Constitution.
- (u) transfer all or part of the property, assets, liabilities and engagements of the Club to any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- (v) make donations for patriotic or charitable purposes.
- (w) transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (x) hold a club licence under the Liquor Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the Club.
- (y) sell, convey, transfer, assign, mortgage, charge, give in exchange, dispose of, let, manage or otherwise deal with all or any of the property, real or personal, of the Club, subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (z) do all such other lawful things as are incidental or conducive to the attainment of any or all of the above objects.

5. LIMITED LIABILITY

5.1 The liability of the members is limited.

6. MEMBERS' GUARANTEE

6.1 Each member undertakes to contribute an amount not exceeding twenty dollars (\$20.00) if the Club is wound up:

- (a) while he or she is a member of the Club; or
- (b) within one year of the date that he or she ceases to be a member.

6.2 The contribution referred to in Rule 6.1 shall be for the:

- (a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
- (b) costs, charges and expenses of winding up.

7. APPLICATION OF PROPERTY ON DISSOLUTION

7.1 If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:

- (a) not be transferred, paid to or distributed among the members;
- (b) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.

7.2 The institution or institutions referred to in Rule 7.1(b) shall be determined by:

- (a) the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof
- (b) the Supreme Court of New South Wales.

8. PROPERTY AND INCOME OF THE CLUB

8.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.

8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.

8.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

8.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.

- 8.5 Subject to Rule 8.6 nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club; or
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 8.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or
 - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

9. LIQUOR

- 9.1 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 9.1 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- 9.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 9.3 The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

10. MEMBERSHIP

- 10.1 No person under the age of eighteen (18) years shall be admitted as a member of the Club, other than as a Junior member in accordance with this Constitution.
- 10.2 The Full membership of the Club shall be divided into the following categories:
- (a) Boat Owner members;
 - (b) General members;
 - (c) Junior members;
 - (d) Life members.
- 10.3 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:
- (a) Honorary members; or
 - (b) Temporary members.
- 10.4 The number of Full members having the right to vote in the election of the Board shall be not less than a simple majority (i.e., 50% + 1) of the Full members of the Club.

VOLUNTARY SUSPENSION OF MEMBERS

10.5 A member may request a suspension of membership, at the Board's discretion, and, if approved for a period not to exceed two (2) consecutive years with no fees payable during the suspension period. Should the member not apply to reinstate the membership within one (1) month after the two (2) year period has expired, the membership of the member is automatically terminated and Rule 19 and the rules of natural justice shall not apply to the termination.

BOAT OWNER MEMBERS

10.6 Boat Owner members shall be persons who:

- (a) have attained the age of eighteen (18) years; and
- (b) are Life members; or
- (c) have been transferred to Boat Owner membership when their Vessel is recorded in the Register of Vessels, subject to this Rule 10 and Rule 45.

10.7 Subject to any restrictions contained in this Constitution, Boat Owner members are entitled to:

- (a) such recreational and social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
- (c) nominate for and be elected to hold office on the Board;
- (d) vote in the election of the Board;
- (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (f) propose, second, or nominate any eligible member for any office of the Club;
- (g) introduce guests to the Club.

Requirements of Boat Owner Membership

10.8 The Board of the Club shall establish and maintain a marina waitlist for berths and moorings for Vessels on the Club's marina.

10.9 The Board shall manage the marina waitlist referred to in Rule 10.8 so that a berth or mooring may be allocated on the Club's marina to accommodate the size of the Vessel owned by a General Member when such a berth or mooring becomes available but in accordance with the order in time when a Vessel is placed on the marina waitlist with the longest in time having priority.

10.10 A General Member who has the majority individual percentage ownership or equal ownership with other General Members of a Vessel and has been a Member of the Club for not less than five (5) years can apply to the Board to have the Vessel of that General Member entered on the marina waitlist.

10.11 If a Vessel is owned by more than one member then, in addition to the General Member who applied to have the Vessel entered on the marina waitlist, all other owners will be recorded on the marina waitlist stating their membership numbers, the percentage ownership of each of them and the date that they acquired an interest in the Vessel.

10.12 When a Vessel is transferred from the marina waitlist referred to in Rule 10.8 to the Register of Vessels pursuant to Rule 45, the General Member who applied to have the

Vessel entered on the marina waitlist will at the same time be transferred to Boat Owner membership of the Club and be referred to as a Boat Owner member.

- 10.13 Before a Vessel can be entered on the Register of Vessels the owner, or if more than one owner, all the owners of the Vessel, must pay to the Club an allocation fee as determined by the Board and must enter into an agreement with the Club to pay a monthly licence fee thereafter.
- 10.14 If a Vessel is owned by more than one member, then all the owners are jointly and severally liable to the Club to pay the allocation fee and the monthly licence fee but the Club may give any notice pursuant to the agreements for the payment of those fees to the Boat Owner member only.
- 10.15 The allocation of a Vessel to a berth or mooring on the Club's marina does not grant to the owners of the Vessel any property rights in relation to the berth or mooring but only a licence for the Vessel to occupy the berth or mooring from month to month in accordance with the terms of the berth and mooring agreement which may be amended from time to time by the Board.
- 10.16 A Boat Owner Member must advise the Board of the sale of any interest in a Vessel registered in the Register of Vessels within seven (7) days of that sale occurring.
- 10.17 A Boat Owner Member must at all times retain equal or the majority individual percentage ownership of the Vessel.
- 10.18 The rights granted to a Boat Owner member in relation to a Vessel entered on the Register of Vessels and allocated to a berth or mooring cannot be transferred to another member (the proposed transferee) without the prior approval of the Board which may be withheld in the following circumstances:
 - (a) If the proposed transferee has owned a percentage of the Vessel for a period of less than (10) years.
 - (b) If the proposed transferee is not entitled to the allocation of a berth or mooring in accordance with the marina waitlist referred to in Rule 10.8.
 - (c) if the Vessel that is allocated to a berth or mooring or is on the marina waitlist referred to in Rule 10.8 is to be used for commercial purposes.
- 10.19 A Vessel that is berthed or moored on the Club's marina shall not be marketed on the Club's marina nor in the Club's premises as being for sale and shall not bear or carry any sign to the effect that the Vessel is for sale.
- 10.20 If there are two or more persons who are owners of a Vessel either jointly or as tenants in common, only the Boat Owner member who was transferred from the marina waitlist will be recognised by the Club and entered into the Register of Vessels. Vessel registration must be in the name of the Boat Owner member but insurance cover should be in the name of all owners if owned jointly or as tenants in common. The Boat Owner member must provide to the Club evidence of current registration and insurance cover annually or as otherwise requested.
- 10.21 Subject to Rule 10.22, any Boat Owner member who ceases to be the owner of a Vessel or does not hold equal or the majority individual percentage ownership of a Vessel registered in the Register of Vessels will from the date of such cessation become a General member and will be transferred in the register of members to General membership. The licence pursuant to Rule 10.15 will be cancelled and a notice will be given by the Club to the member requiring the Vessel to be permanently removed from the berth or mooring. This cessation does not grant the right to any

other owner of the Vessel to obtain the rights to the berth or mooring allocated to the Vessel.

10.22 For the purpose of Rule 10.21 a Boat Owner member who disposes of their Vessel with the intention of replacing same, without change in the ownership of the replacement Vessel, and within fourteen (14) days of such disposal notifies the Secretary in writing of their intention to do so shall be deemed to remain a Boat Owner member for a period of three (3) months from the date of disposal of their Vessel, notwithstanding the fact that they will not own a Vessel during such period. The Board may at its discretion grant extensions of the aforesaid period on being requested in writing by the member concerned and being given satisfactory reasons for such a request.

GENERAL MEMBERS

10.23 General members shall be persons who:

- (a) have attained the age of eighteen (18) years; and
- (b) are not Boat Owners;
- (c) are elected or transferred to General membership of the Club.

10.24 Subject to any restrictions contained in this Constitution, General members are entitled to:

- (a) such recreational and social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
- (c) nominate for and be elected to hold office on the Board;
- (d) vote in the election of the Board;
- (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (f) propose, second, or nominate any eligible member for any office of the Club;
- (g) introduce guests to the Club.

JUNIOR MEMBERS

10.25 Junior members shall be persons who:

- (a) have attained the age of at least twelve (12) years; and
- (b) have not attained the age of eighteen (18) years;
- (c) have been elected to Junior membership of the Club.

10.26 Applicants for Junior membership must be nominated for membership by a parent or grandparent of the applicant and the parent or grandparent must be a member of the Club and has been a member for not less than five (5) years.

10.27 A person shall not be admitted as a Junior member of the Club unless the Board:

- (a) is satisfied that the person is joining the Club for the purposes of participating in a sport as a member of the Club or a Sub club; and
- (b) has received from that persons parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club or a Sub club;

- (c) is satisfied that the person will take part in regular sporting activities organised by the Club or a Sub club.

10.28 Subject to the provisions of the Registered Clubs Act, Junior members are entitled to such recreational and social privileges and advantages of the Club as may be determined by the Board from time to time but are not entitled to:

- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
- (b) nominate for or be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership;
- (g) introduce guests to the Club;
- (h) use the gymnasium.

LIFE MEMBERS

10.29 A Life member shall be any member who has:

- (a) been a member of the Club for more than ten (10) years (or in special circumstances for a shorter period); and
- (b) rendered exceptional services to the Club beyond call of duty;
- (c) been granted Life membership of the Club in accordance with this Constitution.

10.30 The Board may nominate one (1) member each financial year who satisfies the requirements in paragraphs (a) and (b) of Rule 10.29 for Life membership of the Club.

10.31 A member can only be nominated for Life membership of the Club if six (6) directors on the Board vote in favour of the nomination.

10.32 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).

10.33 If a nomination for Life membership is made by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.

10.34 If a nomination for Life membership is approved by a resolution passed by at least three fourths of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club. Every Life member shall be entitled to all the rights and privileges of a Boat Owner member.

10.35 A Life member is relieved from the payment of any annual subscription to the Club but the Life member is not exempted from any other financial obligations to the Club (including without limitation, the payment of levies).

11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

11.1 The Board has the power on the application of any member to transfer that member to another category of membership (other than Life membership) if that member has the qualifications for that other category of membership.

- 11.2 Subject to Rules 10.21 and Rule 10.22, the Board has the power to transfer a Boat Owner member who ceases to be an owner of a Vessel in the Register of Vessels to General membership of the Club.
- 11.3 The Board shall have the power to transfer a Junior member who has attained the age of eighteen (18) years to another category of membership of the Club for which the Junior member has the necessary qualifications.
- 11.4 Any application for transfer of membership pursuant to this Rule 11 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.
- 11.5 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 11.6 The Club shall notify a person if they have been transferred to another class of membership of the Club pursuant to this Rule 11. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

12. HONORARY MEMBERS

- 12.1 The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (a) the Patron in Chief and the Patron for the time being of the Club; or
 - (b) any prominent citizen or local dignitary visiting the Club
- 12.2 Honorary members who are not Full members of the Club are entitled only to:
- (a) such social privileges and advantages of the Club as the Board may determine from time to time; and
 - (b) introduce guests to the Club.

13. TEMPORARY MEMBERS

- 13.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) A full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.
 - (b) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
 - (c) Any interstate or overseas visitor.
- 13.2 Temporary members shall not be required to pay a joining fee or annual subscription.
- 13.3 Temporary members are entitled to:
- (a) such social privileges and advantages of the Club as the Board may determine from time to time; and
 - (b) subject to Rule 23.13, introduce guests into the Club.

- 13.4 A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such other longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 17.1(c) on the first day that they enter the Club's premises during that period.
- 13.5 Temporary members are not entitled to:
- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
 - (b) nominate for or be elected to the Board;
 - (c) vote in the election of the Board;
 - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution); or
 - (e) propose, second or nominate any eligible member for any office of the Club.
- 13.6 The Secretary or senior employee then on duty may refuse a person admission to the Club as a Temporary member or terminate the membership of any Temporary member at any time without notice and without having to provide any reason.
- 13.7 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 13.1(b).

14. **ELECTION OF MEMBERS**

- 14.1 A person shall not be admitted as a Full member of the Club (other than as a Life member) unless that person is elected to membership by a resolution of the Board of the Club.
- 14.2 An application for membership will be approved if a majority of six (6) directors on the Board vote in favour of a resolution to accept the application and thereby elect the applicant to membership of the Club.
- 14.3 The names of the directors present and voting at that Board meeting shall be recorded by the Secretary of the Club.
- 14.4 The Board may reject any application for membership without giving any reason.
- 14.5 Every application for membership of the Club shall be:
- (a) in writing; and
 - (b) proposed by one and seconded by another member of the Club who are either Boat Owners or General members and who have been Full members for at least five (5) consecutive years standing;
 - (c) in such form as the Board may prescribe;
 - (d) contain the following particulars:
 - (i) the full name of the applicant; and
 - (ii) the address of the applicant;
 - (iii) the email address of the applicant;
 - (iv) the phone number of the applicant;
 - (v) the date of birth of the applicant;
 - (vi) the occupation of the applicant;

- (vii) a statement to the effect that the applicant agrees to be bound by and comply with the Constitution and By-laws of the Club and any other determination, resolution or policy which may be made or passed by the Board;
 - (viii) the signature of the applicant and, in the case of a Junior member, the signature of the parent or guardian of the applicant;
 - (ix) the signature of the proposer and seconder of the applicant;
 - (x) such other particulars as may be prescribed by the Board from time to time.
- 14.6 Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
- (a) the joining fee (if any); and
 - (b) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
- 14.7 The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- 14.8 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 14.7 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
- 14.9 The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
- 14.10 An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
- 14.11 The Membership Committee referred to in Rule 27.10(a) will assist the Board with assessing applications for membership and it will make recommendations to the Board regarding whether or not such applications should be approved.
- 14.12 The Board or Membership Committee may request that the applicant for membership and their proposer and seconder provide them with additional information about the applicant and/or request that they attend an interview with the Board or membership committee to discuss the application. An applicant for membership and their proposer and seconder must comply with such requests.
- 14.13 The Club shall notify a person in writing if they have been elected to membership, which will be conditional on the person paying the Club the appropriate annual subscription within twenty-eight (28) days of the notification having been given to the person. If a person fails to be elected to membership or having been elected conditionally fails to pay the annual subscription within twenty-eight (28) days, the Secretary shall cause any joining fee paid by the person to be returned to that person and shall notify the person that the person has not been admitted as a member of the Club.
- 14.14 Membership cannot be transferred to another person.

15. JOINING FEES, SUBSCRIPTIONS AND LEVIES

- 15.1 Joining fees, subscriptions, levies and other payments payable by members of the Club shall be such as the Board may from time to time determine by way of a By-Law pursuant to Rule 27, in its absolute discretion.
- 15.2 The Board may from time to time, determine in its absolute discretion that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
- 15.3 Any person elected to any class of membership after 31 May each year shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 15.4 All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board from time to time.
- 15.5 The Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the joining fee, subscription, levy or other payment in Rule 15.4.
- 15.6 When a member transfers from one category of membership to another category of membership and the entrance or subscription fees for the other category are greater than those for the existing category, the member shall be liable for the difference in fees but no reimbursement shall be made to the member where the entrance or subscription fees for the other category are lower than those for his then existing category.
- 15.7 A Junior member who is transferred to another category of membership of the Club upon attaining the age of eighteen (18) years shall not be required to pay an entrance fee (if any) for their new category of membership if they have been a Junior member for at least two (2) years immediately prior to their transfer of membership.
- 15.8 Notwithstanding anything else contained in this Constitution but subject to the requirements of the Registered Clubs Act, members who have been members for a continuous period of more than twenty five (25) years and who have attained the age of sixty (60) years may apply to the Board to have their annual subscriptions reduced to one-half of the prescribed annual subscription for their category of membership. However, this reduction in the annual subscription payable by members under this Rule shall not effect the basis of the determination of any other obligations due by the member or imposed on the members generally.
- 15.9 Subject to the requirements of the Registered Clubs Act, the Board may, in its absolute discretion, grant exemption from the payment of the full annual subscription or of a portion thereof for a limited period of time or until the Board otherwise resolves to unemployed widows or orphans of a deceased member or to such other members whose financial or health conditions deserve such consideration.

16. NON-FINANCIAL MEMBERS

- 16.1 Notwithstanding any Rule contained in this Constitution, any member who is a Non-Financial member (as defined in Rule 3.2) shall not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;

- (c) attend or vote at any meeting of the Club or any Sub club;
 - (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
 - (e) vote in the election of the Board or any committee of a Sub club;
 - (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
 - (g) propose, second or nominate any eligible member for Life membership;
 - (h) if they are a Director of the Club, vote at any meeting of the Board or participate in any activity pursuant to Rule 28.9 or Rule 28.10.
- 16.2 The Board may by resolution terminate the membership of any Non Financial member provided that not less than 14 days notice in writing is given to the Non Financial member informing that member that:
- (a) he or she is a Non Financial member;
 - (b) the amount of money that the member owes the Club;
 - (c) the money owed to the Club must be paid to the Club within 14 days of the date of the notice;
 - (d) if the payment is not made in accordance with subparagraph (c), the Board of the Club will, by resolution, terminate the membership of that member.
- 16.3 The Board may pass a resolution to terminate the membership of a Non Financial member pursuant to this Rule 16.3 without having to follow the procedures of Rule 19.1 and Rule 19.2 which will not apply to such a resolution.

17. REGISTERS OF MEMBERS AND GUESTS

- 17.1 The Club shall keep the following registers:
- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full; and
 - (ii) the occupation;
 - (iii) the address;
 - (iv) the date on which the entry of the member's name in the register is made;
 - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
 - (b) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full or the surname and initials; and
 - (ii) the address.
 - (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 13.1(b)) which shall be kept in accordance with

Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:

- (i) the name in full or the surname and initials; and
 - (ii) the address;
 - (iii) the signature of the member.
- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:
- (i) the name in full or the surname and initials; and
 - (ii) the address;
 - (iii) the date on which the entry of the guest's name in the register is made;
 - (iv) the signature of the member introducing the guest.

17.2 The Club may collect and maintain as a database, separate to the registers referred to in Rule 17.1, other information about members, such as (without limitation) telephone numbers and email addresses and other information which may be personal information or sensitive information covered by the privacy legislation of the Commonwealth and/or New South Wales.

18. NOTIFICATION OF CHANGE OF CONTACT DETAILS

18.1 Every member must advise the Secretary of any change to their contact details (including their address, email address and telephone number) within seven (7) days of any change to those details.

19. DISCIPLINARY PROCEEDINGS

19.1 Subject to Rule 19.2, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:

- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
- (b) is, in the reasonable opinion of the Board;
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of conduct which is unbecoming of a member.
- (c) without limiting the ambit or effect of Rule 20.1(b), conduct unbecoming of a member and conduct prejudicial to the interests of the Club in each case, includes conduct which is abusive of, or offensive to, or harassment of any person;

19.2 The following procedure shall apply to disciplinary proceedings of the Club:

- (a) A member shall be notified of:
 - (i) any charge against the member pursuant to Rule 19.1; and
 - (ii) the date, time and place of the meeting of the Board at which the charge is to be heard.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 19.2 by notice in writing at least fourteen (14) days before the meeting of the Board at which the charge is to be heard.

- (c) The member charged shall be entitled to:
 - (i) attend the meeting for the purpose of answering the charge; and
 - (ii) submit to the meeting written representations for the purpose of answering the charge.
- (d) If the member fails to attend such meeting:
 - (i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
 - (ii) the Board may impose any penalties, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
- (e) Should the disciplinary proceedings relate to the conduct of a Board member, then that member must abstain from the Board's considerations and must not vote in relation to the matter.
- (f) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
- (g) When the Board has made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board's decision.
- (h) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty.
- (i) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of six (6) directors present in person vote in favour of such motion by secret ballot.
- (j) The Board shall have the power to adjourn a meeting pursuant to this Rule 19.2 for such period as it considers fit.
- (k) Any decision of the Board on such hearing shall be final.
- (l) The Board shall not be required to give any reason for its decision.
- (m) The Board may authorise the Secretary and other persons to attend the meeting to provide evidence and to assist the Board in considering and dealing with the charge but the Secretary and those other persons shall not be entitled to vote at the meeting.

19.3 If a notice of charge is issued to a member pursuant to Rule 19.2(a):

- (a) the Board by resolution; or
- (b) the Secretary (independently of the Board)

shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.

19.4 Subject to Rules 19.5 and 19.6, a member who:

- (a) incurs a debt to the Club; and

- (b) fails to discharge such debt within fourteen (14) days from service on that member of a notice from the Club in writing requiring payment thereof

may, by resolution of the Board, be suspended or expelled from membership.

19.5 A member shall be notified by notice in writing, sent in accordance with Rule 41.1, at least fourteen (14) days before the meeting of the Board at which the resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Rule 19.4.

19.6 The provisions of Rules 19.1 to 19.3 inclusive shall not apply to any member suspended or expelled pursuant to Rule 19.4.

20. **MEMBER UNDER SUSPENSION**

20.1 Any member whose membership is suspended pursuant to Rules 19.2 or 19.3 shall during the period of such suspension not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any Sub club;
- (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
- (e) vote in the election of the Board or any committee of a Sub club;
- (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
- (g) propose, second or nominate any eligible member for Life membership.

20.2 Notwithstanding that a member has been suspended pursuant to Rule 19.2 or 19.3, the member must still make all payments to the Club which fall due for payment during the period of suspension.

21. **REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

21.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or (subject to Rule 21.5) an employee of the Club or (subject to Rule 21.6) a director of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (a) who does not comply with the Club's dress requirements;
- (b) who is then intoxicated, violent, quarrelsome or disorderly;
- (c) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (d) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
- (e) who hawks, peddles or sells any goods on the premises of the Club;
- (f) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
- (g) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant or goods or items that may be a threat to members or other

persons; or

- (h) who the Club, under the conditions of its club licence, by law or a term of a liquor accord, is authorised or required to refuse access to the Club.
- 21.2 If pursuant to Rule 21.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 21.5) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- 21.3 Without limiting Rule 21.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 21.1(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- 21.4 Without limiting Rule 21.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 21.1(a), the person must not:
- (a) remain in the vicinity of the Club; or
 - (b) re-enter the vicinity of the Club within twenty-four (24) hours of being refused admission or being turned out.
- 21.5 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule 21 shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee of the Club then on duty; or
 - (b) any employee of the Club authorised by the Secretary to exercise such power.
- 21.6 In the event that the Secretary is not present in the premises of the Club and there is no employee of the Club on duty in the premises of the Club, then a director is authorised to exercise the power set out in this Rule 21.

22. RESIGNATION AND CESSATION OF MEMBERSHIP

- 22.1 A member may at any time resign from his or her membership of the Club by either:
- (a) giving notice in writing to the Secretary; or
 - (b) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
- 22.2 A resignation pursuant to Rule 22.1 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- 22.3 Any member who has resigned pursuant to 22.1 will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

23. GUESTS

- 23.1 Subject to Rule 23.2, all Full members (other than Junior members) have the privilege of introducing guests to the Club.
- 23.2 A Temporary member may introduce a guest only in accordance with Rule 23.13.
- 23.3 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rule 17.1.

- 23.4 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- 23.5 A member shall not introduce any person as a guest of that member:
- (a) who has been expelled from the Club pursuant to Rule 19; or
 - (b) whose membership is then suspended pursuant to Rule 19;
 - (c) who is then refused admission to or being turned out of the Club pursuant to Rule 21.
- 23.6 Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 23.7 A guest of a member is not permitted to enter or use the Club's gymnasium or any of the equipment of the facilities of the gymnasium.
- 23.8 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- 23.9 No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- 23.10 A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- 23.11 A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- 23.12 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- 23.13 A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
- 23.14 For the purposes of Rule 23.13(c), "responsible adult" means an adult who is:
- (a) a parent, step-parent or guardian of the minor; or
 - (b) the minor's spouse or de facto partner;
 - (c) for the time being, standing in as the parent of the minor.

24. PATRONS

- 24.1 There shall be at all times a Patron-in-Chief and a Patron of the Club.
- 24.2 The Board from time to time may request the Governor General or the Governor of NSW to act as Patron-in-Chief or Patron respectively and who upon acceptance of such invitation the Board shall appoint as Patron-in-Chief or Patron of the Club.
- 24.3 A serving Admiral of the Royal Australian Navy provided that Admiral accepts the Board's invitation in that respect shall be appointed Vice-Patron of the Club.
- 24.4 If the Patron-in-Chief and Vice Patron are not members of the Club they shall thereupon be deemed to be Honorary members of the Club and, subject to this

Constitution, shall remain Honorary members while they remain Patrons.

25. **BOARD OF DIRECTORS**

- 25.1 Subject to Rule 32, the Board shall consist of nine (9) directors who shall comprise a Commodore, Vice Commodore, Rear Commodore, collectively called Flag Officers, Honorary Treasurer and five (5) Ordinary directors of whom three (3) shall be Boat Owners and two (2) shall be General members.
- 25.2 The Board shall be elected biennially in accordance with this Constitution.
- 25.3 Subject to the restrictions contained in this Constitution, Life members, Boat Owner members and General members shall be entitled to stand for and be elected or appointed to the Board.
- 25.4 A member who is:
- (a) an employee; or
 - (b) currently under suspension pursuant to Rule 19;
 - (c) a Non Financial member,
- shall not be eligible to stand for or be elected or appointed to the Board.
- 25.5 Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.
- 25.6 A person shall not be entitled to nominate for or be elected or appointed to the Board unless that person has been a Full member for at least five (5) years immediately preceding the closing date for nominations or the proposed date for election or appointment to the Board.
- 25.7 A candidate for a Flag Officer Director with the exception of Treasurer must satisfy the requirement in Rule 25.8 and that by the date of the Biennial General Meeting at which the results of the ballot for election of directors are declared the candidate has also served on the Board for a full two (2) terms of office. For the purposes of this Rule 25.7, a term of office is the complete period between two consecutive Biennial General Meetings.
- 25.8 A candidate for the office of Flag Officer or Boat Owner Director must satisfy the requirements of Rules 25.5 and 25.6 and must be:
- (a) a Life member; or
 - (b) the Boat Owner member in respect of a Vessel, of not less than 7 metres in length, recorded in the Register of Vessels.
- 25.9 A person can not hold the same Office Bearer position for a continuous period of more than six (6) years.

26. **ELECTION OF BOARD**

- 26.1 Nominations for election to the Board shall close on a date and at a time to be fixed by the Board and all nominations must be in the hands of the Secretary not later than such date and time.
- 26.2 The Board shall, within seven (7) days from the date of fixing the date and time for the closing of nominations, appoint an Election Committee consisting of three (3) members, none of whom shall be a member of the Board or a candidate for election to the Board and one of whom shall be nominated by the Board as the Presiding Officer

thereof. Such Committee shall be empowered to conduct the elections under its sole control and supervision including the right to determine the eligibility of the candidates in accordance with this Constitution.

- 26.3 Every candidate for election to the Board must be nominated by two members having the right to vote at the elections as at the time of the nomination (**nominators**).
- 26.4 No member shall be nominated as a candidate for more than one position on the Board.
- 26.5 Every nomination for election to the Board must be in writing, must be signed by the nominators and the candidate and must be accompanied by a short biography of the candidate (including their qualifications) of no more than fifty (50) words. The nomination must also state the Director Identification Number of the candidate.
- 26.6 The Secretary shall within forty-eight (48) hours from the nominations being closed cause to be posted on the Club's Notice Board the names of the candidates, the positions to which they have been nominated and the names of their nominators. Such notice shall remain so posted until the conclusion of the elections. A similar notice together with each candidate's biography and qualifications, shall also be sent by the Secretary within seven (7) days from the closing date of nominations, to every member of the Club having the right to vote.
- 26.7 If the number of candidates is equal to the number required to fill a position or positions the Chairman of the Biennial General Meeting shall declare the candidates nominated as duly elected for the respective positions.
- 26.8 If the number of candidates is less than the number of the positions to be filled, the Chairman of the Biennial General Meeting shall declare as elected the candidates nominated for any particular position or positions and shall call upon the Biennial General Meeting to nominate and forthwith elect by show of hands or by a ballot (as the Meeting may determine) a member or members from those present and qualified for the position or positions then remains to be filled.
- 26.9 In the event of there being more candidates than are required for the number of the positions to be filled, elections shall be conducted by ballot for the position or positions as the case may be, which are contested by more than one candidate the ballot will be conducted over the period of the seven (7) consecutive days immediately prior to the date of the Biennial General Meeting. The Secretary shall, if so requested by a candidate or the Election Committee, appoint an independent facilitator to conduct the ballot.
- 26.10 When a ballot is necessary the secretary shall not less than twenty one (21) days prior to the date of the election prepare or cause to be prepared ballot papers covering any or all contested positions which will be defined in three (3) sections as follows:

Office Bearer Candidates

This section shall contain the positions of the Office Bearers to be filled and the names of the candidates for each position.

Boat Owner candidates

This section shall contain the names of the Boat Owner candidates.

General Member candidates

This section shall contain the names of the General Member candidates.

The names of the candidates in each section shall be set out in alphabetical order and those of the candidates who are members of the Board seeking re-election shall be marked with an asterisk. In front of each name shall be a square for voting purposes

and at the top of the second and third section shall be stipulated the number of the positions to be filled for that particular section.

At the bottom of the ballot paper there shall be a note explaining the meaning of the asterisk and directing the members to record their votes by placing a cross or a tick in the square in front of the name of the candidate for whom they wish to vote and cautioning them that more or less votes than the number of positions to be filled shall render their ballot paper as regards the section to which it relates, informal.

- 26.11 On or before the election time the Secretary shall furnish the Election Committee with a complete list in alphabetical order in triplicate of all the members who are entitled to attend and vote and with adequate ballot papers each of which the Secretary has initialled.
- 26.12 If for any reason a member is unable to be present in person to vote at the times provided for in Rule 26.9 that member may request either orally or in writing (including by email) that the Secretary send by post to the member a ballot paper initialled by the Secretary and that ballot paper with the member's vote recorded on it must be returned to the Secretary by post or by hand delivery in person only by the member who requested the ballot paper be sent to them. The completed ballot paper must be received by the Secretary prior to the time that voting shall cease in accordance with Rule 26.9. Upon receipt of the ballot paper the Secretary shall hand it to the Presiding Officer of the Election Committee who will deposit it in the ballot box. The non-receipt of a ballot paper by a member who has requested one to be sent to them or the non-receipt by the Secretary of any ballot paper returned by any member shall not invalidate the election.
- 26.13 The Presiding Officer shall counter-initial each ballot paper and one ballot paper shall be provided to each of the members contained in the Secretary's list of members entitled to vote.
- 26.14 The completed ballot papers shall be placed by the members, in a sealed ballot box which shall remain under the control and supervision of the Election Committee until the time for the counting of the votes.
- 26.15 As soon as practicable after the opening of the Biennial General Meeting the Chairman thereof shall have elected three scrutineers to assist the Election Committee in the counting of the votes and upon the ballot box being opened by the Presiding Officer in the presence and sight of the Election committee and the scrutineers the counting of the votes shall commence.
- 26.16 A ballot paper which contains more or less votes than the number of the positions to be filled for any particular section shall be regarded as informal only as regards that particular section.
- 26.17 The decision of the Election Committee regarding any ambiguity or doubt as to the validity of the ballot paper or any section thereof shall be final.
- 26.18 The results of the counting shall be reported by the Presiding Officer to the Chairman of the Biennial General Meeting who shall forthwith declare as elected the candidates who received the greater number of votes for each position to be filled.
- 26.19 Any candidate or candidates who failed to be elected to a certain position by less than six (6) votes may demand a recounting of votes in which event the candidate or candidates who are deemed to have been elected to such position by receiving no more than five (5) votes over the number of votes received by the unsuccessful candidates, shall each have the right to appoint a scrutineer to attend at the recounting of votes by the Election Committee. The results of the recounting shall be reported by the Presiding Officer to the Chairman of the Biennial General Meeting who

shall forthwith declare as elected the candidate or candidates as the case may be, who have received the larger number of votes for the position to be filled.

- 26.20 In the event of two or more candidates receiving an equal number of votes entitling them to be elected to the same position or positions and the number of candidates required to fill such position or positions is less than the number of candidates who had received equal numbers of votes, the Election Committee shall conduct a second ballot in respect of such candidates.
- 26.21 If the second ballot results again in an equality of votes or fails to determine the candidate or candidates to be elected for the position or positions the matter shall be determined by a draw of lots.
- 26.22 At the conclusion of the elections the Election Committee shall place the ballot papers in a properly sealed envelope, and shall hand such envelope to the Secretary for safekeeping until he is otherwise directed by the Board. The Board may at any time after the expiration of one month from the date of the elections instruct the Secretary to destroy the ballot papers.

27. POWERS OF THE BOARD

- 27.1 The Board shall be responsible for the management of the business and affairs of the Club.

GENERAL POWERS

- 27.2 The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed or required to be exercised or done by the Club in general meeting.

SPECIFIC POWERS

- 27.3 Without limiting the general powers conferred by Rule 27.2 but subject to Rule 27.4, the Board shall have power from time to time to:
- (a) make, alter and repeal By-Laws pursuant to Rule 27.19.
 - (b) enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (c) 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.
 - (d) secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (e) institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (f) determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - (g) invest and deal with any of the moneys of the Club not immediately required

for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.

- (h) borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
- (i) subject to paragraph (j) of this Rule, sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).
- (j) sell, lease, exchange or otherwise dispose of any land belonging to the Club provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act and Rule 27.4.
- (k) appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (l) engage, appoint, control, remove, discharge, suspend, determine and dismiss managers, employees, officers, representatives and agents in respect to permanent, temporary or special services and to determine the duties, pay, salary or other remuneration. The Board may delegate these powers (or any of them) to the Secretary or other officer or committee of the Club.
- (m) set the joining fees, subscriptions and other payments payable by all members.
- (n) determine or increase the license fees, marina fees and rents of facilities licensed or rented to the members and/or impose charges in conjunction with such license fees or rents.
- (o) impose charges on services supplied to members in order to defray the expenses of or incidental to such services; and
- (p) to levy per capita contributions from each member as may be required for the purposes of the Club provided that the total amount of such contributions shall not in any financial year exceed the amount of the annual subscription payable by members for that financial year. For the purpose of this paragraph, the levy payable by Life members shall be proportionate to the annual subscription of the class to which they belonged prior to being conferred Life Membership and likewise the levy payable by the members whose annual subscription has been reduced by this Constitution shall be proportionate to that which is applicable to the Class to which they belong.
- (q) fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (r) affiliate with any motor boat club or association of motor boat club whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such club, or association.

RESTRICTIONS ON DISPOSAL OF REAL PROPERTY

27.4 The Board shall not have power to sell, lease, mortgage, or in any way encumber or dispose of the Club's real property (with the exception of leasing of the Club's marina facilities to members or providing for facilities to members and guests of members) without the authority of a special resolution passed at a general meeting and in the case of any core property of the Club (as defined in section 41E of the Registered Clubs Act) without complying with the provisions of that section but subject to any

exceptions to that section set out in the Regulations to the Registered Clubs Act.

COMMITTEES - GENERAL

27.5 Without limiting the general powers conferred by Rule 27.2, the Board shall have power to delegate any of its powers to committees consisting of any:

- (a) director; or
- (b) member;
- (c) employee;
- (d) person who is not a member but who has a particular skill or expertise which they will apply to a committee;

or any combination thereof. The Board shall also have the power to revoke any such delegation.

27.6 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may impose.

27.7 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 27 or by any by-law made by the Board pursuant to this Rule 27.

27.8 The quorum for a meeting of any committee shall be a majority of the committee members.

27.9 Any committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

SPECIFIC COMMITTEES

27.10 The Board must create the following committees and delegate the following powers and duties to those committees at the first meeting of the Board held after each Biennial General Meeting.

(a) Membership Committee

- (i) Subject to Rule 27.11, the Membership Committee shall consist of three (3) directors, including at least two of the (2) Flag Officers.
- (ii) The chairperson on the Membership Committee shall be the committee member who holds the most senior position on the Board.
- (iii) Unless otherwise determined by the Board, the Membership Committee shall have the duties and powers set out in Rule 15 of this Constitution.

(b) House Committee

- (i) Subject to Rule 27.11, the House Committee shall consist of at least three (3) directors comprising the Vice Commodore and at least two (2) other directors.
- (ii) The Vice Commodore shall be the chairperson of the House Committee.
- (iii) Unless otherwise determined by the Board, the powers and duties of the House Committee shall be to:
 - (1) manage the affairs of the Clubhouse to keep the premises thereof and furniture, furnishings, plant and equipment therein in

good condition and state of repair; and

- (2) ensure that the services supplied to the members, their guests and the guests of the Club are of high standard and efficiency;
- (3) control the staff engaged for such services;
- (4) make recommendations designed to improve the said services as it considers fit.

(c) Marina Committee

- (i) Subject to Rule 27.11, the Marina Committee shall consist of at least three (3) directors comprising the Rear Commodore and at least two (2) other directors.
- (ii) The Rear Commodore shall be the chairperson of the Marina Committee.
- (iii) Unless otherwise determined by the Board, the Marina Committee shall:
 - (1) be in charge of the affairs of the marina; and
 - (2) ensure that the marina and its premises and the equipment thereof or therein are adequately protected and maintained;
 - (3) ensure that the services to the members who use the marina and its equipment are efficiently conducted by the staff employed thereof;
 - (4) make such recommendations to the Board as it considers appropriate.

(d) Finance Committee

- (i) Subject to Rule 27.11, the Finance Committee shall consist of at least three (3) directors comprising the Honorary Treasurer and at least two (2) other directors.
- (ii) The Honorary Treasurer shall be the chairperson of the Finance Committee.
- (iii) Unless otherwise determined by the Board, the Finance Committee shall:
 - (1) regularly monitor and assess the financial position and performance of the Club; and
 - (2) prepare financial reports and statements (including the financial report in Rule 38.4(a) for the Board;
 - (3) prepare the financial statements referred to in Rule 38.1(b);
 - (4) make recommendations to the Board as it considers appropriate.

27.11 The chairpersons of the committees referred to in Rules 27.10 (a) to (d) inclusive may, with the prior approval of the Board, appoint members to those committees. Any member who is appointed to a committee pursuant to this Rule shall have the same obligations, rights and entitlements as the other members of the committee, but will not have voting rights in relation to the Committee.

SUB CLUBS

27.12 Without limiting the general powers conferred by Rule 27.2, the Board shall have

power to:

- (a) establish Sub clubs with such rules (including objects, powers and membership qualifications) as the Board may determine; and
- (b) allow Sub clubs established pursuant to this Rule 27.12 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established;
- (c) allow Sub clubs to create by-laws for the control and regulation of the sporting or other activities for which they are respectively established;
- (d) permit Sub clubs to adopt a name (provided it be described as a Sub club of the Club);
- (e) allow Sub clubs to become affiliated with the bodies controlling sports or other activities on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.

27.13 Any of the Sub clubs established pursuant to Rule 27.12 or those already in existence must conform to any regulation or restriction that the Board may impose.

27.14 The Commodore shall be a member of all the committees of Sub clubs and may nominate a person or persons to represent him or her on one or more of those committees.

27.15 Subject to the general control and supervision of the Board, each Sub club may manage its own affairs but shall:

- (a) make regular reports to the Board (or otherwise as may be required by the Board); and
- (b) submit copies of all minutes and records to the Board for the purposes of Rules 37 and 38.

27.16 The Board may empower each Sub club to open and operate a bank account in the name of the Sub club in such bank or banks as the Board may approve provided that the persons eligible to operate upon any such account shall be approved by the Board which may remove and replace such persons or any of them.

27.17 The rules of each Sub club may be amended by the members of the Sub club provided that no amendment proposed or approved by the members of the Sub club shall have effect unless and until it is approved by resolution of the Board.

27.18 Any disciplinary action taken by a Sub club in respect of any member of the Sub club shall be promptly reported to the Board together with the reasons for the action.

BY-LAWS

27.19 The Board may make such By-laws not inconsistent with this Constitution as are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.

27.20 Without limiting the generality of Rule 27.19 the Board may regulate:

- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law; and
- (b) the operations of the Club;
- (c) the control and use of the Club's premises including the marina;
- (d) the control and management of competitions;

- (e) the conduct of members and guests of members;
- (f) the recreational and social privileges of each category of membership;
- (g) the conduct of members in relation to Club employees;
- (h) the amounts to be charged for joining fees, subscriptions and levies payable by members;
- (i) generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.

27.21 Any By-law made under Rule 27.19 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

27.22 The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

28. PROCEEDINGS OF THE BOARD

28.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet at least once in each calendar month for the transaction of business.

28.2 Subject to Rule 28.11, meetings of the Board shall be held at the Club's premises and where reasonably possible, due notice of not less than two clear days specifying the day and the time of the meeting shall be given to each director.

28.3 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a minute book provided for that purpose.

28.4 The Commodore shall be entitled to take the chair at every meeting of the Board. If the Commodore is not present or is unwilling or unable to act then the Vice Commodore shall take the chair of the meeting. If the Vice Commodore is not present or is unwilling or unable to act then the Rear Commodore shall take the chair for that meeting.

28.5 The quorum for a meeting of the Board shall be five (5) members of the Board.

28.6 The Commodore may at any time and the Secretary upon the request of not less than two (2) directors shall convene a meeting of the Board with proper notice to all Board members.

28.7 Except as provided by this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

28.8 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

28.9 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document

containing the resolution.

- 28.10 In addition to Rule 28.9, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by each director sending a reply email to the Club to that effect. The resolution is taken to be passed when the last director has sent their reply email agreeing to the proposed resolution.
- 28.11 A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.
- 28.12 The Board shall be entitled to invite members who are not directors of the Club to attend and participate in board meetings but only directors shall be entitled to vote at board meetings. Any member who is invited to a board meeting in accordance with this Rule will have a duty of confidentiality to the Club and unless authorised by the Board, he or she must not disclose any confidential information to third parties including members.

29. MATERIAL PERSONAL INTERESTS OF DIRECTORS

- 29.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:
- (a) declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Rule 29.2.
- 29.2 Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.

30. REGISTERED CLUBS ACCOUNTABILITY CODE

- 30.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 30. In the extent any inconsistency between this Rule 30 and the provisions of the Registered Clubs Accountability Code, the provisions of the Registered Clubs Accountability Code shall apply to the extent of that inconsistency.
- 30.2 For the purposes of this Rule 30, the terms "close relative", "controlling interest" "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

CONTRACTS WITH TOP EXECUTIVES

- 30.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (a) the top executive's terms of employment; and
 - (b) the roles and responsibilities of the top executive;
 - (c) the remuneration (including fees for service) of the top executive;
 - (d) the termination of the top executive's employment.
- 30.4 Contracts of employment with top executives:

- (a) will not have any effect until they are approved by the Board; and
- (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

- 30.5 Subject to clause 32.7 and the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 30.6 A “pecuniary interest” in a company for the purposes of Rule 30.5 does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

- 30.7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- (a) the Secretary or a manager; or
 - (b) any close relative of the Secretary or a manager;
 - (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

LOANS TO DIRECTORS AND EMPLOYEES

- 30.8 The Club must not:
- (a) lend money to a director of the Club; and
 - (b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

- 30.9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- 30.10 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

- 30.11 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
 - (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
 - (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises,
 - (d) any gift (which includes money, hospitality and discounts) valued at one

thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the club or from a person or body that has entered into a contract with the club.

30.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 30.11.

TRAINING DISCLOSURES

30.13 The Club must make available to members:

- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
- (b) the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.

30.14 The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

PROVISION OF INFORMATION TO MEMBERS

30.15 The Club must:

- (a) make the information required by the Registered Clubs Regulations available to the members of the club within four (4) months after the end of each reporting period to which the information relates, and
- (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the club can access the information.

31. REMOVAL FROM OFFICE OF DIRECTORS

31.1 The members in general meeting may by ordinary resolution:

- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office; and
- (b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.

31.2 Any person appointed pursuant to paragraph 31.1(b) shall hold office for the remainder of the term of office of the person he or she replaces.

31.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

32. VACANCIES ON BOARD

32.1 The office of a member of the Board shall automatically be vacated if the person holding that office:

- (a) is disqualified for any reason referred to in Section 206B of the Act.
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (c) is absent from meetings of the Board for a continuous period of six (6) months without the prior written permission of the Board.

- (d) by notice in writing given to the Secretary resigns from office as a director.
 - (e) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
 - (f) ceases to be a member of the Club.
 - (g) becomes an employee of the Club.
 - (h) fails to complete the mandatory training requirements for directors referred to in Rule 25.5 within the prescribed period (unless exempted);
 - (i) ceases to hold the necessary qualifications for that office.
- 32.2 The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

FILLING CASUAL VACANCIES

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

33. GENERAL MEETINGS

- 33.1 A general meeting of the members of the Club must be held for a proper purpose.
- 33.2 A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.
- 33.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 33.4 (a) Subject to this Rule 33, the Board must call and arrange to hold a general meeting of the Club on the request of at least 5% of financial members who are entitled to vote at general meetings.
- (b) In this Rule 33.4 the term "the request" shall mean the request referred to in paragraph (a).
- (c) The request must:
- (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the 5% of members making the request;
 - (iv) be given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board does not do so within twenty one (21) days after the request is given to the Secretary.

- (g) The meeting referred to in paragraph (f) of this Rule 33.4 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.
- (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the register of members and the Secretary must give the members the copy of the register of members without charge.

NOTICE OF GENERAL MEETINGS

- 33.5 At least twenty one (21) days notice in writing of any general meeting of the members of the Club (including an Annual General Meeting) must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
- 33.6 A notice of a general meeting of the members of the Club (including an Annual General Meeting) must:
- (a) set out the place, date and time of the meeting; and
 - (b) state the general nature of the meeting's business;
 - (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- 33.7 Neither:
- (a) the accidental omission to give notice of a meeting; nor
 - (b) the non-receipt by any person of notice of a meeting;
- shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

ANNUAL GENERAL MEETINGS

- 33.8 The business of the Annual General Meeting shall be as follows:
- (a) apologies;
 - (b) adoption of the minutes of the last Annual General Meeting and any other prior general meetings of the Club
 - (c) business arising from minutes of the last Annual General Meeting;
 - (d) the presentation of the directors' report, financial report and auditors' report on the financial report for the last financial year and any other reports of the Board or of individual officers of the Club;
 - (e) in the case of a Biennial General Meeting the declaration of the ballot for the election of the Board.
 - (f) the appointment of auditors (should a vacancy occur);
 - (g) the transaction of such other business as may be transacted at an Annual General Meeting as special business in accordance with this Constitution.
- 33.9 The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- 33.10 If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 33.11 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
- 33.12 The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- 33.13 The auditor is entitled to be heard even if:
- (a) the auditor retires at the meeting; or
 - (b) the meeting passes a resolution to remove the auditor from office.
- 33.14 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

CHAIR AT GENERAL MEETINGS

- 33.15 The Commodore shall be entitled to take the chair at every general meeting.
- 33.16 If the Commodore is not present within fifteen (15) minutes of the time appointed for the commencement of the meeting or is unwilling or unable to act then the Vice Commodore shall preside as chairperson of the meeting.
- 33.17 If the Vice Commodore is not present within fifteen (15) minutes of time appointed for the commencement of the meeting or is unwilling or unable to act then the members of the Club present shall elect the Rear Commodore to preside as chairperson of the meeting.
- 33.18 If a Flag Officer is not present within fifteen (15) minutes of the time appointed for the commencement of the meeting or is unwilling or unable to act then the members present will elect an Ordinary Director to preside as chairperson of the meeting.
- 33.19 If a member of the Board is not present within fifteen (15) minutes of the time appointed for the commencement of the meeting or is unwilling or unable to act then the members of the Club present shall elect a member to preside as chairperson of the meeting and if possible, that member should be a former Commodore or Flag Officer of the Club.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

- 33.20 Subject to the Registered Clubs Act and this Constitution, Life members, Boat Owner members and General members are entitled to attend and vote at a general meeting (and an Annual General Meeting) of the Club.
- 33.21 A person shall not:
- (a) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
 - (b) vote at any election including an election of a member or of the Board, as the proxy of another person.
- 33.22 Every member eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.
- 33.23 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall have a second or casting vote.
- 33.24 No member of the Club who is an employee of the Club shall be eligible to vote at any meeting of the Club.
- 33.25 Subject to this Constitution, every question and ordinary resolution submitted to a

meeting shall be decided by a simple majority of votes from those members present and voting at the meeting.

- 33.26 Voting shall be on a show of hands unless a poll is demanded.
- 33.27 Three (3) members or the chairperson may demand a poll.
- 33.28 A demand for a poll may be withdrawn.
- 33.29 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs.
- 33.30 The result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 33.31 A poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately.
- 33.32 At any general meeting (unless a poll is demanded) a declaration by the chairperson that:
- (a) a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority; and
 - (b) an entry to that effect in the book containing the minutes of the proceedings of the Club,
- shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

QUORUM FOR GENERAL MEETINGS

- 33.33 No business shall be transacted at any general meeting of members unless a quorum of members is present.
- 33.34 At any general meeting of the Club (including an Annual General Meeting) twenty (20) members present in person and eligible to vote shall be a quorum.
- 33.35 If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (a) be dissolved if it was convened at the request of members pursuant to Rule 33.4; or
 - (b) if called by the Board then unless the chairperson adjourns the meeting to another time and place, be adjourned for thirty (30) minutes at the same place.
- 33.36 The quorum for a meeting adjourned pursuant to Rule 33.35(b) shall be ten (10) members present in person and eligible to vote and if a quorum is not present at the adjourned meeting, the meeting shall be dissolved.

ADJOURNMENT OF GENERAL MEETINGS

- 33.37 The chairperson of a meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- 33.38 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 33.39 A resolution passed at an adjourned meeting is passed on the day it was passed and shall not be deemed to have been passed on any earlier day.
- 33.40 It shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the

case of an original meeting.

CANCELLATION OR POSTPONMENT OF GENERAL MEETINGS

33.41 The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

WITHDRAWAL OF RESOLUTIONS

33.42 The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

POSTAL AND ELECTRONIC VOTING AT GENERAL MEETINGS

33.43 The Board may direct that any proposed motion or resolution submitted to members in a notice of general meeting or notice of Annual General Meeting will be determined by eligible members voting by post or by use of electronic technology.

33.44 Before giving a direction pursuant to Rule 33.43, the Board must:

- (a) make by-laws in relation to the procedures to be followed for the conduct of voting by post or by electronic technology (as the case may be); and
- (b) make those by-laws available to members.

34. MEMBERS' RESOLUTIONS AND STATEMENTS

RESOLUTIONS FROM INDIVIDUAL MEMBERS

34.1 Notwithstanding Rules 34.3 to 34.12, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.

34.2 The Secretary shall cause all items of business and notices of motion referred to in Rule 34.1 to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.

MEMBERS' RESOLUTIONS

34.3 Subject to Rules 34.4 to 34.11 inclusive, the following may give the Secretary notice of a resolution that they propose to move at a general meeting:

- (a) financial members with at least 5% of the votes that may be cast on the resolution; or
- (b) at least one hundred (100) financial members who are entitled to vote at a general meeting.

34.4 The notice must:

- (a) be in writing; and
- (b) set out the wording of the proposed resolution;

- (c) be signed by the members proposing to move the resolution and state their respective Club membership numbers.
- 34.5 Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- 34.6 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
- 34.7 If the Secretary has been given notice of a resolution under Rule 34.3, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
- 34.8 The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- 34.9 The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
- 34.10 The members requesting the resolution are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
- 34.11 The Club need not give notice of the resolution:
- (a) if it is more than 1,000 words long or defamatory; or
 - (b) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

MEMBERS' STATEMENTS

- 34.12 Subject to Rules 34.13 to 34.20 inclusive, members may request the Club to give to all its members a statement provided by the members making the request about:
- (a) a resolution that is proposed to be moved at a general meeting; or
 - (b) any other matter that may be properly considered at a general meeting.
- 34.13 The request must be made by either:
- (a) members with at least 5% of the votes that may be cast on the resolution; or
 - (b) at least one hundred (100) financial members who are entitled to vote at the meeting.
- 34.14 The request must be:
- (a) in writing; and
 - (b) signed by the members making the request and state their respective Club membership numbers;
 - (c) given to the Secretary.
- 34.15 Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- 34.16 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- 34.17 After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.

- 34.18 The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- 34.19 The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- 34.20 The Club need not comply with the request:
- (a) if the statement is more than 1,000 words long or defamatory; or
 - (b) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

35. MINUTES

- 35.1 The Club must keep minute books in which it records:
- (a) proceedings and resolutions of general meetings of the Club; and
 - (b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
 - (c) resolutions passed by directors without a meeting.
- 35.2 The Club must ensure that:
- (a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
 - (b) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- 35.3 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

36. ACCOUNTS AND REPORTING TO MEMBERS

- 36.1 The Board shall:
- (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
 - (b) prepare, on a quarterly basis, financial statements that incorporate:
 - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
 - (ii) a balance sheet as at the end of the quarter.
 - (c) cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board.
 - (d) make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within seven (7) days of the statements being adopted by the Board.
 - (e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule.
 - (f) provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.

- 36.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- 36.3 The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
- 36.4 In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of November immediately prior to the Annual General Meeting:
- (a) the financial report of the Club; and
 - (b) the directors' report;
 - (c) the auditors' report on the financial report.

37. FINANCIAL YEAR AND MEMBERSHIP YEAR

- 37.1 The financial year of the Club and any sub club or other entity created under this Constitution shall commence on the first day of July in each year and end on the last day of June in the following year or such other period as having regard to the Act, the Board may determine.
- 37.2 The membership year of the Club and any sub club or other entity created under this Constitution shall commence on the first day of December in each year and end on the last day of November in the following year or such other period as the Board may determine.

38. AUDITORS

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

39. SECRETARY

- 39.1 At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

40. EXECUTION OF DOCUMENTS

- 40.1 The Club shall have a Seal.
- 40.2 the Board must provide for the safe custody of the Seal.
- 40.3 the Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (a) two members of the Board; or
 - (b) one member of the Board and the Secretary.
- 40.4 The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (a) two members of the Board; or
 - (b) one member of the Board and the Secretary.

41. NOTICES

- 41.1 A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
 - (c) by sending it to the electronic address (if any) nominated by the member;
 - (d) by notifying the member in accordance with Rule 41.2 (in the case of notices of general meetings (including Annual General Meetings) only).
- 41.2 If the member nominates:
- (a) an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and
 - (b) an electronic means (the nominated access means) the member may use to access notices of meeting;
- the Club may give the member notice of the meeting by notifying the member (using the nominated notification means);
- (c) that the notice of meeting is available; and
 - (d) how the member may use the nominated access means to access the notice of meeting.
- 41.3 Where a notice is sent by post to a member in accordance with Rule 41.1, the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- 41.4 Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.
- 41.5 Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rule 41.2, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.

42. INDEMNITY TO OFFICERS

- 42.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- 42.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

43. INTERPRETATION

- 43.1 A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

44. AMENDMENTS TO CONSTITUTION

- 44.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Subject to any restrictions contained in this Constitution, Life members, Boat Owner members and General members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.
- 44.2 Rule 25.1 and Rule 25.8 and the rights of Life members and Boat Owner members given by this Constitution can only be amended by a Special Resolution in accordance with Rule 44.1 provided that the proposed amendment has also been approved by a Special Resolution passed at a meeting of the Life members and Boat Owner members being a meeting at which only Life members and Boat Owner members shall be eligible to attend and vote.

45. REGISTRATION OF VESSELS

- 45.1 The Board shall maintain a Register of Vessels as defined in Rule 3.1(q) in accordance with this Rule 45.
- 45.2 A Vessel will be recorded in the Register of Vessels only if:
- (a) A member is being transferred from the marina waitlist referred to in Rule 10.8 to the Register of Vessels as the owner or majority owner of the Vessel.
 - (b) the Vessel is owned solely by a member or by members in their own names;
 - (c) the member (or members) who owns the vessel have entered into a berth or mooring agreement with the Club; and
 - (d) pursuant to the berth or mooring agreement the Vessel has been allocated a permanent berth or mooring in one of the Club's berths or moorings.
- 45.3 The Register of Vessels will record the following information:
- (a) the name of the Boat Owner member who has entered into a berth agreement or a mooring agreement with the Club and been granted a berth or a mooring;
 - (b) the number of the berth or mooring allocated to the vessel owned by the Boat Owner member;
 - (c) the Vessel registration number, the name of the Vessel (but if there is no name to the Vessel then a description of the Vessel) allocated to the berth or mooring identified by the number in sub paragraph (b); and
 - (d) if the Vessel is owned by more than one (1) member whether the ownership is joint or as tenants in common and if as tenants in common then the names and proportions owned by each member.
- 45.4 The Board shall have the power to remove from the Register of Vessels the name of the Boat Owner member and the name of the Vessel and have the latter removed from the berth, or mooring of the Club, if:
- (a) the exterior of the Vessel has been allowed to deteriorate to such an extent as to present an unsightly appearance and render the Vessel unworthy to wear or fly the insignia of the Club, provided however that the owner of same has been previously directed by the Marina Committee to rectify such condition and has neglected to do so within a reasonable time.
 - (b) the owner of the Vessel uses the vessel for commercial purposes or as a means to derive personal gain or benefit and has failed to receive written authority from the Board to do so.

- (c) the Vessel fails to comply with the safety regulations of the Club.
- (d) the Vessel has not been used on a regular basis or not at all for a period of six (6) months.
- (e) the Boat Owner member disposes of their interest in the Vessel without the intention of replacing it with another Vessel.
- (f) the Boat Owner member no longer holds the majority individual percentage ownership or equal ownership with other General Members of the Vessel.
- (g) Boat Owner member dies or ceases to be a Full Member of the Club.
- (h) the Boat Owner member is a "Non Financial member" pursuant to Rule 3.2.
- (i) the Boat Owner member is in breach of any terms of the berth and mooring agreement which has not been rectified after notice in writing has been given to the Boat Owner member to rectify the breach.