

GOOLWA REGATTA YACHT CLUB INC.

CONSTITUTION

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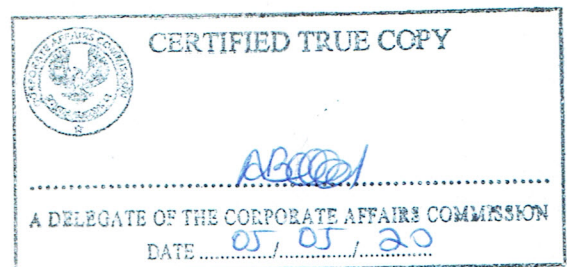
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This is the annexure marked "A" referred to in the Statutory Declaration of Anthony J Bedford made on the 12th day of NOVEMBER 1993.

Before me:

NOTARY PUBLIC

Part I - Preliminary

Name

1. The name of the Club is "Goolwa Regatta Yacht Club Incorporated".

Objects

2. The objects of the Club are to:
 - (a) promote and support sailing, cruising, yacht racing, power boating and any other forms of water sport or recreation;
 - (b) promote and support sail training, boat handling skills, navigation skills and good seamanship;
 - (c) provide, maintain and improve a Clubhouse, marina, and other facilities and amenities for the use and benefit of its Members;
 - (d) create, maintain and operate an efficient maritime radio communications and rescue service;
 - (e) promote and support social fellowship among its Members; and,
 - (f) promote and support any charitable, benevolent, educational, scientific, historical or recreational organizations and purposes that it considers worthy.

Powers

3. Subject to this Constitution, and to the extent permitted by any applicable Act or law, and for the purposes of or incidental to the attainment or furtherance of any of its objects, the Club has the same legal capacity as a natural person.

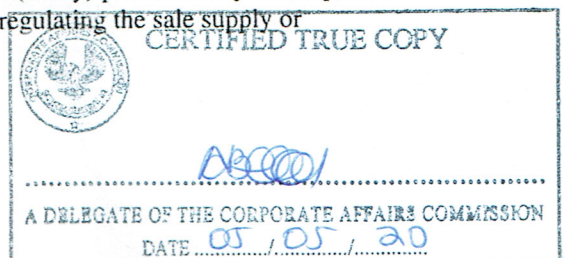
Assets, Income and Profits

4. (1) Except for;
 - (a) reasonable remuneration of a Member of the Club for work done by that Member for or on behalf of the Club,
 - (b) *bona fide* compensation for expenses incurred for or on behalf of the Club, or,
 - (c) any payments or dispositions that are incidental to activities carried on by the Club in accordance or consistently with its objects,the Club must not make any payment directly or indirectly from its income or capital, or dispose of any of its assets *in specie*, to the Members of the Club or any of them or to associates, within the meaning of the Associations Incorporation Act 1985 (as amended), of the Members or any of them; and the assets, income and profits (if any) arising or derived from the transactions and activities of the Club must be applied solely for the purposes of or incidental to the attainment or furtherance of the Club's objects.
- (2) The Club must not conduct its affairs in a manner calculated to secure a pecuniary profit for the Members of the Club or any of them or for associates, within the meaning of the Associations Incorporation Act 1985 (as amended), of the Members or any of them.

Part II - Membership

Membership of the Club

5. (1) The Club consists of all persons who are Life Members, Veteran Members, Senior Members, Associate Members, Junior Members or Temporary Members of the Club.
- (2) The maximum number of Members may be fixed from time to time by the General Committee, but must not exceed such number (if any) prescribed by the Liquor Licensing Act 1985, or any other Act or law regulating the sale supply or



consumption of liquor in South Australia, or any regulation made or licence or permit granted pursuant thereto.

- (3) In calculating the number of Members for the purposes of sub-clause (2) hereof Junior Members and Temporary Members are to be disregarded.

Classes of Membership

6. The various classes of membership of the Club are:

(1) Life Members

Any person who is a Veteran Member or Senior Member and who, in the opinion of the General Committee, has rendered valuable and exceptional service to the Club and who is proposed by resolution of the General Committee may be admitted as a Life Member by the Club voting in General Meeting.

(2) Veteran Members

Any person who has been a Senior Member for a continuous period of at least ten years and who has attained the age of sixty years may, by notice in writing to the Secretary, elect to become a Veteran Member.

(3) Senior Members

Any person who has attained the age of eighteen years may be a Senior Member.

(4) Associate Members

(a) Any person who has attained the age of eighteen years may be an Associate Member.

(b) Notwithstanding sub-clause (4)(a) hereof but subject to sub-clause (4)(c) hereof, any person who is or who becomes an owner of a vessel which is reasonably capable of being navigated in the river waters in the vicinity of Goolwa is not eligible or entitled to become or remain as an Associate Member.

(c) Sub-clause (4)(b) hereof does not apply to a person who is a joint owner of a vessel with his or her spouse or partner if that spouse or partner is a Life, Veteran or Senior Member.

(5) Junior Members

Any person who has not attained the age of eighteen years may be a Junior Member.

(6) Temporary Members

(a) Any person who has attained the age of eighteen years and who is a member of the crew of a vessel competing in a race organized or conducted by the Club is to be taken to be a Temporary Member during the whole of the day on which that race is scheduled to take place without being required to be nominated or to apply for such membership or to pay any fee.

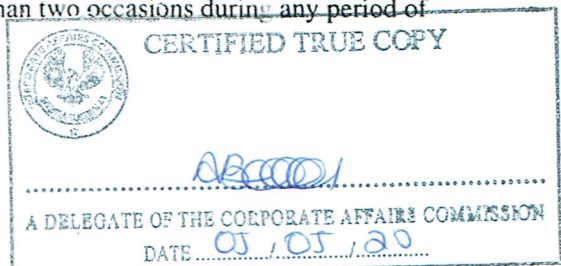
(b) Any person who has attained the age of eighteen years and who is a member with voting rights of any yacht club, sailing club or boat class association may be a Temporary Member; provided however that:

(i) such a person is not to be taken to be a Temporary Member until he or she has applied in writing in the form prescribed from time to time by the General Committee and that application has been approved by a member of the General Committee or another person authorized for that purpose by the General Committee,

(ii) such a person is not to be taken to be a Temporary Member until he or she has paid to the Club such fee (if any) as may be set from time to time by the General Committee,

(iii) the maximum duration of such membership is to be fourteen days from and including the day on which the application for such membership was approved, and,

(iv) such a person may not be a Temporary Member, other than pursuant to sub-clause 6(a), on more than two occasions during any period of twelve months.



Admission of Members

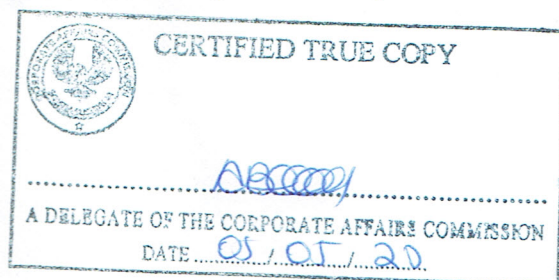
7. (1) Subject to sub-clauses (6) and (7) hereof, every nominee for admission as a Senior Member, Associate Member or Junior Member must be nominated in writing in the form prescribed from time to time by the General Committee and all such nominations must be proposed and seconded by persons who are Voting Members.
- (2) All such nomination forms must be signed by the nominee for membership and the proposer and the seconder and delivered to the Secretary; provided that in the case of a nominee for admission as a Junior Member the nomination form may be signed for and on behalf of the nominee by a parent or guardian of the nominee.
- (3) A copy of all such nomination forms delivered to the Secretary must be displayed in or about any premises for the time being occupied by the Club as a Clubhouse for a continuous period of at least seven days prior to that nomination being considered by the General Committee pursuant to sub-clause (4) hereof.
- (4) All such nominations for membership must be considered at a meeting of the General Committee held at least seven days after the delivery to the Secretary of the relevant nomination form duly completed and signed.
- (5) Such nominees for membership are to be taken to be admitted to membership of the Club upon a resolution of the General Committee in favour of such admission carried by a majority of at least two thirds of the members of the General Committee then present and voting.
- (6) Any person who;
- (a) is an Associate Member of at least four years standing,
 - (b) is an Associate Member and has previously been a Senior Member, or,
 - (c) immediately prior to attaining the age of eighteen years was a Junior Member of at least four years standing,
- and who applies in writing to the Secretary to be admitted as a Senior Member, may be so admitted by the General Committee without being nominated and is not obliged to pay any entrance or joining fee.
- (7) Any Senior Member who is eligible to be an Associate Member pursuant to Clause 6(4) and who applies in writing to the Secretary to be admitted as an Associate Member may be so admitted by the General Committee without being nominated.

Rights of Various Classes of Members

8. (1) Only Life Members, Veteran Members, and Senior Members are entitled to vote at any General Meeting of the Club or upon any other matters which may arise for determination by the Members (and the expressions "Voting Member" or "Voting Members" wherever used in this Constitution respectively mean a person who is or persons who are a Life Member, Veteran Member, or Senior Member).
- (2) Membership of the Club does not by itself confer upon any Member any right title or interest in any of the real or personal property of the Club other than an entitlement, subject to any Club Rules or By-Laws and any agreements made between the Club and any other person, to have access to and the use of any premises or facilities owned or occupied by the Club.

Fees and Subscriptions

9. (1) An entrance or joining fee is payable only in respect of the admission of a person as a Senior Member and is to be such sum, not exceeding three times the annual subscription fee then payable by a Senior Member, as the General Committee sets from time to time.
- (2) Subject to Clause 6(6) and to sub-clauses (3) and (4) hereof, an annual subscription fee is payable by all Members and is to be, in respect of each class of membership, such sum as the General Committee sets from time to time.
- (3) The General Committee may, upon such grounds and subject to such terms and conditions as it thinks fit, set a lesser annual subscription fee in respect of one or



more Members of a particular class of membership than that payable by other Members of the same class of membership.

- (4) A Life Member is not obliged to pay any subscription fees.
- (5) Only Veteran Members and Senior Members are obliged to pay any call made by the Club on its Members.
- (6) Annual subscription fees in respect of the forthcoming year become due and payable upon the conclusion of each Annual General Meeting.

Cessation of and Leave of Absence from Membership

10. (1) A person ceases to be a Member of the Club forthwith upon:
 - (a) expulsion;
 - (b) the acceptance by the General Committee of a written resignation signed by that person, provided that if that person is then in arrears in respect of subscription fees then the General Committee may decline to accept that resignation;
 - (c) the non-payment before the thirtieth day of September of any year of such subscription fees as may then be due and payable by that person to the Club together with the resolution of the General Committee that such person is no longer a Member of the Club; provided that the General Committee may at any time thereafter, upon payment of the subscription fees in arrears and such re-entrance fee (if any) as it may decide to impose, re-admit that person to membership without any further nomination;
 - (d) in relation to an Associate Member, the resolution of the General Committee that such person is not eligible or entitled to remain as an Associate Member by reason of Clause 6(4)(b) and that such person is therefore no longer a Member of the Club;
 - (e) in relation to a Junior Member, that person attaining the age of eighteen years.
 - (f) in relation to a Temporary Member, the expiration of the period provided for by Clause 6(6)(a) or by Clause 6(6)(b)(iii) as the case may be.
- (2) The General Committee may, upon the written application of any Member, and upon such grounds and subject to such terms and conditions as it thinks fit, grant a leave of absence from membership to that Member.
- (3) Any Member who has received leave of absence from membership pursuant to sub-clause (2) hereof, during the period of such leave of absence, is not;
 - (a) obliged to pay any annual subscription fees, nor,
 - (b) entitled to exercise any of the rights or privileges of a Member of the Club.

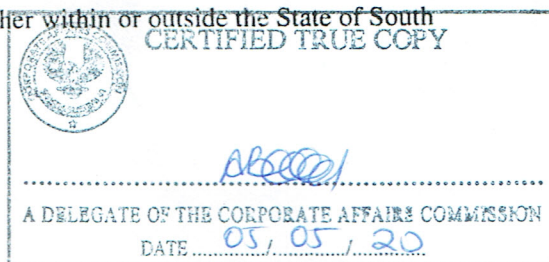
Part III - General Committee

Establishment and Composition of the General Committee

11. There is to be a Committee of the Club called the General Committee and comprised of a Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, and four other members.

Eligibility for and Removal from Membership of the General Committee

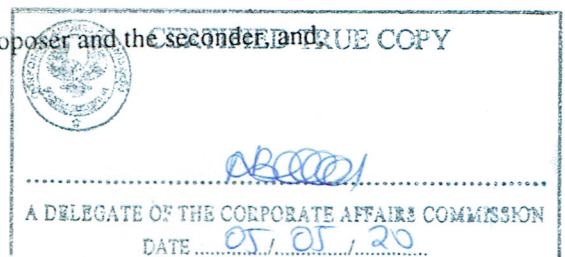
12. (1) A person is not eligible to be or to act as a member of the General Committee unless he or she is a Voting Member.
- (2) A person who is an insolvent under administration, within the meaning of the Associations Incorporation Act 1985 (as amended), is not eligible to be or act as a member of the General Committee.
- (3) A person who has been convicted, either within or outside the State of South Australia;

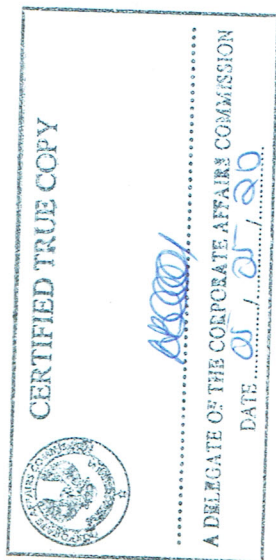


- (a) on indictment of an offence in connection with the promotion formation or management of a body corporate,
- (b) of an offence involving fraud or dishonesty and punishable on conviction by imprisonment for a period of not less than three months,
- (c) of an indictable offence, or,
- (d) for so long as Section 30 of the Associations Incorporation Act 1985 (as amended) remains in force, of any other offence specified by that Section, is not, within a period of five years after his or her conviction or, if he or she was sentenced to imprisonment, after his or her release from prison, without the leave of the Corporate Affairs Commission, eligible to be or to act as a member of the General Committee.
- (4) Any person who has held the position of Commodore during four consecutive complete terms of office is thereafter not eligible to be or to act as a Flag Officer until the conclusion of the fourth Annual General Meeting following the Annual General Meeting at which that person completed his or her last term of office as Commodore.
- (5) A person ceases to be a member of the General Committee forthwith upon a resolution of that committee to that effect carried by a majority of at least two thirds of that committee then present and voting on the grounds that such person;
 - (a) has been absent from two or more consecutive meetings of that committee without the leave of that committee,
 - (b) is a person to whom the provisions of any of sub-clauses (1), (2), (3) or (4) hereof applies, or,
 - (c) has committed any act of the nature described in Clause 15(1).
- (6) A resolution pursuant to sub-clause (5) hereof may not validly be carried by the General Committee unless the relevant member has first been given a reasonable opportunity, either orally or in writing at the choice of the relevant member, to show cause to the General Committee why that resolution should not be carried.
- (7) Notwithstanding sub-clause (6) hereof any member of the General Committee who is the subject of a motion for a resolution pursuant to sub-clause (5) hereof is not entitled;
 - (a) to be present when that motion is debated or voted on, or,
 - (b) to vote on that motion.
- (8) Subject to sub-clauses (1), (2), (3) and (4) hereof any vacancy arising for any reason in any position on the General Committee may be filled by the General Committee and any person so appointed may continue in office until the conclusion of the Annual General Meeting next following.

Election of the General Committee

13. (1) The election of the members of the General Committee is to be declared at each Annual General Meeting of the Club and subject to Clauses 12(1), 12(2), 12(3), 12(4) and 12(5) such members;
- (a) commence in office at the conclusion of that Annual General Meeting, and,
 - (b) continue in office until the conclusion of the Annual General Meeting next following.
- (2) Subject to Clauses 12(1), 12(2), 12(3) and 12(4) any person who is due to cease to hold office as a member of the General Committee at the conclusion of any Annual General Meeting is eligible to be re-elected to the General Committee.
- (3) Every candidate for election to the General Committee must be nominated in writing in the form prescribed from time to time by the General Committee and all such nominations must be proposed and seconded by persons who are Voting Members.
- (4) All such nomination forms must be;
- (a) signed by the nominee and the proposer and the seconder and





- (b) delivered to the Secretary before 5pm on the fourth Friday prior to the Annual General Meeting at which the election is to be declared.
- (5) Any nominee may withdraw his or her nomination at any time prior to the commencement of the Annual General Meeting.
- (6) If the number of persons nominated for any position on the General Committee is equal to or less than the number of such positions available then any eligible person who has been nominated for any such position is to be taken and declared to have been elected to that position.
- (7) If the number of persons nominated for any position on the General Committee exceeds the number of such positions available then an election by ballot must be conducted in accordance with the following procedure:
 - (a) The General Committee must appoint three persons who are Voting Members, and who are not members of or nominees for election to the General Committee, to be the Returning Officers for that election.
 - (b) The Returning Officers are empowered to determine any matter as to;
 - (i) the eligibility of any nominee to be or to act as a member of the General Committee,
 - (ii) the validity of any vote,
 - (iii) the right of any person to vote,
 - (iv) the conduct of the ballot, and,
 - (v) the counting of votes,and the decision of a majority of the Returning Officers, subject to Clause 12(5)(b), constitutes the final determination of that matter.
 - (c) The Secretary must, at least ten days prior to the day on which the next Annual General Meeting is due to be held, deliver to every Voting Member a list of nominees for election together with a ballot paper, ballot envelope and Secretary's envelope.
 - (d) In order to cast a valid vote all Members when voting must;
 - (i) place a mark on the ballot paper opposite the name of each nominee for whom he or she wishes to vote and must vote for no more than the number of nominees required to be elected to each position,
 - (ii) after marking their ballot paper, place such ballot paper in a ballot envelope and seal the same and leave such ballot envelope unmarked,
 - (iii) place the sealed ballot envelope containing their ballot paper into a Secretary's envelope, seal the same, and place their name in block letters and their signature upon the reverse thereof, and,
 - (iv) thereafter deliver the Secretary's envelope and its contents intact to the Secretary before 8pm on the day preceding the Annual General Meeting at which the election is to be declared.
 - (e) Following the delivery of the Secretary's envelopes to the Secretary he or she, or in his or her absence a Returning Officer nominated by the Commodore, must;
 - (i) check all such envelopes against a current list of Voting Members, and,
 - (ii) thereafter retain those envelopes unopened until two hours prior to the time appointed for the commencement of the Annual General Meeting, at which time all such envelopes must be delivered to the Returning Officers.
 - (f) Upon receipt of the Secretary's envelopes the Returning Officers must;
 - (i) remove the ballot papers from the envelopes in which they were enclosed,
 - (ii) properly and carefully scrutinise the ballot papers and count the number of votes received by each nominee,

- (iii) certify in writing the number of votes received by each nominee, and,
- (iv) immediately following the completion of that certificate deliver it to the Chairperson of the Annual General Meeting.
- (g) The Chairperson of the Annual General Meeting must inform that meeting as to the number of votes received by each nominee for election to each position.
- (h) In the event of an equality of votes for nominees for any position the Chairperson of the Annual General Meeting has the casting vote.
- (i) The nominees for each available position receiving the greatest number of votes are to be taken to be elected to those positions and must be so declared by the Chairperson of the Annual General Meeting.

Management Powers of the General Committee

14. Subject to this Constitution and to any Act or law, the General Committee:
- (1) is to manage and administer the business and affairs of the Club;
 - (2) has the management and control of the funds and other property of the Club;
 - (3) may delegate and grant to any one or more of the Members of the Club such of its powers duties and responsibilities, together with such titles, as it thinks fit;
 - (4) may form and appoint sub-committees from among the Members of the Club and delegate and grant to such sub-committees such of its powers duties and responsibilities, together with such titles, as it thinks fit;
 - (5) may make any Club Rules or By-Laws which it considers desirable for the purposes of or incidental to the attainment or furtherance of any of the objects of the Club; and,
 - (6) may do any other acts or things for or on behalf of the Club that are within the powers of the Club.

Disciplinary Powers of the General Committee

15. (1) The General Committee may, by a resolution carried by a majority of at least two thirds of those entitled to attend and vote, reprimand suspend or expel any Member of the Club who in the opinion of the General Committee has committed:
- (a) an unlawful act on or about any premises occupied by the Club,
 - (b) a breach of a Club Rule or By-Law, or,
 - (c) an act which is prejudicial to the welfare or interests of the Club.
- (2) A Member may not be suspended for any period exceeding three years.
- (3) The General Committee may, by a resolution carried by a majority of at least two thirds of those entitled to attend and vote, rescind any expulsion or reprimand, or decrease the duration of or rescind any suspension.
- (4) A Member who has been suspended pursuant to this Clause is not, during the period of that suspension, entitled to exercise any of the rights or privileges of a Member of the Club.
- (5) A Member may not be reprimanded suspended or expelled by the General Committee unless he or she has first been given a reasonable opportunity, either orally or in writing at the choice of that Member, to show cause to the General Committee why he or she should not be so reprimanded suspended or expelled.

Convening of Meetings of the General Committee

16. (1) The General Committee may meet as often and at such places within the State of South Australia as it considers desirable in order to conduct or transact its business; provided however that the General Committee must meet on at least two occasions during every period of three calendar months.
- (2) Meetings of the General Committee are to be convened by the Secretary upon;
- (a) his or her own determination,
 - (b) the previous resolution of the General Committee,



- (c) the direction of a Flag Officer, or,
 - (d) the written direction of two other members of the General Committee, which direction must contain a statement of the reasons for that direction and the business to be raised.
- (3) At least five days notice of the date, time and location of any meeting of the General Committee must be given to all of the members of that committee; provided however that compliance with this sub-clause may be dispensed with when, in the opinion of any Flag Officer or the Secretary, it is desirable in the interests of the Club that the General Committee meet as a matter of urgency.
- (4) Any meeting required to be held by reason of sub-clause (2)(c) or (2)(d) hereof must be held within seven days after the day on which the relevant direction was given or delivered to the Secretary.

Procedure at Meetings of the General Committee

17. (1) A quorum at meetings of the General Committee is to be constituted by the attendance of at least five of its members or of at least one half of its members, whichever is the lesser.
- (2) The Commodore is to be the Chairperson of the General Committee.
- (3) In the absence of the Commodore from any meeting of the General Committee the next most senior Flag Officer then present is to act as the Chairperson of that meeting.
- (4) If none of the Flag Officers is present at a meeting of the General Committee then those present at that meeting must appoint one of their number to act as the Chairperson of that meeting.
- (5) In respect of any matter which is required to be determined by the vote of the members of the General Committee:
- (a) that matter is to be decided by a show of hands, and,
 - (b) voting by proxy is not permitted.
- (6) The Chairperson of any meeting of the General Committee is entitled to exercise both a deliberative and a casting vote in relation to any matter to be determined by that meeting.
- (7) Subject to Clauses 12(5), 15(5) and 16(2)(d) the General Committee may conduct or transact any business which it is empowered by this Constitution to conduct or transact at any of its meetings without prior notice to any person of any intention to conduct or transact such business.
- (8) The Secretary, or in his or her absence another member appointed for the purpose by those present, must keep minutes of all meetings of the General Committee.
- (9) The minutes of all meetings of the General Committee shall be confirmed at a subsequent meeting of the General Committee.

Indemnity of the General Committee

- (1) The members of the General Committee and their respective executors and administrators are to be exempted and indemnified out of the funds of the Club from and against;
- (a) all actions, claims, demands, costs and disbursements which they or any of them may incur or sustain arising from or in connection with the execution of their respective offices or any contracts or agreements made by them for or on behalf of the Club or for the purposes of or incidental to the attainment or furtherance of any of the objects of the Club, and,
 - (b) any liability incurred by him or her in defending any proceedings, whether civil or criminal, arising from or in connection with the execution of their respective offices or any contracts or agreements made by them for or on behalf of the Club or for the purposes of or incidental to the attainment or



furtherance of any of the objects of the Club in which judgment is given in his or her favour or in which he or she is acquitted.

- (2) Sub-clause (1)(a) hereof is not to operate so as to exempt or indemnify any member of the General Committee from or against any liability to the Club that by law would otherwise attach to him or her in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Club.

Part IV - Officers and Duties

Flag Officers

19. The Flag Officers of the Club, in order of seniority, are the Commodore, Vice Commodore and Rear Commodore.

Duties of the Secretary

20. In addition to any other duties prescribed by this Constitution, or delegated to him or her by the General Committee, the Secretary is to:

- (1) keep true and accurate records of the general business and affairs of the Club;
- (2) establish and maintain a Membership Register including, in respect of every Member of the Club;
 - (a) that Member's full name, date of birth, occupation and residential or postal address,
 - (b) the class of membership to which that Member belongs, and,
 - (c) the date when that Member became a Member of the Club,and is to ensure that a copy of that Register is always kept at any premises owned or occupied by the Club; and,
- (3) act as the Public Officer of the Club pursuant to the provisions of the Associations Incorporation Act 1985 (as amended).

Duties of the Treasurer

21. In addition to any other duties prescribed by this Constitution, or delegated to him or her by the General Committee, the Treasurer is to:
- (1) keep such accounting records as are necessary or desirable to correctly record and explain the financial transactions and the financial position of the Club;
 - (2) receive all of the monies of the Club, for which his or her receipt is to be a sufficient discharge; and,
 - (3) attend to all disbursements of the Club's funds.

Auditor

22. (1) An Auditor is to be appointed by the resolution of the Club at each Annual General Meeting and, subject to sub-clause (4) hereof, may be re-appointed at each Annual General Meeting.
- (2) The Auditor, following the conclusion of the financial year of the Club and prior to the next Annual General Meeting, is to audit the accounting records and examine the financial transactions and the financial position of the Club, and thereafter is to report his or her findings to that meeting.
- (3) In the event that the position of Auditor becomes vacant or should he or she be unwilling or unable to act the General Committee must, subject to sub-clause (4) hereof, appoint another person to that position.
- (4) A person is not eligible to be or to act as the Auditor:
- (a) unless he or she is a registered company auditor, a member of the Australian Society of Certified Practising Accountants or of the Institute of Chartered Accountants in Australia, or has been approved for the purpose by the Corporate Affairs Commission;



- (b) if he or she is a member of the General Committee or is a partner, employer or employee of such a person; or,
- (c) if he or she is a partner or employee of an employee of the Club.

Part V - General Meetings

Convening of Annual General Meetings

23. (1) An Annual General Meeting of the Club must be held during the months of June or July in every year.
- (2) The Secretary must give at least ten days notice in writing of the date, time and location of the Annual General Meeting to every Life, Veteran, Senior and Associate Member.
- (3) All Annual General Meetings must be held at Goolwa on a Saturday, a Sunday or a Public Holiday and must commence between the hours of 10am and 5pm.

Business to be Conducted at Annual General Meetings

24. The following business must be conducted or transacted at all Annual General Meetings, namely:

- (a) the confirmation of the minutes of;
 - (i) the previous Annual General Meeting, and,
 - (ii) any Special General Meeting held since the previous Annual General Meeting;
- (b) the consideration of a report from the Commodore as to the general business and affairs of the Club;
- (c) the consideration of a report from the Treasurer as to the financial affairs of the Club, which report must include a balance sheet and a statement of the income and expenditure of the Club during the preceding financial year of the Club;
- (d) the reception of any report from the General Committee that may be required pursuant to Section 35(5) of the Associations Incorporation Act 1985 (as amended);
- (e) the declaration of the election of members of the General Committee;
- (f) the consideration of the Auditor's report;
- (g) the appointment of an Auditor for the forthcoming year;
- (h) the admission of any Life Members; and,
- (i) subject to Clause 25, any special business.



Special Business at Annual General Meetings

25. (1) No special business may be conducted or transacted at any Annual General Meeting unless:
- (a) the same is raised by a Voting Member and the Voting Member who raises that special business has delivered to the Secretary, at least twenty one days before the day on which that meeting is to be held, notice in writing of his or her intention to raise that special business; or,
 - (b) the General Committee has resolved that such special business be raised at that meeting;
- and unless sub-clause (2) hereof has been complied with in relation thereto.
- (2) All notices or resolutions pursuant to sub-clause (1) hereof;
- (a) must contain the full text of any motion that is to be proposed at that Annual General Meeting, and,
 - (b) may contain a statement of the reasons for raising that special business.
- (3) The Secretary must include with the notices to Members relating to the Annual General Meeting a copy of any notices delivered or resolutions made pursuant to sub-clause (1) hereof.

Convening of Special General Meetings

26. (1) Special General Meetings of the Club must be convened by the Secretary upon;
- (a) the resolution of the General Committee that such a meeting be held, or,
 - (b) a written request for the same signed by not less than twenty Voting Members and delivered to the Secretary.
- (2) All resolutions or requests pursuant to sub-clause (1) hereof for the convening of a Special General Meeting;
- (a) must contain the full text of any motion that is to be proposed at that Special General Meeting, and,
 - (b) may contain a statement of the reasons for resolving or requesting that the Special General Meeting be held.
- (3) No business may be conducted or transacted at any Special General Meeting unless sub-clause (2) hereof has been complied with in relation thereto.
- (4) Subject to sub-clause (7) hereof, any Special General Meeting required to be held by reason of a resolution pursuant to sub-clause (1)(a) hereof must be held on the day specified in that resolution being at least fourteen days after the day on which that resolution was made.
- (5) Any Special General Meeting required to be held by reason of a request pursuant to sub-clause (1)(b) hereof must be held on either the third Saturday or the third Sunday, at the choice of the Secretary, after the day on which the request for the same was delivered to the Secretary.
- (6) The Secretary must give at least seven days notice in writing of the date, time and location of any Special General Meeting to every Life, Veteran, Senior and Associate Member and must include with such notices of meeting a copy of the resolution or request by reason of which that meeting is required to be held.
- (7) All Special General Meetings must be held at Goolwa on either a Saturday or a Sunday and must commence between the hours of 10am and 5pm.

Quorum at General Meetings

27. (1) At any Annual General Meeting or Special General Meeting of the Club (hereinafter together called "General Meetings") a quorum is to be constituted by the attendance of at least thirty Voting Members or of at least one eighth of the Voting Members, whichever is the lesser.
- (2) If a quorum is not present within thirty minutes after the time appointed for the commencement of a General Meeting then:
- (a) (i) in the case of an Annual General Meeting which was convened to be held on a Saturday or a Sunday, that meeting must be postponed for one week, or,
 - (ii) in the case of an Annual General Meeting which was convened to be held on a Public Holiday, that meeting must be postponed until the following Sunday,
- and those Voting Members present on that subsequent occasion are to be taken to constitute a quorum.
- (b) in the case of a Special General Meeting that meeting is cancelled.

Procedure at General Meetings

28. (1) The Commodore is to be the Chairperson of all General Meetings.
- (2) In the absence of the Commodore from any General Meeting the next most senior Flag Officer then present is to act as the Chairperson of that meeting.
- (3) If none of the Flag Officers is present at a General Meeting then those present at that meeting must appoint one of their number to act as the Chairperson of that meeting.
- (4) The Chairperson of any General Meeting is entitled to exercise both a deliberative and a casting vote in relation to any matter to be determined by that meeting.



- (5) Notwithstanding Clauses 25(1) and 26(2) amendments may be proposed and made to any motion that is proposed at any General Meeting; provided however that any such amendments do not negate or substantially alter the nature of the principal motion.
- (6) Subject to Clause 13 and to sub-clause (7) hereof, in respect of any matter which is required to be determined by the vote of the Voting Members at any General Meeting;
 - (a) that matter is to be decided by a show of hands unless a ballot is demanded by the Chairperson or at least five other Voting Members then present, and,
 - (b) voting by proxy is not permitted.
- (7) A ballot may not be demanded as to the election of a Chairperson.
- (8) If a ballot is required to be conducted in relation to any matter it must be conducted in such reasonable manner as the Chairperson directs and the result of that ballot is to be conclusive.
- (9) A declaration by the Chairperson that a motion has been carried or carried by a particular majority or lost is to be conclusive evidence of that fact without further proof of the number or the proportion of votes recorded in favour of or against that motion.
- (10) Any General Meeting may, by a resolution carried by a majority of at least two thirds of the Voting Members then present and voting, be adjourned to be resumed on a day and at a time specified in that resolution, provided however that;
 - (a) the meeting must be resumed either later on the same day or on a Saturday or a Sunday not more than fifteen days later,
 - (b) the meeting must be resumed at Goolwa between the hours of 10am and 5pm, and,
 - (c) the Secretary is not obliged to give any notice to any person that the meeting has been adjourned nor of the date, time or location of resumption.
- (11) The Secretary, or in his or her absence another Voting Member appointed for the purpose by those present, must keep minutes of all General Meetings.

Resolutions of General Meetings to be Binding

29. Subject to this Constitution and to any applicable Act or law, all resolutions of the Club in General Meeting are binding on all of the Members of the Club.

Part VI - Miscellaneous

Common Seal

30. (1) The Secretary is to have the custody and control of the Common Seal of the Club.
- (2) The Common Seal must not be affixed to any document except pursuant to a resolution of the General Committee.
- (3) Any document to which the Common Seal is affixed must be signed by a Flag Officer and at least one other member of the General Committee.
- (4) The Secretary must create and maintain a written record of the particulars of all documents to which the Common Seal has been duly and properly affixed.

Financial Year

31. The financial year of the Club is to commence on the first day of April in each year and is to end on the following thirty-first day of March.

Oppressive or Prejudicial Conduct

32. Neither the Club nor the General Committee may conduct their affairs in a manner that is oppressive or unfairly prejudicial to, or unfairly discriminatory against, a Member or Members, or in a manner that is contrary to the interests of the Members as a whole.

CERTIFIED TRUE COPY



A DELEGATE OF THE CORPORATE AFFAIRS COMMISSION

DATE: 27/05/20

Presumption of Validity

33. Subject to Clause 32, all acts of and things done by the General Committee, or any member thereof, for and on behalf of the Club and in good faith are to be taken to have been validly done notwithstanding that it may afterwards be discovered that some defect or irregularity existed in the manner or circumstances of such act or thing or in the appointment or election of the General Committee or of any member thereof.

Amendment of the Constitution

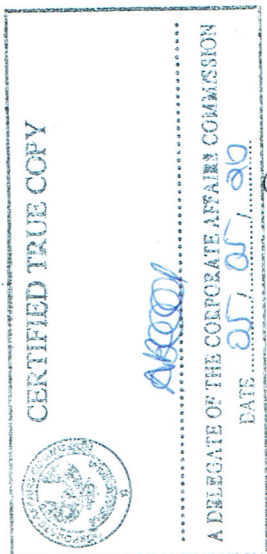
34. (1) This Constitution may not be amended or rescinded except pursuant to the resolution of the Club in General Meeting carried by a majority of at least two thirds of the Voting Members then present and voting.
- (2) No motion providing for the amendment or rescission of this Constitution may be put to any General Meeting of the Club unless either Clause 25 or Clause 26, as the case may be, has been complied with in respect of that motion.

Winding Up or Amalgamation of the Club

35. (1) The Club may not be wound up or amalgamated with another incorporated association except pursuant to the resolution of the Club in General Meeting carried by a majority of at least four fifths of the Voting Members then present and voting.
- (2) No motion providing for the winding up or amalgamation of the Club may be put to any General Meeting of the Club unless either Clause 25 or Clause 26, as the case may be, has been complied with in respect of that motion.
- (3) Upon the winding up of the Club those assets of the Club that remain after the liabilities of the Club have been discharged and the costs and expenses of the winding up have been paid are to be transferred to such one or more yacht clubs or sailing club as may be determined by the General Committee.

Delivery of Notices and Documents

36. (1) Any notice or document required by this Constitution to be delivered or given to any Member is to be taken to have been delivered or given if it was left at that Member's last known principal place of residence or business or was forwarded by ordinary prepaid post addressed to that Member's last known postal address, and if forwarded by post is to be taken to have been delivered or given at the time when in the ordinary course of post it would have been delivered to the address to which it was sent.
- (2) Except for ballot papers pursuant to Clause 13(d), any notice or document that is required by this Constitution to be delivered or given to the Secretary is only to be taken to have been delivered or given if it was;
- (a) personally delivered or given to him or her,
 - (b) left at his or her principal place of residence or business or at any premises occupied by the Club as a Clubhouse,
 - (c) forwarded by ordinary prepaid post addressed to his or her postal address or the postal address for the time being of the Club, in which case it is to be taken to have been delivered or given at the time when in the ordinary course of post it would have been delivered to the address to which it was sent, or,
 - (d) transmitted to his or her principal place of residence or business or any premises occupied by the Club as a Clubhouse by electronic facsimile transmission.
- (3) A ballot paper pursuant to Clause 13(7) is only to be taken to have been delivered to the Secretary if it was;
- (a) personally delivered to him or her,
 - (b) left at any premises occupied by the Club as a Clubhouse, or,
 - (c) forwarded by ordinary prepaid post addressed to the postal address for the time being of the Club, in which case it is to be taken to have been delivered



at the time when in the ordinary course of post it would have been delivered to that address.

Interpretation and Effect of the Constitution

37. (1) This Constitution constitutes the "rules" of the Club for the purposes of the Associations Incorporation Act 1985 (as amended).
- (2) This Constitution and any Club Rules or By-Laws made pursuant to Clause 14(5) are binding on the Members of the Club.
- (3) Any question which may arise as to the interpretation or effect of this Constitution or of any Club Rules or By-Laws made pursuant thereto may be determined by the General Committee and any such determination is to be final and binding upon the Members of the Club.
- (4) If any provision of this Constitution is found to be contrary to or inconsistent with the Associations Incorporation Act 1985 (as amended) or any other applicable Act or law then this Constitution is to be construed as if that provision had not been included and the remainder is to retain its full force and effect.

Saving and Transitional Provisions

38. Notwithstanding the rescission of the previous Constitution;
- (a) the force or validity of any act or thing done pursuant thereto is not affected in any way,
- (b) any officer-holders elected or appointed pursuant to its provisions are entitled to continue in office until the expiration of the period provided for by that Constitution, and,
- (c) any person who was a Member of the Club immediately before the coming into force of this Constitution continues to be a Member of the Club of the same class of membership.

ADOPTION

This Constitution was adopted by the unanimous resolution of the Club voting at a Special General Meeting held on Saturday 16th October 1993, and came into force on that date.

