

Companies Act 1936
Company Limited by Guarantee
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AVALON SAILING CLUB LIMITED

NEW SOUTH WALES

NO. 579879

CERTIFICATE OF INCORPORATION

OF COMPANY

The Companies Act, 1936
(Section 28)

THIS IS TO CERTIFY:

- (1) that AVALON SAILING CLUB LIMITED is incorporated under the Companies Act, 1936.
- (2) that the date of Incorporation of the said Company is the twenty-fifth day of May, One thousand nine hundred and fifty-six.
- (3) that the Said Company is limited by guarantee.

GIVEN under my hand at Sydney, this
twenty-fifth day of May, One thousand
nine hundred and fifty-six.

N.A. Whiteman

Deputy Registrar-General

Companies Act 1936
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MEMORANDUM OF ASSOCIATION

OF

AVALON SAILING CLUB LIMITED

1. The name of the Company (hereinafter called "the Club") is
AVALON SAILING CLUB LIMITED
2. The registered office of the Club shall be situated at Clareville Beach.
3. The objects for which the Club is established are:
 - (a) To acquire and take over as a going concern the affairs and all or any of the property goods chattels credits debits money books documents and other assets and liabilities of Avalon Sailing Club.
 - (b) To foster encourage promote and teach sailing on the waters of Broken Bay.
 - (c) To co-operate with other Clubs in the conduct of inter-club racing and social events.
 - (d) To affiliate or co-operate with any other body or association having for its object the encouragement and development of sailing.
 - (e) To control all conditions in Club races.
 - (f) To provide and maintain suitable boatsheds for housing boats of members.
 - (g) To provide accommodation refreshments provision for sporting musical and educational activities and other social amenities for members.
 - (h) To purchase hire lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
 - (i) To give all mortgage exchange hire lease or otherwise dispose of the property of the Club or any part of parts thereof.

- (j) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
- (k) To make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (l) In furtherance of the objects of the Club to obtain and hold any Licence or permission necessary for and to carry on the business of restaurant keepers and of sellers of tobacco cigars and cigarettes and of all kinds of goods provisions wares and merchandise required used or desired by members.
- (m) To take or reject any gift of property money or goods whether subject to any special trust or not.
- (n) To erect maintain improve or alter any building or buildings for the purposes of the Club.
- (o) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (p) To do all such acts deeds matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.
- (q) To engage employ and dismiss managers chefs stewards waiters clerks and other servants and (subject to Clause 4 hereof) to pay to them and other persons in return for services rendered to the Club salaries wages gratuities and pensions.
- (r) To prescribe the qualifications and conditions for admittance to and continued membership of the Club to determine the eligibility of any applicant for membership of the Club and to expel or otherwise terminate the membership of any member of the Club.
- (s) To raise money by the levying of subscriptions and contributions by all or some of the members and others and to fix and determine the rates of such subscriptions and contributions and to enforce payment thereof.
- (t) To divide the membership of the Club into different classes and to discriminate between such classes respecting subscriptions and voting powers and the use and enjoyment of the property of the Club and the privileges of membership and otherwise.
- (u) To make and prescribe rules regulations and by-laws not inconsistent with the Memorandum and Articles of Association of the Club to be observed by members and others regulating their conduct and the use and enjoyment of the property of the Club and the privileges of membership and otherwise and to enforce the observance of such rules regulations and by-laws.

- (v) In furtherance of the objects of the Club to borrow and raise and give security for money by the issue of or upon bonds debentures promissory notes or other securities or by mortgage or charge upon all or any part of the property of the Club.
4. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Club. Provided that nothing herein contained shall prevent the payment in good faith of interest to any such Member in respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration to any officers or servants of the Club or to any Member of the Club or other person in return for any services actually rendered to the Club. Provided further that no Member of the General Committee or Governing Body shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration shall be given by the Club to any Member of such General Committee or Governing Body provided that nothing herein contained shall be construed so as to prevent the allowance of an honorarium to any such Member in respect of special honorary services rendered or the repayment to any such Member of out of pocket expenses and interest on money lent or hire of goods or rent for premises demised to the Club; PROVIDED THAT the provision last aforesaid shall not apply to any payment of any railway, gas, electric lighting, water, cable or telephone company or corporation of which a Member of the General Committee or Governing Body may be a member or to any other company in which such Member shall not hold more than one-hundredth part of the capital and such Member shall not be bound to account for any share of profits he may receive in respect of such payment.
 5. The liability of the Members is limited.
 6. Every Member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a Member and of the costs charges and expenses of winding up the Club and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding six dollars.
 7. If upon the winding up or dissolution of the Club there remains after satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the Members of the Club but shall:
 - (a) Be given or transferred to some other institution or institutions having objects similar to those of this Club and which shall 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 under or by virtue of Clause 4 hereof such institution or institutions to be determined by the Members at or before the time of the dissolution; or
 - (b) Be disposed of in such manner for the promotion of education in New South Wales as shall be determined by the members at or before the time of dissolution.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions
of Subscribers

Witness to Signatures

Philip Sydney Rudder
139 Mona Vale Road
St. Ives
Company Director

John Richard Brogan
59 McIntosh Street
Gordon
Architect

William Griffiths Toft
33 Provincial Road
Lindfield
Surveyor

Betty Naughton
Linden Street
Sutherland
Clerk

Christopher Dermiel Meagher
2A Wynne Road
Point Piper
Articled Clerk

June Constance Hutchison
9 Nicholl Avenue
Ryde
Clerk

Jean Butcher
11 Primrose Avenue Ryde
Stenographer

Witness to all Signatures

H. T. Macready
Solicitor
17 O'Connell Street
Sydney

DATED this 23rd day of May 1956.

Companies Act 1936
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ARTICLES OF ASSOCIATION
OF
AVALON SAILING CLUB LIMITED

DEFINITIONS

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

"The Act" means the Companies Act of New South Wales, 1936, as amended from time to time.

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

"The By-Laws" means the By-Laws of the Club for the time being in force.

"The Club" means the abovenamed Company.

"The General Committee" means the members for the time being of the General Committee constituted in accordance with the provisions of these Articles, and such members shall be the Directors of the Club for the purpose of the said Act.

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

"Month" means calendar month.

"The Office" means the Registered Office for the time being of the Club.

"Commodore" includes Vice-Commodore.

"Regulation" or "Rule" means any advice, direction or instruction not being a By-Law, issued by the General Committee under the provisions of these Articles or of the By-Laws for the guidance of members and others.

"The Register" means the Register of Members kept pursuant to the Act.

"In Writing" and "Written" includes printing, lithography, and other modes of reproducing or representing words in visible form.

"Secretary" includes Acting or Honorary Secretary.

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

2. The regulations of Table "C" in the second schedule to the Act are excluded and shall not apply to this Club except so far as they are repeated or contained in these Articles.

MEMBERSHIP

3. (a) For the purpose of registration the number of members of the Club is taken to be 200 but the General Committee may from time to time register an increase or a decrease of members.

(b) A subscriber to the Memorandum of Association shall be a member of the Club and any person who shall have made application for membership of the Club in the manner hereinbefore prescribed and who shall have been duly elected to membership shall also, upon payment to the Club of all necessary fees and subscription, become and be a member of the Club.
4. There shall be a Membership Committee comprising five members who shall be elected by the General Committee at its first meeting held after the date of the Annual General Meeting in each year or so soon thereafter as is practicable.
5. It shall be the duty of the Membership Committee to examine all nominations for membership of the Club, to inquire into the qualifications of candidates, and to make appropriate reports and/or recommendations to the General Committee in respect of every nomination.
6. The election of all classes of members shall be by the General Committee. The General Committee may reject any application for membership without assigning any reason for such rejection.
7. On the election of a member, the Secretary shall at once give such member notice of his election forwarded or posted to the address given on his nomination for membership and shall issue with such notice:
 - (a) A copy of the Memorandum and Articles of Association of the Club.
 - (b) A copy of the Club's By-laws.
 - (c) An account for the fees and subscriptions due and payable by the member, which account shall specify the due date of payment.

8. Every person elected to membership and informed of his election as directed by the foregoing Article shall be deemed to agree to pay the Entrance Fee and Annual Subscription and other fees and charges as prescribed in the Memorandum and Articles of Association of the Club and to be bound by the Memorandum and Articles of Association of the Club and by the Club's By-laws from time to time in force and the payment of the said Entrance Fee or part thereof and/or the said subscription or part thereof shall be conclusive evidence of such agreement.
9. Every person elected to membership shall be required to pay within one month of the date of notice of election the fees and/or subscription specified in the account rendered to him with the notice of election failing which payment the election may be declared null and void.
10. The General Committee may from time to time as it sees fit provide for different classes of members and of membership including Ordinary, Junior, Special, Honorary and other classes, and shall define such classes by By-law. The names of Junior Members shall not be entered in the Register and shall not be taken into account when determining the number of Club Members.
11. Notwithstanding the provisions of Articles 5 and 6 hereof all members of Avalon Sailing Club entitled to use the premises and facilities of that Club immediately prior to the registration of these Articles shall become Ordinary Members or Junior Members of the Club as the case may be on making application in writing in a form to be laid down by the General Committee. This Article shall cease to apply on a date twelve months after the incorporation of the Club.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

12. (a) The Entrance Fees, Annual Subscriptions and other annual fees or charges payable by any class of members, the amount thereof and the time and manner of payment thereof and all other matters pertaining thereto, not by these Articles specially provided for, shall be such as shall from time to time be prescribed by the General Committee, provided that the Annual Subscription shall not be less than one dollar.

(b) Entrance Fees and Annual Subscriptions and any other fees or charges payable annually shall be payable in advance in full or by instalments according to the provisions of the By-Laws or Regulations or other decisions of the General Committee.
13. Without limiting the generality of Article 12 hereof, on a recommendation from the General Committee referred to in the Notice conveying the meeting, the Annual General Meeting or an Extraordinary General Meeting may levy calls or charges on members (exclusive of Junior Members) the amount of which applicable to any class of members shall be determined by the General Meeting provided that it shall not exceed \$6.00 per person for each call for any class of member.

14. (a) If any fee or subscription or call or charge or any instalment thereof shall remain unpaid for a period of two months after it becomes due, the member concerned shall be notified by the Secretary in writing of the default and if the sum due still remains unpaid for a further period of 14 days after the date of issue of the default notice, the General Committee shall, unless it considers that there is sufficient reason for delay in payment, by resolution debar such member from all privileges of membership, and his name may at any time thereafter be removed by resolution of the General Committee from the Register. The provisions of Article 51 shall not apply to any such resolution.
- (b) Any person whose name has been removed from the Register under the provisions of this Article may if the General Committee thinks fit, be restored to membership upon the settlement by such person of all debts due to the Club.
15. The General Committee may at any time or times suspend the payment of Entrance Fees either generally or in respect to individual cases and shall have discretionary powers to fix and determine or waive the Entrance Fee chargeable to any member under any special circumstance that may arise.

PATRON

16. Patrons may be elected at each Annual General Meeting.
17. A Commodore, Vice-Commodore and Rear Commodore, Club Captain, an Honorary Treasurer and Honorary Secretary shall be elected by ballot at each Annual General Meeting and subject to the provisions of Article 26 shall hold office until the ensuing Annual General Meeting when they shall retire but shall be eligible for re-election. The Commodore, Vice-Commodore, Rear Commodore, Club Captain, Honorary Treasurer and Honorary Secretary shall be ex-officio members of the General Committee.
18. In addition to ex-officio members the General Committee shall comprise - seven members who shall be elected by ballot at the Annual General Meeting. Subject to the provisions of Article 26 members of the General Committee shall hold office until the Annual General Meeting following their election when they shall retire but be eligible for re-election.
19. Any casual vacancy or vacancies which may occur in any of the offices provided for under Article 17 hereof may be filled by the General Committee and the person or persons appointed shall hold office until the next Annual General Meeting, subject to Article 26, when he or they shall retire but shall be eligible for re-election.
20. Nominations for election of Commodore, Vice-Commodore, Rear Commodore, Club Captain, Honorary Treasurer and Honorary Secretary and of other members on the General Committee shall be made in writing and signed by two members of the Club and by the nominee who shall also signify his consent of the nomination.
21. All nominations for election to the General Committee shall be lodged with the Secretary at least fourteen (14) days prior to the date of the Annual General Meeting at which the election is to take place.

22. The Secretary shall immediately after receiving nominations post the names of the candidates and their proposers on the Notice Board.
23. If the full number of candidates for the position of officers and other members of the General Committee is not nominated as prescribed additional nominations may, with the consent of the nominee or nominees, be made at the meeting. If there be more than the required number nominated an election by ballot shall take place but if there be only the requisite number nominated the Chairman shall declare those nominated duly elected.
24. The election of officers and of other members of the General Committee shall be conducted in the following order:

Commodore, Vice-Commodore, Rear Commodore, Club Captain, Honorary Treasurer, Honorary Secretary and members of the General Committee other than the foregoing.
25. An election by ballot of officers and/or other members of the General Committee shall be conducted in the following manner:
 - (a) The ballot shall be taken on the date fixed for the Annual General Meeting at the place appointed for the holding of such meeting.
 - (b) The ballot shall commence and close at the time fixed by the Chairman of the Annual General Meeting.
 - (c) The voting paper or papers shall contain in alphabetical order the names of all duly nominated candidates for the respective positions.
 - (d) The voter shall mark his voting paper by striking out the names of the candidates for whom he does not wish to vote and thus leave the name or names of the candidate or candidates for whom he votes.
 - (e) The ballot shall be conducted by the Secretary or other authorised person assisted by two Scrutineers to be appointed at the meeting by the Chairman of the meeting.
 - (f) At the closing of the poll the Secretary or other authorised person, assisted by the Scrutineers, shall proceed with the examination of the voting papers and shall report the result to the Chairman of the meeting who shall then declare such candidate or candidates who received the greatest number of votes to be duly elected.
 - (g) Any voting paper upon which the votes are not recorded for the exact number of candidates to be elected shall be rejected as informal.
 - (h) In any case of doubt as to the formality of the voting paper the matter shall be referred to the Chairman whose decision shall be final.
 - (i) In the event of an equality of votes in favour of two or more candidates the Chairman of the meeting shall have a casting vote or votes so as to ensure the election of not more than the number necessary to fill the vacancies.

VACANCIES ON COMMITTEE

26. If any member of the General Committee including the Officers shall die, or if he shall resign or cease to be a member of if he shall become bankrupt or of unsound mind his office shall be declared vacant by the General Committee and he shall ipso facto cease to be a member of the General Committee and the General Committee may appoint a successor to hold office until the next election by the Annual General Meeting and until such appointment is made the continuing members of the General Committee may act notwithstanding such vacancy.
27. The Club may by special resolution carried at an Extraordinary General Meeting remove any member or all the members of the General Committee including the Commodore, Vice-Commodore, Rear Commodore, Immediate Past Commodore, Honorary Secretary and Honorary Treasurer, before the expiration of his or their period of office and appoint another or other members as the case may be in his or their place. The person or persons so appointed shall hold office during such time only as the member or members removed would have held office if he or they had not been so removed.
28. All acts done at any meeting of the General Committee, or by any person acting as a member of the General Committee, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such General Committee or person acting as aforesaid, or that they 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 General Committee.
29. No member of the General Committee shall receive any remuneration for his services in his capacity as a member of the General Committee.

POWERS AND DUTIES OF GENERAL COMMITTEE

30. The business and general affairs of the Club shall be under the management of the General Committee which shall have full control of the property of the Club and absolute authority subject to the Memorandum of Association regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club except in so far as is otherwise expressly provided by these Articles. In particular but without derogating from the general powers hereinbefore conferred the General Committee shall have power from time to time:
 - (a) To appoint, from among its members or from members of the Club, Sub-Committees for any purpose whatever which from time to time it may think desirable and to delegate to any such Sub-Committee such powers as it may think fit and any such appointment or delegation from time to time to revoke or alter. Unless otherwise specified in the minute of the General Committee appointing the Sub-Committee, the quorum of all Sub-Committees shall consist of a majority of the members of such Sub-Committee.

- (b) Subject to Article 31, to make such By-Laws, Rules or Regulations not inconsistent with the Memorandum and Articles of Association of the Club, as in the opinion of the General Committee are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects, property, control of sailing, sailing rules, sailing definitions, and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws, Rules and Regulations.
- (c) To enforce the observance of all By-Laws, Rules or Regulations by suspension from enjoyment of Club privileges or any of them or otherwise as the General Committee think fit.
- (d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (e) To engage appoint control remove discharge suspend and dismiss such managers, secretaries, officers, solicitors, accountants, surveyors, bankers, clerks, representatives, agents and servants or other employees in respect to permanent temporary or special services as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration, but no payment or part payment of any secretary, manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club.
- (f) To purchase or otherwise acquire for the Club any property, rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (g) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (h) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (i) To determine who shall be entitled to sign or endorse on the Club's behalf, contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (j) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Committee may think fit and from time to time to vary or realise such investments.

- (k) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the General Committee may think proper to confer on the holders.
 - (l) From time to time to appoint or remove any Starters, Judges or Race officials.
 - (m) To sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club, and to let any property of the Club and with the sanction of a General Meeting of the Club to lease demise exchange or sell all or any of the lands and building or' other property or rights to which the Club may be entitled from time to time.
 - (n) To fix the maximum number of each class of members who may be admitted to the Club.
 - (o) To impose any restrictions or limitations on the rights and privileges of members, honorary members and visitors relating to the use by them of the Club premises and/or any amenity or facility therein contained or relating to their conduct, behaviour, clothing and dress whilst on the said premises.
31. Any By-Law, Rule or Regulation made under these Articles shall come into force and be fully operative upon the posting of an appropriate notice containing such By-Law, Rule or Regulation on the Notice Board.
32. The Club in General Meeting may revoke and disallow any such By-Law, Rule or Regulation provided that the Notice convening the meeting states that notice has been received as provided for in Article 33 and also specifies the By-Law Rule or Regulation objected to.
33. Without limiting the rights of members under Article 40 any five members may at any time during the month of June in any year give to the Secretary notice in writing signed by them that they object to one or more specified By-Laws, Rules or Regulations and the Secretary shall then include a statement to that effect on the Notice convening the next General Meeting.
34. Neither the revocation or disallowance by the Club in General Meeting of any By-Law, Rule or Regulation, nor the knowledge that it might take place, nor its amendment or rescission by the General Committee shall invalidate any act by the General Committee or by an officer or servant of the Club prior to such amendment or rescission.

MEETINGS OF GENERAL COMMITTEE

35. The General Committee shall meet once in every month for the transaction of business (and such meetings shall be called Regular Meetings). Minutes of all Resolutions or proceedings of the General Committee shall be entered in a book provided for the purpose. The Commodore may at any time, and the Secretary shall upon the request in writing of two members of the General Committee convene a meeting of the General Committee.
36. The Commodore if present shall be entitled to preside at all meetings of the General Committee; in his absence the Vice-Commodore present shall be entitled to preside. Should neither the Commodore nor either the Vice-Commodore, Rear Commodore or Immediate Past Commodore be present, or being present should none of them be willing to preside, the meeting shall elect a member of the General Committee to be Chairman of the Meeting, the Secretary taking the chair for the purpose only of the election. Any person acting as Chairman of a meeting of the General Committee shall have the same voting powers as are provided in Article 45 of these Articles.
37. A majority of the members of the General Committee shall constitute a quorum. If a quorum be not present within fifteen (15) minutes of the time fixed for the meeting it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the members present shall be a quorum.

GENERAL MEETINGS

38. The Annual General Meeting of the Club shall be held if practicable in the month of August in each year at such time and place as may be prescribed by the Club in General Meeting or in default of such time and place as may be determined by the General Committee provided always that an Annual General Meeting shall be held at least once in every calendar year.
39. The abovementioned Annual General Meeting shall be called the Ordinary General Meeting. All other General Meetings shall be called Extraordinary General Meetings.
40. An Extraordinary General Meeting may be called on any date by the Commodore or the General Committee and shall be called by the Secretary upon receipt by him of a requisition which need not be in one document, signed by not less than ten ordinary members stating the business to be considered. The date of such meeting shall be within forty days of receipt of such requisition. Provided that if such meeting is not called within 14 days of receipt of the requisition the requisitionists or a majority of them may themselves call the meeting and for that purpose shall have access to the Register of Members and any other records necessary for the purpose of calling meetings of members.

NOTICE OF GENERAL MEETINGS

41. (a) Every notice convening a General Meeting shall specify the place the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by these Articles or the Act.
- (b) Every notice convening a General Meeting shall be given in the manner prescribed by Article 62 to those members who are entitled to attend and vote at General Meetings under the provisions of Article 49 of those Articles and a copy shall be posted on the Notice Board.
- (c) The period of notice with respect to General Meetings shall be as follows:
- (i) Fourteen (14) days in respect of Ordinary General Meetings and such Extraordinary General Meetings as are convened for purposes other than those requiring the passage of a Special Resolution.
- (ii) Twenty one (21) clear days in respect of Extraordinary General Meetings convened for the purpose of passing a Special Resolution.

QUORUM FOR GENERAL MEETINGS

42. A quorum shall consist of seven financial adult members present in person. If a quorum be not present within fifteen minutes of the time fixed for a meeting it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within 15 minutes of the time appointed for the meeting the members present shall be a quorum.

PROCEEDINGS AT GENERAL MEETINGS

43. The business of an Annual General Meeting shall be to receive and consider the Report of the General Committee, the Income and Expenditure Account, the Balance Sheet and the Report of the Auditors, to elect Officers and General Committee Members and an Auditor or Auditors and to fix the remuneration payable to such Auditor or Auditors and to transact any other business which under these Articles is to be transacted at an Annual General Meeting. All other business transacted at the Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
44. The Commodore shall if present be entitled to preside at all General Meetings of the Club. Should he be absent the same procedure for the appointment of Chairman shall be followed as is provided in Article 36 of these Articles.
45. Every question submitted to a General Meeting of the Club or to any meeting of the General Committee or any Sub-Committee shall be decided by a show of hands and in the case of equality of votes the Chairman shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.

46. The Chairman of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjournment meeting other than the business left unfinished at the meeting from which the adjournment took place.
47. Any General Meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given.

VOTES OF MEMBERS

48. Every adult member eligible to vote shall have one vote.
 - (a) Each family membership eligible to vote shall have one vote.
49. No member other than a Life Member shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless he shall have paid all instalments of entrance fee and annual subscription, and all other moneys due to the Club at the time of such meeting. Postal votes or proxies shall only be included in voting for any motion of which notice has been given. Such votes or proxies must be lodged with the Secretary prior to the motion being put to the meeting. A proxy must be a member of the Club.

CESSATION OF MEMBERSHIP

50. A member at any time by giving notice in writing to the Secretary may resign his membership of the Club but shall continue liable for any entrance fee or annual subscription and all arrears due and unpaid at the date of his resignation and any sum not exceeding six dollars as a member of the Club under Clause 6 of the Memorandum of Association of the Club.
51. If any member shall refuse or neglect to comply with the provisions of the Memorandum and Articles of Association, By-Laws, Rules or Regulations of the Club or if any member shall in the opinion of the General Committee be guilty of any conduct deemed by the General Committee to be unbecoming of a member or prejudicial to the interests of the Club such member may be expelled by resolution of the General Committee and such resolution need not state the grounds, facts, or opinions upon which it is based, PROVIDED:
 - (a) That at least seven days before the meeting at which such resolution is passed the member concerned shall have been notified either orally or in writing of the intended resolution and requested to be present at the meeting and that he shall at such meeting and before such resolution is passed have had an opportunity of giving orally or in writing any explanation or defence he may think fit.
 - (b) That fourteen (14) days written notice of the meeting to consider the case of a member under this Article shall be given to the members of the General Committee and that the notice convening the meeting shall state that the case of the particular member or members and the question of their membership are to be considered.

Any member who has been suspended or expelled or whose subscription has been refused by the Committee shall have the right of appeal to an Extraordinary General Meeting which shall be called by the Secretary in accordance with these Articles at the request of such member.

52. Every person ceasing to be a member of the Club whether by retirement, expulsion, death, neglecting to pay the entrance fee, or the subscription, or otherwise, shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable under the provisions of Clause 6 of the Memorandum of Association.

ADDRESS OF MEMBERS

53. Every member shall on becoming a member furnish to the Secretary particulars of his address and occupation if those particulars have not already been stated on the nomination for membership and shall notify the Secretary in writing of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notes.

REGISTER OF MEMBERS

54. The Secretary shall keep in the Club's premises a Register of Members setting forth the name, occupation and address of each member and specifying the class of members.

MINUTES

55. The General Committee shall cause minutes to be kept in books provided for the purpose:
- (a) Of all appointments of officers made by the Club in General Meeting or by the General Committee.
 - (b) Of the names of the members of the General Committee present and voting at each meeting of the General Committee.
 - (c) Of the number of members present and voting at General Meetings of the Club.
 - (d) Of all resolutions and proceedings at all meetings either of the Club or of the General Committee.

FINANCIAL YEAR

56. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year.

ACCOUNTS AND AUDIT

57. The General Committee shall cause proper accounts to be kept with respect to:
- (a) All sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place.
 - (b) All sales and purchases of goods by the Club.
 - (c) The assets credits and liabilities of the Club.
58. The books of account shall be kept at the Registered Office of the Club or at such other place as the General Committee thinks fit, and shall always be open to the inspection of members of the General Committee.
59. (a) The General Committee shall comply with the provisions of Section 103 of the Act and once in every year cause to be prepared a Balance Sheet as at the end of the Club's financial year and an Income and Expenditure Account made up to the end of the financial year which Balance Sheet and Income and Expenditure Account shall together with the Report of the General Committee and the Auditors' Report be laid before the Annual General Meeting of the Club as provided for in Article 43 of these Articles.
- (b) The report of the General Committee referred to in the foregoing Clause (a) shall include statements showing:
- (i) The amount written off for depreciation.
 - (ii) The amount, if any, which the General Committee proposed to transfer to the Reserve Fund or Funds of the Club.
 - (iii) The number of members of each class registered in the Register of Members at the date of the preparation of the report.
 - (iv) The names of the Patrons and Officers and Members of the General Committee.
- (c) A copy of the Balance Sheet, Auditors' Report, and Income and Expenditure Account accompanied by a copy of the Report of the General Committee shall be posted to every Member other than Honorary and Associate Members at least seven (7) clear days before the date of the General Meeting at which the said Accounts and Reports are to be presented.
60. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 113, 114 and 115 of the Act.

SEAL

61. The General Committee shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the General Committee previously given and in the presence of two members of the General Committee at the least who shall sign every instrument to which such Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the General Committee.

NOTICES

62. A Notice may be given by the Club to any member either personally or by sending it by post to him or his registered address or if he has no registered address within the State of New South Wales to the address, if any, within the said State supplied by him to the Club, for the giving of notices to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice, and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post. If a member has not a registered address within the State of New South Wales and has not supplied to the Club an address within the said State for the giving of notices to him a notice posted on the Notice Board shall be deemed to be well served on such member at the expiration of 24 hours after it is so posted up.

INDEMNITY

63. Every member of the General Committee and of any Sub-Committee constituted under Article 30 and the Secretary and other Officer of the Club and any person (whether an Officer of the Club or not) employed by the Club as Auditor shall be indemnified out of the funds of the Club against all liability incurred by him as such member of the General Committee or Sub-Committee or as Secretary, Officer or Auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 361 of the Act in which relief is granted him by the Court.

PROVISIONAL COMMITTEE

64. There shall be a Provision Committee consisting of:

Philip Sydney Rudder	President
Robert Gibson Davidson	Senior Vice President
William Toft) John Richard Brogan)	Vice Presidents
Leigh William Forsyth	Hon. Treasurer
Mrs Margaret Forsyth	Hon. Secretary

The Provisional Committee and the position of Provisional President shall cease to exist when the Officers and General Committee are elected under Article 65.

65. (a) The Provisional President and the Provisional Committee while in existence shall exercise all the powers and functions conferred by these Articles on the Present and General Committee respectively. The Provisional Committee shall elect such officers as it considered necessary and may fill any vacancies that occur in the Provisional Committee.
- (b) Without limiting the generality of the powers and functions conferred by Clause (a) of this Article, it shall be the particular duty of the Provisional President and Provisional Committee:
- (i) to do all things necessary to effect the admission of members under Article 11, but not so as to prevent subsequent admission to membership by the General Committee under Article 11 of any person coming within the provisions of the said Article.
 - (ii) to arrange a general meeting of members to be deemed an Annual General Meeting to be held within three months of the registration of these Articles, or at such later date as the Provisional Committee shall determine, not exceeding six months from the registration of the Articles, for the purpose, inter alia, of electing the President, Vice Presidents, Honorary Treasurer, Honorary Secretary and the other members of the General Committee. Upon that election taking place the Provisional Committee shall cease to exist.

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

Names, Addresses and Descriptions
of Subscribers

Witness to Signatures

Philip Sydney Rudder
139 Mona Vale Road
St. Ives
Company Director

John Richard Brogan
59 McIntosh Street
Gordon
Architect

William Griffiths Toft
33 Provincial Road
Lindfield
Surveyor

Betty Naughton
Linden Street
Sutherland
Clerk

Christopher Dermiel Meagher
2A Wynne Road
Point Piper
Articled Clerk

June Constance Hutchison
9 Nicholl Avenue
Ryde
Clerk

Jean Butcher
11 Primrose Avenue Ryde
Stenographer

Witness to all Signatures

H. T. Macready
Solicitor
17 O'Connell Street
Sydney

DATED this 23rd day of May 1956.