



Dated *.....23/7/2015.....*

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**Constitution of**

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**The Royal Yacht Club of Tasmania  
(ACN 009 585 059)**

as

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Marievile Esplanade  
Sandy Bay  
TAS 7005  
Australia  
[www.ryct.org.au](http://www.ryct.org.au)

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**Corporations Act 2001**

**Constitution**

**of**

**The Royal Yacht Club of Tasmania  
(ACN 009 585 059)**

**A Company limited by guarantee**

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**1 Preliminary**

This is the Constitution of the Company known as The Royal Yacht Club of Tasmania.

**1.1 The Company is limited by Guarantee**

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

**1.2 Objects of the Company**

The objects of the Company are:

- (a) To promote and encourage yacht racing and yachting events in Tasmania, and
- (b) To do all things incidental to the objects.

Without limiting these objects or the other provisions of this Constitution or the By-Laws, reference may be made to the intention of the founding Members of the Company which is set out in the powers referred to in the Memorandum of Association of "The Royal Yacht Club of Tasmania" in existence at the date of registration of the Company, as contained in Appendix 1.

**1.3 Application of income and property**

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

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

Notwithstanding any rule in this Constitution the Company may pay:

- (a) interest at a commercial rate, including on money borrowed from Members;

- (b) reasonable and proper rent for premises demised or let to the Company by any Member to the Company;
- (c) authorised expenses of a Director or Flag Officer;
- (d) in good faith, the reasonable and proper remuneration to any Member, Director, Secretary or employee in return for any services actually rendered to the Company, goods supplied in the ordinary and usual way of business, or authorised expenses incurred on behalf of the Company;
- (e) sponsorship assistance to Members attending events which support the Objects of the Company.

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

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

#### **1.5 Definitions**

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

**Active Sailing Member** means a Member who:

- (a) is the owner or co-owner of a yacht registered on the Yacht Register of the Company who participates in races and/or cruising events conducted by the Company or actively uses their yacht; or
- (b) is a crew member of a yacht on the Yacht Register of the Company who actively competes or has actively competed in races and/or cruising events conducted by the Company; or
- (c) is a Member who in the opinion of the Board participates or has participated in the conduct of races and/or cruising events; or
- (d) is a Member who, as an owner or crew member, has actively competed in races and/or cruising events conducted by other recognised yacht clubs.

**Board** means all or some of the Directors acting collectively under this document.

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

**Commission** means the Australian Securities Investment Commission (ASIC).

**Company** means The Royal Yacht Club of Tasmania (ACN 009 585 059). In this Constitution the word "Company" is interchangeable with the word "Club".

**Constitution** means this Constitution as amended from time to time and a reference to a Rule of this Constitution is a reference to that Rule as amended from time to time.

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

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

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

- (a) Commodore;

(b) Vice Commodore; and

(c) Rear Commodore

**Full Annual Subscription** means the subscription fees payable by a Senior Member as determined by the Board from time to time pursuant to this Constitution

**Financial Member** means a Member who has paid all subscription fees due up to the date appointed for a General Meeting.

**Financial Year** means a period of twelve (12) months ending 30<sup>th</sup> April.

**Member** means a person who is recorded on the Membership Register.

**Month** means calendar month.

**Office** means the Registered Office of the Company for the purposes of the Corporations Act.

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

**Membership Register** means the register of Members of the Company under the Corporations Act and as provided for in this Constitution.

**Partner** means spouse of a member or a person in a defacto relationship with a member as defined in Section 4AA of the *Family Law Act 1975*.

**Seal** means the Common Seal of the Company and includes the official seal or duplicate Common Seal.

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

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

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

**State** means the State of Tasmania.

**Yacht** means a watercraft able to carry at least one person, propelled by sail, motor, oars, paddle or a combination thereof, and which is intended for use or principally used for recreation or pleasure, but does not include Personal Water Craft.

**Yacht Register** means the Register of Yachts maintained by the Secretary of the Company.

**Voting Member** means a Financial Member who is entitled to vote at a General Meeting of the Company as defined by Rule 2.4.

## **1.6 Interpretation of this Constitution**

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

(a) words importing any gender include all other genders;

- (b) the word “person” includes a firm, a body corporate, an unincorporated body or association or an authority;
- (c) the singular includes the plural and vice versa;
- (d) a reference to a law includes regulations and instruments made under the law;
- (e) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision;
- (f) a power, an authority or a discretion vested in a Director, the Directors, the Company in a General Meeting or a Member may be exercised at any time and from time to time;
- (g) the word “including” when introducing an example does not limit the meaning of the words to which the example relates;
- (h) unless the contrary intention appears in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, an expression has the same meaning as in that provision of the Corporations Act;
- (i) subject to the preceding Rule, words or expression contained in this Constitution will be interpreted in accordance with the Acts Interpretation Act 1931 (Tas).

### **1.7 Liability Limited**

The liability of the Members is limited.

Each Member undertakes to contribute to the assets of the Company if it is wound up while the Member is a Member, or within one year after the Member ceases to be a Member, for payments of the debts and liabilities of the Company incurred before the Member ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights to contributions between themselves, any amount required not exceeding \$10.00.

### **1.8 Director not entitled to Directors fees or to be an employee**

A Director is not entitled to:

- (a) be employed by the Company; or
- (b) be paid any remuneration for services as a Director.

## **2 Membership**

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### **2.1 The Members**

The Club consists of the existing Members and of Members who may in the future be admitted in accordance with this Constitution.

The Secretary must maintain a Membership Register which identifies each Member’s class of membership and any additional information as the Board may direct.

The Members recorded on the Membership Register at the date of the adoption of this Constitution continue as Members subject to this Constitution and the By-Laws.

## 2.2 Membership not transferable

A Member may not transfer the membership to another person.

The Board may transfer a Member from membership in one class to membership in another class, with the Member's consent.

## 2.3 Classes of Members

The following membership classes in existence at the date of the adoption of this Constitution continue as classes of membership subject to this Constitution and the By-Laws, and any Rules prescribed by the *Liquor Licensing Act 1990*:

- (a) Senior
- (b) Life
- (c) Fifty Year
- (d) Perennial
- (e) Veteran
- (f) Country
- (g) Intermediate
- (h) Junior
- (i) Associate
- (j) Associated
- (k) Crew
- (l) Social
- (m) Family
- (n) Honorary
- (o) Visiting

The previous classes of membership of interstate and overseas are now deemed to be Expatriate Members under this Constitution.

The classes of Senior, Life, Fifty Year, Perennial, Veteran, Country, Intermediate and Expatriate are deemed to be classes of Senior Membership for the purposes of and subject to this Constitution.

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

### 2.4.1 All Members are entitled to use the Club House.

### 2.4.2 All members, except for Junior Members, Honorary Members, Visiting Members and Expatriate Members,

~~Only Senior Members, Life Members, Fifty Year Members, Perennial Members, Veteran Members, Country Members and Intermediate Members~~ are entitled to the following additional privileges, namely:

- (a) to propose candidates for election to membership of the Club;
- (b) to vote at General Meetings;
- (c) to requisition Extraordinary General Meetings; and

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(d) to be elected or appointed to office as a Director or Flag Officer and to vote on a ballot for the election of new Directors and Flag Officers;

~~(e) to apply for, hold or sublease a permanent marina berth licence, except that new Country Members admitted after the date of adoption of this Constitution may not apply for, hold or sub-lease a permanent marina berth licence.~~

~~Those Country Members prior to date of adoption of this Constitution who lease, or sub-lease a permanent marina berth licence will continue to enjoy that right.~~

~~Any changes to the rights of other members to hold a permanent marina berth licence will come into effect 1 May 2016.~~

**2.4.3 Only Senior Members, Life Members, Fifty Year Members, Perennial Members, Veteran Members, Country Members (as at 23 July 2015) and Intermediate Members are entitled to apply for, hold or sublease a permanent marina berth licence.**

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## **2.5 Eligibility for election**

To be eligible for election as a Member the candidate must be over the age of 18 years (with the exception of Junior Members) and must satisfy the criteria as follows:

- (a) to be a **Senior Member**, a person must fulfil all eligibility criteria determined by the Board from time to time;
- (b) to be a **Life Member**, a person must
- (i) be classified previously as a Senior, Country, Perennial, Expatriate (formerly identified as an Interstate or Overseas Member prior to the adoption of this Constitution) or Veteran Member, and
  - (ii) be a Member who, in return for services rendered to the Company, and if approved by the Board after nomination, is elected a Life Member by a majority of two-thirds of the Members present at a General Meeting of the Company provided that such nomination be included in the Notice Paper of such meeting.
- (c) To be a **Fifty Year Member**, a person must have been a Member of a class of Senior Membership for a continuous period for 50 years.
- (d) To be a **Perennial Member**, a person must:
- (i) be a Member admitted as such prior to 1st January 1980; or
  - (ii) be admitted as such by the Board.
- (e) To be a **Veteran Member**, a person must:
- (i) at the time of application have attained the age of Sixty (60) years and have been a Member of a class of Senior Membership for a period of not less than:
    - (a) Twenty (20) years for a Member aged Sixty (60) years; or



- (b) Twenty (20) years reduced by one (1) year for each year that the age of the Member exceeds Sixty (60) years for a Member aged over Sixty (60) years to the age of Seventy (70) years; or
  - (c) Ten (10) years for a Member aged Seventy (70) years and over.
- (f) to be a **Country Member**, a person must:
- (i) reside more than a fifty kilometre radius from the Hobart G.P.O.
  - (ii) Provided that for those Country Members prior to the date of adoption of this Constitution, such Members will remain a Country Member for as long as they continue to reside more than a thirty (30) kilometre radius from the Hobart G.P.O.
- (g) To be an **Intermediate Member**, a person must be between the ages of eighteen (18) years and thirty (30) years at the start of the financial year and meet any other requirements as the Board determines from time to time.
- (h) to be an **Expatriate Member**, a person:
- (i) must reside permanently outside the State; or  
be a Member seeking transfer to this class when that Member intends to be absent from Tasmania for a continuous period of twelve months or more; or
  - (ii) have been an Interstate or Overseas Member as at the date of adoption of this Constitution.
- (i) To be a **Junior Member**, a person must be under the age of Eighteen (18) years at the start of the Financial Year.
- (j) To be an **Associate Member**, a person must have been admitted an Associate Member prior to 21st February 1986.
- (k) To be an **Associated Member**, a person must be the Partner of an existing or deceased Member of a class of Senior Membership.
- (l) To be a **Crew Member**, a person must actively participate in racing events, with a minimum of five (5) yacht races per calendar year.
- (m) To be a **Social Member**, a person must meet such requirements as the Board determines from time to time.

## 2.6 Family Membership

Family Membership comprises:

- (a) A Senior Member;
- (b) An Associated Member;
- (c) All of the children of the Senior Member who reside with the Senior Member and/or the Associated Member, up until the age of Twenty Five (25) years. These Members will be classed as Junior (up to the age of 18 years), or Intermediate members.

- (d) A Country Family Membership comprises the same as above except that a Senior Member may be substituted by a Country Member.
- (e) Each Member comprising a Family Membership will have the same membership entitlements as if they were an individual Member of the relevant class of membership.

## **2.7 Honorary Membership**

An Honorary Member means a person invited by or admitted to the Company in the following circumstances:

- (a) Their Excellencies the Governor-General, the Governor of the State, or the Administrator of the State.
- (b) The Commanding Officers for Tasmania of the Armed Services doing duty in the State. All persons under this Section will, upon ceasing to do duty in this State, cease to be Honorary Members.
- (c) Any person who is over the age of eighteen years and resides in Tasmania may be admitted by the Board as an Honorary Member for a period of fourteen days. No person will be admitted as an Honorary Member under this Rule more than twice in any one year from the date of admission, except with the express sanction of the Board.
- (d) Any person who does not intend to stay more than seven days in Tasmania may be admitted as an Honorary Member without notice upon the authority of the Secretary and a Director.
- (e) The Board may in its discretion from time to time confer an Honorary Membership for life or such other period, whether definite or indefinite, as the Board may determine.

## **2.8 Visiting Membership**

- (a) Should any Honorary Member wish to extend their stay for more than fourteen days they may, upon application as provided in this Rule, become a Visiting Member.
- (b) A person who does not reside in Tasmania, may, on visiting Hobart, be admitted as a Visiting Member of the Company, upon being proposed by a Member of the Company, and the admission being approved by a Director of the Company. Every person admitted under this Rule may remain as a Visiting Member for twenty eight (28) days without payment of an Annual Subscription.
- (c) Should any Visiting Member wish to prolong their Membership of the Company for any further period, it is within the power of the Board to admit him as a Visiting Member upon payment in advance of such subscription fees as determined by the Board.
- (d) A Visiting Member may be admitted for a further continuous period not exceeding six months. No such Member will be re-admitted by reason of not having availed themselves of the full period of six months permitted under this Rule. No person will be eligible as a Member under this Rule more than once in any calendar year from the date of admission.

## **2.9 Other membership privileges**

Such other rights and privileges of classes of membership not contained in this Constitution may be provided for in the By-laws of the Company as passed and amended from time to time in accordance with this Constitution.

## **2.10 New members**

New Members shall be elected by the Board or otherwise admitted in accordance with this Constitution. With regard to elected Members the Board must ensure that each candidate for membership:

- (a) fulfils all eligibility criteria prescribed by the Company, for the class of membership to which that person is to be admitted;
- (b) agrees to be bound by this Constitution and any By-Laws; and
- (c) pay the entrance fee and subscription fees (if any) prescribed for that class of membership as determined by the Board from time to time.

The procedure for the election of Members will be determined by the Board and provided for in the By-Laws.

## **2.11 Transfer to another membership class**

Unless the Board in its absolute discretion from time to time otherwise determines, a person may not make an application to the Company for a Social or Crew Membership if that person has been a Member of a class of Senior Membership within the last Five (5) years preceding the date of application for membership.

## **2.12 Annual Subscriptions**

Subscriptions for the different classes of Members will be determined by the Board from time to time subject to the provisions in this Constitution. Perennial Members, Fifty Year Members, Honorary Members and Life Members are not required to pay an Annual Subscription.

New Members will pay pro rata Annual Subscription calculated from the first day of the month of their election.

The Board will offer a discount of the subscription payable for Crew, Social or Intermediate members provided the member is enrolled as a full-time student at a secondary college, University or other educational institution and provides satisfactory evidence of this enrolment.

A Member will be liable for and bound to pay any levy imposed upon the Club by Yachting Tasmania or Yachting Australia as approved by the Board unless that Member is a Perennial Member, Fifty Year Member, Honorary Member or Life Member, in which case the Member will not be required to pay any such levies.

## **2.13 Ceasing to be a Member**

A Member ceases to be a Member on:

- (a) resignation by notifying the Secretary in writing;
- (b) death;
- (c) becoming bankrupt or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- (d) becoming of unsound mind or a person whose estate is liable to be dealt with in any way under a law relating to mental health;

- (e) being convicted of an indictable offence under any Criminal Code or Crimes Act where that conviction is not quashed on appeal;
- (f) the termination of the person's membership; or
- (g) expulsion.

A resignation does not release the Member from the payment of any subscription and other monies due at the time of resignation and in addition for any sum not exceeding Ten dollars (\$10.00) for which they are liable as a Member of the Company under this Constitution.

In the event that a Member obtains a Certificate of Discharge or Release from his or her creditors or has completed their sentence, such Member may be eligible for re-election.

#### **2.14 Resignation**

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

#### **2.15 Termination of membership for failure to pay moneys**

If a Member fails to pay any annual subscription fee or other amount to the Company within two months of its due date (or such longer period as the Board may determine in a particular circumstance), the Secretary may give written notice to the Member requiring payment within one month and may publish their name on the Notice Board of the Company.

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

#### **2.16 Reinstatement**

The Board may reinstate the Member on payment of all arrears if the Board thinks fit to do so.

#### **2.17 Disciplinary Procedures**

If a Member fails to comply with this Constitution or the By-Laws or is, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Company or unbecoming of a Member or such as to render the Member unfit for membership, the Board may, by resolution:

- (a) reprimand the Member;
- (b) fine the Member, provided that such fine does not exceed the amount of the Member's current annual subscription;
- (c) suspend the Member from exercising the rights and privileges of membership for such period as the Directors determine; or
- (d) subject to 2.19 expel the Member and remove that Member's name from the Membership Register.

A Member who has been fined, expelled or suspended under this Rule may, within 14 days, lodge a notice of appeal in writing to request the matter be referred to an Extraordinary General Meeting.

At that meeting, the Member disciplined will be permitted to offer an explanation as to his or her conduct either verbally or in writing and, if two-thirds of the Members present vote by poll in favour of upholding the appeal, the Member will not be required to pay the fine imposed on him or her by the Board or will be reinstated without further loss of rights as the case may be.

Subject to any right of appeal under this Constitution a fine is payable immediately and the Member fined will forfeit all membership rights until the fine is paid.

### **2.18 Procedure to Expel a Member**

At least 7 days before the Board holds a meeting to consider a resolution to expel a Member the Board must give a written notice to the Member which states:

- (a) the allegations against the Member;
- (b) the proposed resolution for the Member's expulsion;
- (c) that the Member has an opportunity at the meeting to address the allegations either orally or in writing; and
- (d) that if the Member notifies the Secretary in writing at least 24 hours before the Board meeting, subject to Rule 3.2, the Member may elect to have the question of that Member's expulsion dealt with by the Company in a General Meeting.

The Board may, and will if requested to do so by the Member called to answer the complaint, at least five (5) days before the date of hearing, send a notice to any other Member to appear and give evidence.

Where a General Meeting is held to consider whether a Member should be expelled, a Member will be expelled on the passing of a resolution by a two-thirds majority of those present and voting in favour of the expulsion of that Member. The voting for a resolution under this rule will take place by way of a poll.

The Directors must comply with the principles of natural justice when acting under this Rule.

## **3 Meetings of Members**

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### **3.1 Annual General Meeting**

The Company must hold an Annual General Meeting held in the month of July on a date and at a time determined by the Board.

All business at an Annual General Meeting will be classified as special, except for the consideration of the accounts, balance sheet, the report of the Board and Auditors Report, the election of Directors in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.

The Board will make available copies of the profit and loss account and balance sheet made up to the 30th day of April in each year accompanied by a copy of the Auditors report as required by the Corporations Act before each Annual General Meeting.

### **3.2 Extraordinary General Meeting**

All General Meetings other than the Annual General Meeting will be called Extraordinary General Meetings.

An Extraordinary General Meeting:

- (a) may be convened at any time by the Board; and
- (b) must be convened when requested by Voting Members in accordance with the Corporations Act or when requested by not less than Twenty five (25) Members who at the date of the request have a right to vote at General Meetings.

All business that is transacted at an Extraordinary General Meeting will be classified as special.

### **3.3 Methods of Receiving Notices and Annual Reports**

Members may choose to receive paper copies of Notices of Meetings and Annual Reports in the mail or may elect to receive them electronically.

### **3.4 Notice of General Meetings**

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

A notice of a General Meeting must:

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

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

### **3.5 Postponement or cancellation of meeting**

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

- (a) written notice of cancellation or postponement of a General Meeting must be given individually to each Voting Member and must specify the reason for cancellation or postponement;
- (b) a notice postponing the holding of a General Meeting must specify: the place, date and time for the holding of the rescheduled meeting.
- (c) the number of clear days from the giving of a notice postponing the holding of a General Meeting to the date specified in that notice for the holding of the postponed meeting must

not be less than the number of clear days' notice of a General Meeting required to be given by this Constitution;

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

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

This Rule does not apply to a General Meeting convened by Voting Members under Section 249F of the Corporations Act or by the Board pursuant to a request of Voting Members under the Corporations Act.

### **3.6 Auditor entitled to notice of meeting**

The Company must give its auditor:

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

## **4 Proceedings at General Meetings of Members**

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### **4.1 Quorum**

No business will be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Forty (40) Members who are entitled to vote at General Meetings present in person or by representative is a quorum.

If, within half an hour from the time appointed for the meeting a quorum is not present, the meeting:

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

If at the adjourned meeting, unless a quorum is present within half an hour from the time appointed for the adjourned meeting, the meeting is dissolved. Thirty (30) Members who are entitled to vote at General Meetings present in person or by representative is a quorum.

### **4.2 Appointment and powers of chairperson of General Meeting**

The Commodore is entitled to preside as chairperson at a General Meeting.

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

- (a) the Vice Commodore;
- (b) the Rear Commodore;

- (c) a Director chosen by a majority of the Directors present;
- (d) the only Director present;
- (e) a Voting Member chosen by a majority of the Voting Members present in person.

The chairperson of a General Meeting:

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

A chairperson who is a candidate for any office will vacate the chair during any part of the proceedings relating to the election of that office. The meeting will thereupon elect another chairperson who will occupy the chair until the election proceedings are terminated, when it will be resumed by the original chairperson.

#### **4.3 Adjournment of General Meetings**

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

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

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

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

#### **4.4 Voting on a resolution**

At any General Meeting a resolution put to the vote of the meeting, except regarding the expulsion of Board Members or the dissolution of the Company, must be decided on a show of hands unless a poll is demanded:

- (a) before the vote is taken; or
- (b) before the voting results on the show of hands is declared; or
- (c) immediately after the voting results on the show of hands is declared, by the chairperson; or
- (d) by not less than three Members entitled to vote on the resolution.



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

#### **4.5 Questions decided by majority**

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

If there is an equality of votes:

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

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

#### **4.6 Poll**

If a poll is properly demanded, it must be taken at the time of the meeting and the result of the poll is the resolution of the meeting.

The chairperson may appoint one or more persons to act as Scrutineers for the purposes of taking a poll at a General Meeting.

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

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

In the case of any dispute as to the admission or rejection of a vote on a show of hands or on a poll, the chairperson's determination will be final and conclusive.

### **5 Votes of Members**

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

A Member is not entitled to vote at any General Meeting of the Company unless they are a Financial Member.

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

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

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

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

### **5.3 Proxies**

A Financial Member with the right to vote may vote by proxy at a General Meeting.

A proxy may only be given to a financial Member with voting rights of the Company.

The instrument appointing a proxy is to be in writing by the appointer using the specified form.

The instrument appointing a proxy is to be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting or any adjourned meeting.

## **6 The Directors and Flag Officers**

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### **6.1 The Board**

The management of the business and affairs of the Company, including the custody and control of all assets, is managed by a Board consisting of a maximum of twelve (12) Directors.

The Board consists of the Commodore, Vice-Commodore, Rear-Commodore, Immediate Past-Commodore and Eight (8) other Directors.

All Flag Officers and Four (4) Directors must be Active Sailing Members.

### **6.2 Eligibility**

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

- (a) they are an eligible class of membership as provided for in Rule 2.4; and
- (b) that Member has been a Voting Member for not less than two consecutive years; and
- (c) ordinarily resides in Tasmania; and
- (d) has not been disciplined by the Board pursuant to this Constitution within 2 years immediately prior to the date determined for the next Annual General Meeting; and
- (e) has not been convicted of an indictable offence within the previous ten years prior to nomination; and
- (f) has not been ordered by a Court not to be a Director of a corporation; and
- (g) is not of unsound mind.

### **6.3 Appointment of Directors and Flag Officers**

The Company will elect a Commodore, a Vice Commodore and a Rear Commodore in that order of Seniority. The Flag Officers will hold office until the next Annual General Meeting following their election.

The Commodore, Vice Commodore, Rear Commodore and Directors in office at the time of adoption of this Constitution continue in office subject to this Constitution.

In the event of a casual vacancy on the Board, such position will be filled by a recount of votes at the last ballot. In the event that none of the unsuccessful candidates is prepared to accept the position of Director or Flag Officer, the Board may then appoint such eligible person, subject to Rule 6.2, as it thinks fit to fill the casual vacancy until the next following Annual General Meeting.

An Active Sailing Member will be elected in lieu of a candidate who is not an Active Sailing Member despite the fact that that the candidate who is not an Active Sailing Member polled a greater number of votes at that election. This procedure will be repeated until the required number of Active Sailing Members is elected.

Notwithstanding anything in this Constitution, if at any time prior to the Annual General Meeting it becomes apparent that the nominations received would not meet the requirement as to the proportion of Active and non-Active Sailing Members on the Board, the Board may order such variation to the election procedures as it considers necessary.

#### **6.4 Nomination and election of Directors and Flag Officers**

At least 42 days before an Annual General Meeting the Secretary must invite Members to nominate candidates for appointment to offices becoming vacant at that Annual General Meeting.

Any two financial Members may nominate an eligible person for appointment by notice in writing to the Secretary not less than 28 days prior to the Annual General Meeting, provided that at least one nominating Member is a Voting Member and the other nominating Member has been a Member for not less than 2 consecutive years.

Candidates' names and the names of their nominators will be published on the Official Notice Board of the Company.

In the event that the number of candidates is less than or equal to the number of vacancies to be filled at an Annual General Meeting, all candidates will be taken to be appointed as Directors or Flag Officers as the case may be.

In the event that the number of candidates exceeds the number of vacancies to be filled at an Annual General Meeting, Directors and Flag Officers will be elected by a ballot conducted in accordance with the following:

- (a) The Board will fix the dates and times for the holding of the ballot and will notify those dates and times in the Notice convening each Annual General Meeting;
- (b) a ballot paper will only be taken to be validly completed by a Voting Member if the Voting Member casts a vote for such number of candidates as does not exceed the number of vacancies to be filled, and
- (c) candidates will be elected in descending order of the number of votes cast in their favour until all vacancies are filled.
- (d) the Secretary, or some person appointed by the Board will act as Returning Officer. The Returning Officer will report the result of the ballot in writing to the chairperson prior to the Annual General Meeting.

- (e) not less than four scrutineers will be appointed by the Board and, after the close of the ballot, the scrutineers so appointed will check the ballot papers and count the votes cast with the Returning Officer.
- (f) in the event of an equality of votes for any two candidates, the chairperson of the Annual General Meeting will have a casting vote.
- (g) If a Member stands for election to the Board as a Flag Officer and as an Ordinary Director; and the Member is elected as a Flag Officer, then the ballot for Ordinary Directors will be conducted by the Majority Preferential System as published by the Proportional Representative Society of Australia.

Voting may be either in person or by post or by such other secure means as the Board determines. A postal vote must be received by the Company no later than the morning of the close of the ballot.

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

Flag Officers will be elected at each Annual General Meeting and will continue in office until the next Annual General Meeting following their election (i.e. one year).

Ordinary Directors will be elected at each Annual General Meeting and will continue in office until the conclusion of the second Annual General Meeting after the Annual General Meeting at which the Ordinary Director was elected (i.e. 2 years). In the event that the number of vacancies for the position of an Ordinary Director at an Annual General Meeting of the Company exceeds four (4) then:

- (a) of the Ordinary Directors elected at the next Annual General Meeting the four (4) who poll the greatest number of votes at the ballot will hold office until the conclusion of the second Annual General Meeting after the next Annual General Meeting; and
- (b) the other Ordinary Directors elected at the next Annual General Meeting will hold office until the next Annual General Meeting following their election.

Flag Officers and Ordinary Directors will continue to hold office as provided above unless removed by death, resignation or otherwise.

Retiring Flag Officers and Ordinary Directors will be eligible for re-election.

#### **6.6 Removal of Director or Flag Officer**

The Company in General Meeting may by Ordinary Resolution remove a Director or Flag Officer from office.

#### **6.7 Director's interests**

A Director may, subject to the Corporations Act:

- (a) be or become a Director of or otherwise hold office or a place of profit in any other company promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise;
- (b) contract or make any arrangement with the Company or any related body corporate whether as a vendor, purchaser, lawyer or accountant or other professional person or otherwise and any contract or arrangement entered or to be entered into by or on behalf of

the Company or any related body corporate in which any Director is in any way interested is not avoided for that reason.

Notwithstanding these Rules, a Director who:

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

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

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

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

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

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

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

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

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

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

#### **6.8 Vacation of office of Director or Flag Officer**

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

- (a) ceases to be a Voting Member; or

- (b) becomes of unsound mind or is mentally incapable of performing the functions of that office; or
- (c) resigns from the office by notice in writing to the Company; or
- (d) is removed from the office at a General Meeting; or
- (e) becomes prohibited from being a Director of the Company by reason of bankruptcy or an order made under the Corporations Act; or
- (f) is not present at meetings of the Directors for three consecutive meetings without leave of absence being given by the Board of Directors; or
- (g) ceases to ordinarily reside in Tasmania; or
- (h) accepts an appointment with the Company in respect of which remuneration by salary or wages is payable to the Director or holds any office of profit under the Company.

#### **6.9 Commodore-in-Chief**

The position of Commodore-in-Chief is to be offered to the Governor of the State upon his or her assumption of that office and for the duration of their office.

#### **6.10 Immediate Past Commodore**

An outgoing Commodore not re-elected as a Flag Officer or Director is an ex officio Member of the Board with the title "Immediate Past Commodore". The Immediate Past Commodore has the same voting powers and privileges as a Director duly elected to the Board and will hold office until the next Annual General Meeting.

In the event that the position of Immediate Past Commodore is vacant, and the Commodore resigns at any time other than at an annual General Meeting, he or she may, after their resignation, hold the office of Immediate Past Commodore until the next annual General Meeting of the Company.

### **7 Powers of Board of Directors**

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

The Board may exercise all of the powers of the Company except any powers that the Corporations Act or this Company's Constitution requires the Company to exercise in General Meeting.

These powers include but are not limited to the following:

- (a) to make and amend such By-Laws binding the Members as they think fit as long as those By-Laws are not inconsistent with this Constitution;
- (b) to impose such levies on Members and collect such fees as the Directors consider are necessary or expedient for the efficient operation of the Company or for some extraordinary expenditure or commitment of the Company;
- (c) to determine the annual subscription for each category of membership in each financial year, provided that any increase in the Full Annual Subscription is not in excess of an amount equivalent to ten percent (10%) of the current Full Annual Subscription level, in the event of which a greater increase must be approved by the Members by Ordinary Resolution at a General Meeting;

- (d) to make calls from time to time on Members or any class or classes of Members provided that any call on Members is subject to the approval by the Members by Special Resolution at a General Meeting;
- (e) to borrow money and to mortgage or charge its property, or any part of its property, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company;
- (f) to create the position of Company Captain and to appoint a Member to fill that position. A Member appointed as Company Captain will hold office until the election of the next Board and will perform such functions as the Board may direct; and
- (g) to reinstate any Director whose office has become vacant.

Any rule, regulation or by-law of the Company made by the Board may be disallowed by the Company in General Meeting however no resolution or regulation made by the Company at a General Meeting will invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

Subject to the Corporations Act, the decision of the Board on all disputes or on the interpretation or construction of any Rules of this Constitution will be conclusive and will be published on the Official Notice Board of the Company. Any such decision may be over-ruled or varied at a General Meeting of the Company to be held within one calendar month after such decision.

All cheques, bills and other negotiable instruments will be signed by either the Secretary and a Director or two (2) Directors. The Board will have power to authorise four (4) Directors as signatories.

## **8 By-Laws**

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Each Member must comply with the By-Laws.

By-Laws and amendments to the By-Laws come into force upon being made or amended, as the case may be, by the Board. The Secretary is to keep an up to date copy of the By-Laws.

All new By-Laws are to be posted on the Official Notice Board of the Company for a period of thirty (30) days.

The By-Laws in existence at the date of the adoption of this Constitution continue as By-Laws subject to this Constitution.

Any By-law which is inconsistent with this Constitution is invalid.

## **9 Proceedings of Directors**

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### **9.1 Directors' meetings**

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

Ordinary meetings of Directors will be held at least once in each calendar month. Other meetings of Directors are called Special Meetings and will be called by the Secretary on the written request of at least 2 Directors. The Secretary will give Directors reasonable notice in writing if practicable of Ordinary and Special Board meetings.

In the event of a Special Meeting, the object of the meeting is to be specified in the notice.

The Secretary is to attend Directors' meetings and record the minutes of the meeting unless otherwise determined by the chairperson. A Director shall be nominated by the meeting to record the minutes in the absence of the Secretary.

## **9.2 Chairperson of Directors**

At any Directors' meeting(s), the chair will be taken by the Senior Flag Officer present. The chairperson at any meeting will continue to be chairperson for the duration of the meeting.

## **9.3 Questions decided by majority**

Questions arising at a meeting of Directors are to be decided by a majority of votes of Directors present and entitled to vote and any such decision is for all purposes to be deemed a decision of the Directors. In the case of an equality of votes the chairperson of the meeting does not have a second or casting vote.

## **9.4 Quorum for Directors' meeting**

The quorum necessary for the transaction of business at all Directors' meeting(s) is five (5) Directors. For the purposes of this Rule, a quorum is present during the consideration of a matter at a meeting of the Directors only if at least five Directors are present who are entitled to vote on any matter.

A Director is treated as being present at a meeting held by audio or audio-visual communication if the director is able to be heard by all others attending the meeting.

## **9.5 Remaining Directors may act**

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

## **9.6 Directors' committees**

The Board may, from time to time, appoint Committees as it may deem expedient. The duties of all such Committees is determined by the Board, and, in all cases, the findings of such Committees will be reported to the Board for confirmation and approval or otherwise.

Any Member of the Company is eligible to serve on a Committee.

The Board may appoint a Director to carry out specific duties as the Board may deem fit and a Director so appointed is required to report to the Board consistent with the reporting requirements of a Directors' committee.



### **9.7 Proceedings of Directors' committees**

The meetings and proceedings of any Directors' Committee is governed by the provisions contained in this Constitution for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any directive made by the Board.

The Directors may elect one of their number as chairperson of the meetings of a Committee.

### **9.8 Written resolution by Directors**

The Board will cause minutes to be made:-

- (a) of all appointments of officers and staff;
- (b) of names of Members of the Board present at all meetings of the Company and of the Board; and
- (c) of all proceedings at all Directors' meetings.

Such minutes will be signed by the chairperson of the next Directors meeting.

The Secretary will keep full and accurate Minutes (in Books provided for that purpose) of the proceedings at all meetings of Members, as well as at all meetings of Committees.

### **9.9 Use of technology**

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

### **9.10 Validity of acts of Directors**

Subject to the other provision of this Constitution all acts of the Directors, the Secretary or a Committee acting under the authority of the Board are valid even if it is afterwards discovered that there was a defect in the appointment, election or qualification of any of them or that any of them were disqualified or had vacated office.

## **10 Secretary**

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### **10.1 Appointment of Secretary**

There must be one Secretary of the Company who is to be appointed by the Directors. The Secretary is the Public Officer of the Company.

The Board may appoint a Member or Non Member of the Company as Honorary Secretary for any period of time

### **10.2 Suspension and removal of Secretary**

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

### **10.3 Powers, duties and authorities of Secretary**

The Directors may vest in the Secretary such powers, duties and authorities as they may determine from time to time and the Secretary must exercise all such powers and authorities subject at all times to the control of the Directors.

## **11 Club ensign and burgee**

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### **11.1 Club Burgee and Ensign**

The Burgee of The Royal Yacht Club of Tasmania is white with a blue horizontal bar and red vertical bar with a crown in the centre of the cross.

The Ensign for use by The Royal Yacht Club of Tasmania is the Blue Ensign of Her Majesty's Navy (authorised by Admiralty Warrant, dated 10th January 1910). The Blue Ensign may only be worn by Yachts who hold an Admiralty Warrant, and the Burgee must always be worn in conjunction with it. All other Yachts may wear either the Australian National Flag or the Australian Red Ensign.

### **11.2 Flag Officers' Burgee**

- (a) The Commodore-in-Chief's Burgee is the Club Burgee in Rectangular form.
- (b) The Commodore's Burgee is the Club Burgee with swallowtail.
- (c) The Vice-Commodore's Burgee is the Club Burgee with swallow tail and one red ball in the left-hand upper canton.
- (d) The Rear-Commodore's Burgee is the Club Burgee with swallow tail and two red balls, one in the left-hand top and one in the left-hand bottom canton and placed vertically.
- (e) A Past Commodore's Burgee is the Club Burgee with swallow tail and will bear a blue letter "P" in the left hand upper canton.

## **12 Inspection of records**

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

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

## **13 Service of documents**

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The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post (by airmail if to an address outside Australia) to the address for the Member in the Register or an alternative address (if any) nominated by the Member; or
- (c) by sending it to a fax number or electronic address (if any) nominated by the Member.

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

- (a) in the case of the Secretary, personally;
- (b) by sending it by post to the registered office of the Company; or
- (c) by sending it to a fax number or electronic address (if any) nominated by the Company.

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

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

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

- (a) taken to be effected by properly addressing and transmitting the facsimile or electronic transmission; and
- (b) taken to be effective on the day following its transmission.

## **14 Audit and Accounts**

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### **14.1 Company to keep accounts**

The Directors must cause the Company to keep accounts of the business of the Company in accordance with the requirements of the Corporations Act.

### **14.2 Company to audit accounts**

The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Act by an auditor or auditors appointed by the Board of Directors.

## **15 Seal**

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The Board will provide for the safe custody of the Seal, which will only be used by the authority of the Board or of a Committee of the Board authorised by the Board on its behalf. Every instrument to which the Seal is affixed will be signed by a Director and countersigned by the Secretary or by a second Director in accordance with Section 127 of the Corporations Act. The Secretary is to keep a register detailing each use of the Seal.

## **16 Indemnity**

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### **16.1 Indemnity of officers**

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

- (a) every liability incurred by that person in that capacity (except a liability for legal costs); and

- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings whether civil or criminal or of an administrative nature, in which that person becomes involved because of that capacity,

unless:

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

### **16.2 Insurance**

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

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Company paid the premium, be made void by statute.

## **17 Club Licence**

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The provisions of the *Liquor Licensing Act 1990* (as amended from time to time) will have effect and be observed as if the same were reproduced in this Constitution.

## **18 Winding-up or dissolution**

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In the event of the Company being wound up or dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities will not be paid or distributed among the Members of the Company but will be transferred to another organisation:

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

Such organisation will be determined by the Members of the Company at or before the time of the winding up or dissolution and, if this does not occur, by application to the Supreme Court of Tasmania (or other appropriate Court) for determination.

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## Appendix 1

### Powers set out in the Memorandum of Association of The Royal Yacht Club of Tasmania at Incorporation

**“Solely for the purpose of carrying out the objects and not otherwise the Company has power:**

- (a) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith PROVIDED THAT no member of the Company shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Company.
  - (ii) To provide club rooms, marina facilities and other conveniences.
  - (iii) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Company PROVIDED THAT the Company shall not subscribe to or support with its funds or amalgamate with any 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 Company under or by virtue of Rule 3 of this Memorandum.
  - (iv) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Company or persons frequenting the Company's premises.
  - (v) To purchase, take on lease or in exchange, hire and otherwise acquire any land, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Company PROVIDED THAT in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.
  - (vi) To enter into any arrangements with any Government or authority, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority

any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.

- (vii) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company.
- (viii) To 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 Company 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.
- (ix) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (x) To invest and deal with the money of the Company not immediately required in such manner as the Board thinks fit.
- (xi) To borrow mortgage or raise or secure the payment of money in such manner as the Company may think fit and 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 Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future) and to purchase, redeem or pay off such securities.
- (xii) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

- (xiii) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (xiv) To 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 Company's property of whatsoever kind sold by the Company or any money due to the Company from purchases and others.
- (xv) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Company but subject always to the proviso in paragraph (v) hereof.
- (xvi) To 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 Company in the shape of donations, annual subscriptions or otherwise.
- (xvii) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- (xviii) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate but subject to the provisions contained in paragraph (v) hereof.
- (xix) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (xx) To make donations for patriotic or charitable purposes.
- (xxi) To 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 PROVIDED THAT the Company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which if an object of the Company would make it a trade union within the meaning of the Trade Unions Act.

- (xxii) The powers set forth in sub-Section 67(1) of the Companies (Tasmania) Code shall not apply to the Company.