

CONSTITUTION

of the
ROYAL QUEENSLAND YACHT SQUADRON LIMITED
(ABN 25 053 989 272)



(Updated: July 2018)

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SECTION 1

CONSTITUTION

- of -

ROYAL QUEENSLAND YACHT SQUADRON LIMITED

1. The name of the company is "Royal Queensland Yacht Squadron Limited".
2. The registered office of the company will be situated in such place in the Full of Brisbane in the State of Queensland or at such other place or places in Queensland as the company may from time to time determine.
3. The objects for which the company is established are:-
 - (a) to encourage, promote and further the game or sport of yachting, yacht building, sailing, racing and fishing by any means which may from time to time be determined.
 - (b) to provide and maintain premises and facilities for the use of the Squadron members.
 - (c) to take over the funds and other assets and liabilities of the present unincorporated Association known as the "Royal Queensland Yacht Squadron".
 - (d) to provide education relating to the game or sport of yachting, yacht building, sailing, racing and fishing.
 - (e) in furtherance of any of the objects of the Squadron to acquire, hold, sell or deal with real or personal property of any description.
 - (f) to do all such lawful acts and things as are incidental or conducive to the attainment of the above objects, and it is declared that it is the

intention that the objects set forth above shall not be restrictively construed but that the widest interpretation shall be given to those objects and they shall not in any way be limited or restricted by reference to or inference from any other object or objects set forth above or from the terms of any other paragraph or by the name of the company, nor shall any of the objects be deemed to be subsidiary or ancillary to the objects or powers mentioned in any other paragraph and the company shall have full power to exercise all or any of the objects conferred by and provided by any one or more of the abovementioned paragraphs.

4. The income and property of the Squadron shall be applied solely towards promotion of the objects of the Squadron as set out herein and no portion thereof shall be used, paid, or transferred, directly or indirectly, by way of dividend, bonus or otherwise, howsoever, by way of profit to or amongst the members of the Squadron, provided however that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advance by him to the Squadron or otherwise owing by the Squadron to him or of remuneration to any officers or servants of the Squadron or to any member or other person in return for any services actually rendered to the Squadron or for goods supplied in the ordinary and usual course of business; provided further that nothing herein contained can be construed so as to prevent the repayment to any member of out of pocket expenses and interest upon or money lent or hire of goods or rent for premises demised to the Squadron.
5. The liability of the members is limited.
6. Every member of the Squadron undertakes to contribute to the assets of the Squadron in the event of the same being wound up during the time he or she is a member, or within one year afterwards for the payment of the debts and liabilities of the Squadron contracted before the time at

which he or she ceased to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of contributors amongst themselves such amounts as may be required, not exceeding the sum of \$100.00 in the case of Full members, \$80.00 in the case of Crew, Social and Country members and members who are residing outside Queensland, Life members, Senior members, Young Adult members and Honorary members and \$60.00 in respect of Junior members. In the case of Fully Paid members the payment of the fully paid membership fee discharges them from any further liability as members of the company.

7. If after the winding up or dissolution of the Squadron there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the Squadron, but shall be given or transferred to some other institution or institutions having objects similar to those of this company and which shall prohibit distribution of its or their income and property amongst its or their members or to some other fund authority or institution to be determined by the members at or before the time of dissolution or winding up or in default thereof by a Judge of the Supreme Court of Queensland, having jurisdiction in the matter, and if so far as effect cannot be given to the aforesaid provision then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Squadron and the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Squadron. Once at least in every year the accounts of the company shall be examined by the Squadron's duly appointed auditors who shall report to the members in accordance with the requirements of the Corporation Law.
9. The full names, addresses and descriptions of the subscribers to this Memorandum are:-

NAME	ADDRESS	DESCRIPTION
Richard Eric Crooke	11 Lawes St Hamilton	Accountant
John Abbot Ferguson	12 Dublin St Clayfield	Company Director
Bruce Julian Phillips	123 Eagle St Brisbane	Stock Broker
Peter Samuel White	46 Barbara St Manly West	Accountant
Graham John Sneesby	136 Ernest St Manly	Real Estate Agent
Steven Hugh Robson Morris	6 Myola Court Carindale	Solicitor
Noel Stanley Paterson	932 Stanley St East Brisbane	Businessman
Terence Edward Passey	94 Oceana Tce Manly	Building Contractor
Timothy Neville Green	28 Circlewood Court Woodland Road, Algester	Engineer
Douglas John Fleming	174A West Avenue Wynnum	Car Dealer
Peter James Scott Cavill	11 Rupert Terrace Ascot	Hotel Proprietor

We the several persons whose names have subscribed hereto are desirous of being formed into a company pursuant to this Memorandum of Association.

Signature of Subscribers

Signature and Address of Witness

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Dated this 26th day of September 1991.

SECTION 2

CONSTITUTION

- of the -

ROYAL QUEENSLAND YACHT SQUADRON LIMITED

1. INTERPRETATION

1.1 In these Articles the following terms shall have the meaning next hereinafter respectively assigned to them if not inconsistent with the subject or context:

"the Squadron" and **"the company"** mean the ROYAL QUEENSLAND YACHT SQUADRON LIMITED;

"Squadron notice board" means the board or boards provided in conspicuous places in the Squadron premises on which notices for the information of members are posted;

"month" means calendar month;

"in writing" and **"written"** includes printing, lithography and other modes of representing or reproducing words or images in a visible form;

"the General Manager" shall include any acting General Manager or any person appointed to perform the duties of the General Manager;

"yacht" shall mean a sailing, auxiliary or motor vessel which is eligible for registration as a yacht on the Squadron's yacht register;

"yacht owner" shall mean and include any member who shall have the use of a yacht appearing on the Squadron's yacht register by way of ownership, charter or otherwise.

"the unincorporated association" means the unincorporated body known as the "Royal Queensland Yacht Squadron" whose funds and other assets and liabilities the company is authorised to take over by clause 3(c) of the Memorandum of Association.

"financial year" and **"Squadron Year"** shall mean the period of 12 months commencing on the 1st day of May and the first financial year of the Squadron shall be the period from the date of incorporation of the Squadron to the next following 30th day of April.

"Immediate Past Commodore" shall mean the person who most recently held office of Commodore.

"Chairman" shall apply to either a male or female person who is chairing the meeting in question and has no relevance to the sex of that person.

- 1.2 The headings contained in these Articles shall not be taken into account in the construction hereof.
- 1.3 Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Corporations Law and in accordance with the laws in force as at the date at which these Articles become binding on the Squadron.
- 1.4 Words importing one gender shall be deemed to include all genders.

- 1.5 Words importing the singular number only, include the plural number and vice versa.
- 1.6 Words denoting natural persons shall include any corporation, body corporate, partnership, joint venture, association, trust, unincorporated association and vice versa.
- 1.7 Reference to any section of any Act shall include reference to any corresponding section in any amending or replacement legislation.
- 1.8 References to statutes shall include all statutes amending, consolidating or replacing the statute referred to and all Regulations, Rules, By Laws and Ordinances made thereunder.
- 1.9 Reference to writing shall include printing, typing, facsimile and all other means of reproducing words and/or figures in a visible permanent form, provided such words are in the English language.

2. CALCULATION OF TIME

- 2.1 Where a person is a member of the unincorporated association at the time of incorporation of the Squadron then for the purpose of determining whether that person satisfies any requirement under these Articles that a person be a member of the Squadron for a specified period of time the period of membership of the unincorporated association shall be added to the period of membership of the Squadron.

3. MEMBERSHIP

- 3.1 The subscribers to the Memorandum of Association and such other persons as the General Committee shall admit to membership in accordance with these Articles shall be the members of the company.
- 3.2 If the whole of the funds and other assets of the unincorporated association become the absolute property of the Squadron then every person who at the date of the transfer of those assets is a member of the unincorporated association and who on or before the 30th day of June 1992 agrees in writing to become a member of the Squadron shall be admitted by the General Committee to membership of the Squadron and admitted as a member to the same or similar class of membership as held in the unincorporated association.
- 3.3 Every member of the Squadron who at the time of his/her agreeing to become a member of the Squadron has paid his/her subscription for the period of 12 months ending the 30th April 1992 as a member of the unincorporated association shall not be liable to pay any further sum by way of annual subscription to the Squadron for the period prior to the 30th day of April 1992.

4. CLASSES OF MEMBERSHIP

There shall be the following classes of membership:

4.1 Life Members

The General Committee may following nomination of a member for Life Membership by the Membership Committee admit a member as a Life Member in consideration of special services rendered to the Squadron by that member. The number of Life Members at any time shall not exceed four per centum (4%) of the total number of Full Members. A Life Member shall have all of the rights and privileges of a Full Member

and shall be exempt from payment of annual subscription and levies but shall be liable for payment of the Yachting Queensland capitation fee and any Squadron participation fees.

4.2 Fully Paid Members

The General Committee may admit a proposed new member or an existing member who is not in arrears with his/her subscription or any other account with the Squadron as a Fully Paid Member of a particular class of members upon payment of the sum from time to time determined by the General Committee (plus in the case of a proposed new member the relevant entrance fee payable for the particular class of membership). The number of Fully Paid Members shall be limited to the number from time to time determined by the General Committee but shall not at any time exceed 150.

Fully Paid Members shall have the same rights and privileges as are held by the other members of the class of members to which they have been admitted as a Fully Paid Member but shall be exempt from further payment of annual subscriptions and building fund levy. Fully Paid Members shall be liable for all other levies special or otherwise imposed from time to time including the Yachting Queensland capitation fee and any Squadron participation fees.

Upon the death of a Fully Paid member the spouse of the member shall be entitled to admission to membership of the Squadron to any class of membership for which such spouse may qualify without payment of any joining fee.

4.3 Fifty Year Members

A member of any category or categories for an aggregate of fifty (50) years or more shall upon written request to General Committee be

excused from the payment of any further annual subscriptions. Such members shall continue to pay any other relevant fees and charges.

4.4 Senior Full Members

Any person of good moral character and repute who is sixty (60) years of age or over and is active in the sport of yachting, sailing or fishing or has an interest in yachting, yacht building, sailing, fishing or other uses of boats for recreational purposes and has interests which are not incompatible with the general objects of the Squadron or its members may apply to be admitted as a Senior Full Member of the Squadron. Senior Full Members shall be entitled to all of the rights and privileges of a member including the right to vote at general meetings to hold office on any committee or otherwise take part in the management of the Squadron. Senior Full Members are entitled to nominate an Associate member. Admittance to this class of membership was closed on 30 April 2010.

4.5 Full Members

Any person of good moral character and repute who has attained the age of 24 years and who is active in the sport of yachting, sailing or fishing or has an interest in yachting, yacht building, sailing, fishing or other uses of boats for recreational purposes and has interests which are not incompatible with the general objects of the Squadron or its members may apply to be admitted as a Full Member of the Squadron. Full Members shall be entitled to all of the rights and privileges of a member including the right to vote at general meetings, to hold office on any committee or otherwise take part in the management of the Squadron. Full Members are entitled to nominate an Associate member. Full Members who are over the age of 65 shall be entitled to apply for a discounted annual subscription if they have been a member of the Squadron for 25 years or more.

4.6 Full Member Spouse or Partner

Life Members, Full Members and Senior Full Members at their option may nominate as a Full Member their spouse or partner living in the same abode and as such this Full Member need not meet the activity and recreational purposes requirements in Clause 4.5. A

Life/Full/Senior Full Member and Full Member spouse or partner combination may have a separate annual subscription set by General Committee.

4.7 Country Members

4.7.1 Any person who is already a member or who otherwise qualifies for admission as a Full Member and who usually resides beyond a 100 kilometre radius from the General Post Office at Brisbane may be admitted as a Country Member during such time as he resides beyond 100 kilometres from the General Post Office. (Place of residence to be defined as per the address on the electoral role.)

4.7.2 Any member who has been a Country Member for a period of not less than two years may convert his membership to a Full membership without payment of any further entrance fees.

4.7.3 Unless otherwise determined by the General Committee, Country Members shall be entitled to all of the rights and privileges of Full Members.

4.8 Young Adult Members

A person who is at least 18 years of age and not more than 24 years of age at the beginning of a financial year and who otherwise qualifies for admission as a Full Member may be admitted as a Young Adult Member. Young Adult Members shall be entitled to vote at any general

meeting and shall be entitled to nominate candidates for office and/or be eligible for election or appointment to a committee.

4.9 Junior Members

A person under the age of 18 years who desires to acquire knowledge or participate in the sport of yachting or in yacht building, sailing, fishing or other recreational uses of boats may be admitted as a Junior. Junior members shall be entitled to use the facilities of the Squadron, to register a yacht on the Squadron's yacht register and to participate in Squadron events. Junior members shall not be entitled to vote at any general meeting and, subject to the provisions of Article 10 hereof, shall not be entitled to nominate candidates for membership or office or hold any office in the Squadron.

4.10 Special Members

The General Committee shall have the power to grant Special Membership to any persons who have an interest in the sport or game of yachting, yacht building, sailing, racing or fishing and the encouragement and promotion of the same through sponsorship, financial support or personal assistance, and to those persons wishing to have a special interest in the Squadron and whose interests are not incompatible with the general objects of the Squadron and its members. Special Members may be entitled to such privileges of membership as the General Committee may determine but they shall not be entitled to vote at any meeting, nominate candidates for membership or office or hold any office in the Squadron. No person shall be eligible for membership in this category should they have been a member of any other class of membership within a period of three (3) years prior to the date of such application for membership.

4.11 Honorary Members

4.11.1 The General Committee shall have the power to grant Honorary Membership to any persons of distinguished positions or attainments and to grant them any rights, privileges and benefits of membership as General Committee may determine. The General Committee may revoke the admission of any Honorary Member at any time without notice. Any Honorary Member shall not be entitled to vote, nominate a candidate for membership or office or be eligible to hold any office in the Squadron.

4.11.2 Their Excellencies the Governor-General of the Commonwealth, the Governor of the State of Queensland and the Lieutenant Governor or administrator of the State (while so acting) and the officers of their Suites (while on duty as such in Queensland) and the District Naval Officer for Queensland (during his term of office in Queensland), the Commissioned Officers of the Royal Navy and Commissioned Officers of the Royal Australian Navy while visiting the port of Brisbane shall be entitled to Honorary Membership. This category of membership may also be extended to particular senior officers of the Merchant Marine, senior public servants and Ministers and senior servants of the Crown during their period of office, as may be approved by the General Committee from time to time.

4.12 Interim Members

A member who is not a Special Member an Honorary Member or a Cadet may nominate a person for admission as a Interim Member. The General Committee may following such a nomination admit that person as an Interim Member for a period of up to three months or such extended period as the General Committee may determine. A Interim Member shall pay such fees and will be entitled to such privileges of membership as the General Committee may determine. An Interim Member shall not be entitled to nominate candidates for

membership or for office or to hold any office in or vote in any meeting of the Squadron. A member of any recognised yachting or fishing club may on production of a letter or card of introduction from that club be admitted as a Interim Member for a period of up to one month or such other period or periods, not exceeding six months, upon such terms and conditions including the payment of fees as the General Committee may determine.

4.13 Associate Member

4.13.1 Any spouse or partner of a Life, Fully Paid, Senior, Full, Country, Absentee, Young Adult, Crew or Social Member living at the same abode as a Full member is entitled to apply for Associate membership. Associate Members shall have full social rights to the Squadron but shall not be entitled to vote at any general meeting or to nominate candidates for office or be eligible for election or appointment to a committee or to nominate candidates for membership.

4.13.2 The membership and all other rights of an Associate Member shall automatically terminate or be suspended, as the case may be, if the membership of the Life, Fully Paid, Senior, Full, Country, Absentee, Young Adult, Crew or Social Member is terminated or suspended for any reason or if his or her subscription or other amount with the Squadron is in arrears for three (3) months and he or she is excluded from the privileges of the Squadron.

4.14 Crew Members

Any person of good moral character and repute who is twenty four (24) years of age or over and actively participates in recreational boating is entitled to apply for Crew membership. Crew Members shall be entitled to use the facilities of the Squadron and participate in Squadron events. Crew Members shall not be entitled to vote at any general meeting or to nominate candidates for office or be eligible for

election or appointment to a committee or to use the Squadron premises located at Canaipa. Crew Members are not entitled to have a vessel registered on the Squadron's yacht register, hold a sublease over a berth in the Marina, or rent a berth in the Marina. Members in this category shall be liable for payment of the Yachting Queensland capitation fee and any Squadron participation fees.

4.15 Social Members

Any person of good moral character and repute who is eighteen (18) years of age or over and wishes to participate solely in the social activities of the Squadron is entitled to apply for Social membership. Social Members shall have full social rights to the Squadron but shall not be entitled to vote at any general meeting or to nominate candidates for office or be eligible for election or appointment to a committee. Members in this category shall not be entitled to have access to or use of the Marina, or access to or use of the Squadron grounds beyond the immediate vicinity of the clubhouse, or the use of the Squadron premises located at Canaipa. Social Members are not entitled to have a vessel registered on the Squadron's yacht register, hold a sublease over a berth in the Marina, or rent a berth in the Marina.

4.16 Class Association Membership

4.16.1 The General Committee shall have the power to accept applications for membership of the Squadron from not less than five (5) persons who are going to actively participate in sailing at the Squadron and who are at the time of their application members of a Class Association then affiliated with Yachting Queensland and not currently racing at the Squadron. Suitable proof of such membership shall be produced before the General Committee considers such applications.

4.16.2 Persons applying under this class shall pay all sums of money required at the time of application and thereafter annually, with the exception of the entrance fee and they shall be admitted to the category of membership relevant to their age and any other appropriate circumstances.

4.16.3 No person admitted to membership pursuant to the provisions of this Article shall, for a period of three (3) years thereafter, be entitled to nominate or be nominated for any office or vote at any meeting of the Squadron, unless they shall have first paid the entrance fee waived pursuant hereto however, they shall otherwise be entitled to the privileges of the category of membership to which they are admitted. No subsequent member or members of a Class Association whose members have been granted membership pursuant to the provisions of this Article shall be entitled to have the payment of the entrance fee waived.

4.17 Variation of Memberships

4.17.1 Full Members with twenty (20) years or longer membership who no longer own a boat and/or Marina berth or rent a Marina berth shall be permitted to transfer to Crew or Social membership on request;

4.17.2 Full Members with more than ten (10) but less than twenty (20) years membership wishing to apply for transfer to Crew or Social Membership and who comply with the criteria in sub-article 1 above shall serve a two (2) year waiting period.

4.17.3 Full Members with ten (10) years or less membership wishing to apply for Crew or Social Membership and who comply with the criteria in sub-article 1 above shall serve a three (3) year waiting period.

4.17.4 The General Committee shall give consideration for the change from Full Membership to Crew or Social Membership of any member with special circumstances who has applied for such a transfer in writing.

5. LIMITATION OF MEMBERSHIP

5.1 The General Committee shall have power to limit from time to time the number of members in any class or classes of membership.

6. ABSENTEE MEMBERS

6.1 If a member has resided beyond a 400 kilometre radius of the General Post Office of Brisbane for the whole of a Squadron year then that member may apply to the General Manager to be placed on an absentee list of members. The application shall include relevant details of the place and period of residence. The annual subscription shall be determined by General Committee. Absentee members are not exempt from any fees or levies imposed by the Squadron or any fees imposed by the Yachting Queensland or Yachting Australia. Absentee members are entitled to nominate an Associate member. Absentee members shall not be entitled to hold the sublease of or rent a berth in the Marina.

7. VISITORS

7.1 Members shall be entitled to invite guests to the Squadron premises or to participate in its events provided they are not persons who have been expelled or whose membership is under suspension or have been denied entry to the Squadron's premises at any time for any reason whatsoever.

7.2 The full names and addresses of guests of members who enter the Squadron's premises together with the date of their entry must be recorded in the visitors' book kept by the Squadron for that purpose. In all cases the member who has invited the guest or guests must sign in the place so

provided in the visitors' book and in the case of any person or persons who are officially invited guests of the Squadron to any function or event the General Manager is authorised to enter the appropriate particulars into and sign in place of a member in the visitors' book.

7.3 Members who invite guests to the Squadron or to participate in its events shall at all times be and remain responsible for the behaviour and conduct of those persons whilst they are on the Squadron's premises or participating in any of its events and it shall be a specific condition of such entry of any such person or persons that they shall be under the direction of the officers and staff of the Squadron in the same manner and to the same extent as members.

7.4 Any Flag Officer or member of the General Committee shall have power to refuse or revoke the admission of any visitor without assigning any reason therefor.

7.5 Visitor Restriction

7.5.1 Notwithstanding anything herein contained members shall not introduce to the Squadron premises any person who has been rejected as a candidate for membership of the Squadron or who is currently suspended or has been expelled from the Squadron or whose admission as a Interim Member has been refused or cancelled or has been struck off the Squadron roll of members as unfinancial.

8. MEMBERSHIP RESTRICTION

When the membership has been restricted in any one or several classes of membership, applicants' names shall then be placed in date sequence on a waiting list under the control of the General Manager and their applications shall come forward for consideration by the Membership Committee as and when vacancies occur.

9. TRANSFER OF MEMBERSHIP

9.1 Subject only to provisions of 9.2 and 9.3 hereof transfer of membership shall not be permitted.

9.2 The General Committee may, where a member by reason of employment is transferred out of Queensland and does not wish to remain a member of the Squadron, after consideration of the relevant circumstances, admit the member's successor in employment as a member without payment of any entrance fee.

9.3 The surviving spouse of a member may make application to the General Committee for admission as a member. Subject to the surviving spouse fulfilling the general membership criteria as provided in clause 10 hereof the General Committee may waive the normal admission procedure and entrance fees and so admit the surviving spouse on the terms and conditions applicable to that class of membership.

10. ADMISSION OF MEMBERS AND JUNIORS

10.1 Any person(s) who wishes to become a Full, Senior, Country, Young Adult, Fully Paid, Junior, Crew or Social Member may make application on the prescribed form and comply with all requirements applicable at the time, including the payment of any requisite entrance fee and/or annual subscription. Each application must be signed by a proposer and seconder each of whom shall be a Life, Fully Paid, Senior, Full, Country, Young Adult, Crew or Social member or, subject always to the provisions of 10.9 hereof a Junior, of the Squadron of at least twelve months standing and to whom the applicant is personally known or who are otherwise satisfied as to the bona fides and suitability of the applicant.

10.2 Any person who wishes to become a Class Association Member may make application on the prescribed form and comply with all requirements applicable at the time, including the payment of any requisite entrance fee and/or annual subscription.

10.3 Any members who are the proposers or seconders of an applicant not personally well known to them shall notify the Membership Committee in writing of the facts and circumstances which satisfy them of the bona fides and suitability of the applicant and all such facts and circumstances shall be considered by the Membership Committee in conjunction with the application of the candidate.

10.4 Particulars of all proposals for membership (other than as Special, Honorary or Interim members) shall, forthwith upon receipt be entered, in order of time in which such applications are received in a "proposed Members Register" to be kept by the General Manager. Each entry shall set forth the full name and address of the applicant and the time and date of the receipt by the Squadron Secretary of the application. Each application shall be dealt with and determined in the order of priority in which it is so recorded.

10.5 The application shall be posted on the Squadron's notice board immediately upon receipt where it shall remain for a period of thirty (30) days. After the expiration of that period the applications are then to be submitted in order of their receipt to the Membership Committee for consideration and if approved by Membership Committee to General Committee for approval. General Committee shall have the full and unfettered discretion to accept or reject an application for membership. In no case shall the General Committee be required to give any reason for the rejection of an application.

10.6 An applicant whose application for membership is rejected shall not be eligible to make a new application for membership for a period of twelve (12) months from the date of such rejection of his earlier application.

10.7 An applicant for membership who has lodged an application form in compliance with Article 10.1 may on approval from not less than two members of the General Committee be admitted as a Interim Member from the date of lodgment of his application until determination of that application by the General Committee.

10.8 Upon the admission of a candidate as a member he shall forthwith be notified in writing by the General Manager and shall be furnished with a copy of these Articles of Association and any Rules, Regulations or By-Laws in force.

10.9 A Junior of twelve years of age or greater may propose or second an application by a person who wishes to become a Junior. Any such application shall be accompanied by the written consent of the persons parent or legal guardian undertaking the payment of any entrance fees or annual subscriptions or other levies. The application shall then proceed in the manner as provided in Article 10 hereof.

11. PROVISIONAL MEMBERSHIP

11.1 The General Committee may in its absolute discretion as a pre-condition to admission to full membership admit any such person or persons to a provisional status of membership in the class for which they have applied for a period which shall not be less than one (1) nor more than two (2) calendar years.

11.2 The General Committee may in its absolute discretion terminate any provisional membership. In no case shall the General Committee be required to give any reason for termination of that provisional membership. Persons admitted as a provisional member shall prior to their admission confirm in writing acceptance of the conditions applying to that membership and shall not be treated as a member until that confirmation has been received by the General Manager.

11.3 Any provisional members may at the discretion of the General Committee be admitted to full membership at any time after the expiration of one (1) calendar year from the date of their admission as a provisional member and any such person or persons whose provisional membership is not terminated within two (2) years after admission to membership will automatically be admitted to full membership.

11.4 A record of entrance fees paid by persons admitted to a provisional status of membership shall be kept in a suspense account appropriately identified for that purpose and if the provisional membership is terminated prior to admission as a full member then on such termination, of which the member shall receive written notification, a refund of the entrance fee paid shall be made, provided however, no refund shall be made in respect of the annual subscription or any other sum or sums of money paid by the member concerned.

12. RESIGNATIONS

Members may resign their membership by the giving of notice in writing to the General Manager. Resignations shall be submitted by the General Manager to the next meeting of the Membership Committee and then to the next meeting of the General Committee. No resignation shall be accepted by the General Committee unless the member is free from all liability to the Squadron. Any member wishing to resign shall notify the General Manager in writing before the 1st day of any financial year otherwise that member shall be liable for the subscription for that financial year.

13. DECLARATION OF WAR

Any member of the Squadron who is not a citizen of Australia or Great Britain shall immediately cease to be a member on declaration of war between the Commonwealth of Australia or Great Britain and the country of which the member is a citizen.

14. MISCONDUCT OF MEMBERS

14.1 The General Committee shall have the power to reprimand, suspend or expel any member:

14.1.1 who infringes any Article, Regulation, Rule or By-Law of the Squadron;

14.1.2 whose conduct in or out of the Squadron shall be in the opinion of the General Committee, unbecoming of a Squadron member or prejudicial to the interests of the Squadron;

14.1.3 who is convicted of any criminal offence;

14.1.4 who is an undischarged bankrupt;

14.1.5 who being engaged in any profession shall on account of misconduct be prohibited by the governing body of such profession from continuing to practice under their rules or regulations;

but no member shall be reprimanded, suspended or expelled without being first summoned before the General Committee to explain his conduct, and unless a majority of two-thirds of the General Committee then present and voting shall vote for his reprimand, suspension or expulsion.

14.2 When the General Committee resolves that the conduct of a member of any class of membership has been such as to warrant investigation the General Manager shall forward to such member a notice in writing requesting the member to appear before the General Committee at a time and date to be stated in such notice. The notice shall also state the nature of the alleged conduct of such member being investigated and that at

such meeting and before the passing of any resolution disciplining him for the alleged conduct he will have an opportunity of giving, orally or in writing, any explanation or defence he may think fit. Not less than ten (10) days nor more than thirty (30) days shall elapse between the date of the giving of such notice and the date of the meeting at which the investigation is to be dealt with.

14.3 At the meeting of the General Committee at which the investigation is to be dealt with and after obtaining such information as shall be available regarding the alleged conduct of the member, including such information as the member concerned may offer either in person or in writing, the General Committee may resolve as follows:

- 14.3.1 that there has been no misconduct disclosed by the investigation; or
- 14.3.2 that misconduct has been disclosed but is of such a nature as not to warrant any disciplinary action; or
- 14.3.3 that there has been misconduct for which the member concerned shall be reprimanded, and/or suspended for a period of time specified in the resolution or expelled from the Squadron.

No resolution of the Committee referred to in this article shall be effective unless it shall have been passed by a majority of two-thirds of the General Committee present and voting.

14.4 The Squadron and the member so summoned shall be entitled to be represented by counsel, a solicitor or agent at the General Committee Meeting.

14.5 If the member shall fail to appear before the General Committee within 15 minutes of the time stated in the notice requesting his appearance the General Committee may proceed to deal with the matter in his absence.

14.6 If the member concerned is present, the decision of the General Committee may be conveyed to him immediately it has been made otherwise the decision of the General Committee shall be conveyed to him in writing promptly after it has been made.

14.7 If a member is reprimanded or suspended for a period of time, the General Manager shall cause an entry to be made accordingly in respect of such member in the Register of Members. If a member shall be expelled he shall immediately cease to be a member of the Squadron and the General Manager shall cause an entry to be made accordingly in respect of such a member in the Register of Members.

14.8 A member who has been suspended by the General Committee pursuant to the provision hereof shall remain liable to pay to the Squadron his subscription during such suspension.

14.9 Alternative Disciplinary Proceedings

14.9.1 Notwithstanding any other provision of this articles a member with the consent of the Flag Officers may elect to have a matter concerning his alleged misconduct heard and determined by the Flag Officers in lieu of the matter being dealt with by the General Committee.

14.9.2 If a member elects to have the Flag Officers determine the matter then not less than two of the Flag Officers may hear the matters of complaint or alleged misconduct against the member and any explanation or defence from the member and then determine the matter. Neither the Squadron nor the member

concerned shall be entitled to be represented by counsel, a solicitor or agent at such hearing unless the consent of both parties is obtained. The Flag Officers shall have the power to reprimand or suspend any such member but shall not have the power to expel a member.

14.9.3 Notwithstanding the provisions of these Article 14.9 the Flag Officers may at any time prior to final determination of the matter remit the matter to the General Committee for determination in accordance with the provisions of this Article.

14.10 Right of Review

14.10.1 A member who is suspended or expelled shall have the right of review by a special board of three members, (the "Review Board"), comprising one member appointed by the member concerned, one member appointed by the General Committee and a Chairman appointed by the two members of the Review Board.

14.10.2 An application for review by a Review Board must be in writing, must state the grounds upon which the review is sought, must nominate the member of the Review Board appointed by the member concerned and must be lodged with the General Manager within a period of 28 days from the date of the decision of the General Committee to suspend or expel the member concerned.

14.10.3 All members of the Review Board shall be appointed as soon as practicable but in any event not later than fourteen (14) days after the receipt of the Application for Review.

14.10.4 The hearing of the review shall take place on a date as nominated by the Chairman of the Review Board but in any event not later than sixty (60) days from the date of receipt of the Application for Review.

14.10.5 The Review Board shall determine all matters, procedural and otherwise, pertaining to the Review, including, but not limited to:

- (a) the substantive nature of the Review;
- (b) procedures to be adopted at the Review;
- (c) application of rules of evidence.

14.10.6 The General Committee and the member concerned shall be bound by the decision of the Review Board. No person or group of persons shall litigate or attempt to litigate in any Court, any matter of grievance arising from or in connection with any decision of the General Committee or the Review Board.

15. OFFICE BEARERS

15.1 The officers of the Squadron shall consist of:

- (a) a Patron who shall be appointed from time to time by the General Committee;
- (b) a Commodore, a Vice Commodore and a Rear Commodore, all of whom shall be yacht owners and shall collectively be known as the "Flag Officers";

(c) an Honorary Treasurer;

The Honorary Treasurer must be a current member of either The Institute of Chartered Accountants in Australia, the Australian Society of Certified Practising Accountants or the Institute of Public Accountants.

(d) the Immediate Past Commodore.

A member is not eligible for election as an officer (other than Commodore) unless the member has been a member of the Squadron for three years and is not eligible for election as Commodore unless the member has been a member of the Squadron for not less than five years.

15.2 The following named persons who have subscribed to the Memorandum of Association shall constitute the first Office Bearers and first General Committee as set out below:

First Officers:

Commodore - Richard Eric Crooke

Vice Commodore - John Abbot Ferguson

Rear Commodore - Bruce Julian Phillips

Honorary Treasurer - Peter Samuel White

Immediate Past Commodore - Graham John Sneesby

First General Committee Members:

Steven Hugh Robson Morris

Noel Stanley Paterson

Terence Edward Passey

Timothy Neville Green

Douglas John Fleming

Peter James Scott Cavill

16. OFFICERS' DUTIES

16.1 Commodore

The Commodore shall take command of the Fleet and preside at all general meetings of members and at all meetings of the General Committee. The Commodore may also instruct the General Manager to call special meetings when the Commodore considers it necessary or advisable so to do.

16.2 Vice Commodore

The Vice Commodore shall assist the Commodore in the discharge of his duties and in his absence, officiate in his place and stead.

16.3 Rear Commodore

The Rear Commodore shall assist the Commodore and Vice Commodore in the discharge of their duties and in their absence, officiate in their place and stead.

16.4 Honorary Treasurer

The Honorary Treasurer shall:

- (a) exercise general supervision over the accounts of the Squadron, and the receipt and disbursement of Squadron funds subject always to the direction of the General Committee, or Flag Officers;
- (b) present to the annual meeting an audited balance sheet and expenditure up to 30th April preceding and at each monthly General Committee meeting a statement of the receipts and expenditure during the preceding months and of the balance then at hand;
- (c) discharge all such duties as devolve on the Honorary Treasurer under these Articles or by resolution of the General Committee;

(d) ensure the compliance by the Financial Committee of their duties and obligations as provided under these Articles.

16.4.2 The Honorary Treasurer may delegate any or all of his powers to any member or members of Finance Committee as approved by General Committee from time to time.

17. HONORARY MEASURER

The General Committee shall each year appoint an Honorary Squadron Measurer or Measurers to measure such yachts as shall be notified by the General Manager on such terms and conditions as the General Committee may determine. The Measurer shall base measurements upon the appropriate class rules and furnish a certificate of measurements to the owner and a copy of same to the General Manager.

18. GENERAL MANAGER

18.1 After consultation with the General Committee the General Manager shall be appointed by the Commodore who shall determine through negotiation with the candidate the terms and conditions of engagement which shall, be reduced to writing to evidence the same. The General Manager shall not be a member of the Squadron during his term of appointment. The Commodore may empower the General Manager to act on his behalf in the day to day management of the Squadron's affairs.

18.2 The General Manager shall undertake:

(a) the general administration of the Squadron including its licensed club operations and other related activities and in doing so keep proper books of account and all records required by the Corporations Law;

(b) to act as Secretary to all Squadron Committees and delegate such responsibility where necessary. In that role to give notice of

all meetings of Squadron Committees and keep or cause the keeping of accurate records of the proceedings of those meetings and implement or cause implementation of all Committee decisions in accordance with Squadron policy;

(c) to keep the Register of Members;

(d) the keeping of a yacht register;

(e) the proper conduct of the election of officers, committee members and new members and the advice to parties concerned of the results of such elections;

(f) the keeping of records of events and activities run by the Squadron;

(g) the preparation for submission to the annual general meeting of the report of the operation of the Squadron during the preceding year;

(h) to prepare on behalf of any Squadron Committee or Committee Chairman a report or reports for General Committee as may be required;

(i) to prepare financial budgets relative to the Squadron's operations as may be required in regard to 18.2(a) of these Articles or the Corporations Law or such other financial reports as may be relevant to the Squadron's operations or may be requested by either the Flag Officers or the Honorary Treasurer;

(j) to determine and monitor the fitness or otherwise of persons or guests to enter on to or remain in the Squadron's premises whether licensed or otherwise;

(k) to act as nominee in regard to any or all Statutory Licences required by the Squadron and to discharge all obligations pertaining thereto;

(l) the discharging of such other duties as are usually discharged by the General Manager or as devolve upon him under these Articles or as determined by the General Committee.

18.3 Subject to the provision of Article 20.1 hereof, in the exercise of his daily responsibilities the General Manager shall be subject to the general direction of and control by the Commodore and in his absence, by the Vice Commodore and in his absence, by the Rear Commodore.

19. OFFICIAL COURSE STARTERS

19.1 Upon recommendation by the Sailing Committee the General Committee may appoint one or more official Course Starters on such terms and conditions as the General Committee may determine.

20. COMMITTEES

20.1 General Committee

20.1.1 The management and control of the Squadron shall be vested in the General Committee, which in addition to the powers and authorities conferred upon it by these Articles, may exercise all such powers and do all such acts and things as may be exercised or done by the Squadron and which are not expressly directed or required to be exercised or done by the Squadron in general or special general meetings provided that any rule, regulation or by-law of the Squadron made by the General Committee may be disallowed by the Squadron

in general meeting and further provided that no resolution of or regulation made by the Squadron in general meeting shall invalidate any prior act of the General Committee which would have been valid if that resolution or regulation had not been passed or made.

20.1.2 The General Committee shall consist of the three Flag Officers, the Honorary Treasurer and the Chairman of the other (5) five committees at least three (3) of whom shall be yacht owners.

20.2 Sailing Committee

The Sailing Committee shall consist of five (5) members at least three (3) of whom shall be yacht owners. The five (5) members shall be elected annually as provided in Clause 22 hereof. The Flag Officers shall elect a Chairman of the Committee who shall accept appointment as a Director. The official course starters shall be ex-officio members of this committee.

20.3 Power Boat Committee

The Power Boat Committee shall consist of five (5) members, at least three (3) of whom shall be yacht owners. The five (5) members shall be elected annually as provided in Clause 22 hereof. The Flag Officers shall elect a Chairman of the committee who shall accept appointment as a Director . The RQYS Game Fishing Club shall be represented on this Committee.

20.4 Membership Committee

The Membership Committee shall consist of five (5) members, at least three (3) of whom shall be yacht owners. The five (5) members shall be elected annually as provided in Clause 22 hereof. The Flag Officers shall elect a Chairman of the committee who shall accept appointment as a Director.

20.5 Finance, Marketing & Development Committee

The Finance, Marketing & Development Committee shall consist of the Honorary Treasurer and four (4) members who shall be elected annually as provided in Clause 22 hereof. The Honorary Treasurer shall be the Chairman of Finance, Marketing & Development Committee and appointed to General Committee as a Director.

20.6 House & Entertainment Committee

The House/Entertainment Committee shall consist of five (5) members. The five (5) members shall be elected annually as provided in Clause 22 hereof. The Flag Officers shall elect a Chairman of the Committee who shall accept appointment as a Director.

20.7 Works Committee

The Works Committee shall consist of five (5) members. The five (5) members shall be elected annually as provided in Clause 22 hereof. The Flag Officers shall elect a Chairman of the Committee who shall accept appointment as a director. Works Committee shall be responsible for Capital Expenditure, Squadron grounds and Canaipa.

20.8 Election and Appointment of Committees

All members of committees shall retire each Annual General Meeting. As soon as practicable following the Annual General Meeting the Flag Officers shall meet for the purpose of appointing chairpersons of the House/Entertainment, Works, Membership, Sailing & Power Boat committees for the ensuing year.

21. GENERAL COMMITTEE MEETINGS

21.1 The General Committee shall meet on at least ten occasions every year and shall be presided over by the Commodore and in his absence, by the Vice Commodore and in their absence, by the Rear

Commodore and if they shall all be absent from any General Committee meeting the General Committee may appoint a temporary chairman. The chairman shall have a deliberative vote as well as a casting vote.

21.2 The General Committee shall be empowered to co-opt such additional members as may be required but such co-opted members shall not be entitled to vote at General Committee meetings.

21.3 The General Committee shall have the power at any time and from time to time to appoint any member to the committee either to fill a casual vacancy or as an addition to the existing officers of the Squadron or the committee members but so that the total number of the officers of the Squadron or committee members shall not at any time exceed the number fixed in accordance with these Articles. Any officer of the Squadron or committee members so appointed shall only hold office until the next following Annual General Meeting.

21.4 Six (6) committee members shall form a quorum. The continuing committee may act notwithstanding any vacancy in the committee but if and so long as their number is reduced below six (6) the continuing committee may act for the purpose of increasing the number of the committee to six (6) or of summoning a general meeting of the Squadron but for no other purposes.

21.5 The Commodore or any two (2) committee members shall have the power to instruct the General Manager to call a meeting of the General Committee.

21.6 The books of account shall be kept at the registered office of the Squadron or at such other place or places as the General Committee shall think fit, and shall always be open to the inspection of the General Committee members. The General Committee shall from time to time

determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Squadron or any of them shall be open to the inspection of members of the Squadron not being General Committee members and no member (not being a General Committee member) shall have any right of inspecting any account or book or document of the Squadron except as conferred by statute or authorised by the General Committee or by the Squadron in general meeting.

21.7 Subject to these Articles questions arising at a meeting of the General Committee shall be decided by a majority of votes and the determination by a majority of the members of the committee shall for all purposes be deemed the determination of the committee.

21.8 A resolution in writing signed by all the General Committee members for the time being entitled to receive notice of a meeting of the General Committee shall be as valid and effectual as if it had been passed at a meeting of the General Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more committee members.

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

21.10 The following provisions shall apply to a General Committee member interested in any contract with the Squadron:

(a) No General Committee member shall be disqualified from contracting with the Squadron nor shall any contract or arrangement entered into on behalf of the Squadron in which any General Committee member shall be in any way interested be voided by reason only of such committee member holding that position or of the fiduciary relationship thereby established but the nature of his interest must be disclosed by him at the General Committee meeting at which the contract or arrangement is first taken into consideration if his interest then exists or in any other case at the first meeting after the acquisition of his interest.

(b) A general notice that a General Committee member is a member of a specified firm or company and is to be regarded as interested in all transactions with that firm or company shall be sufficient disclosure under this Article as regards such committee member and the said transactions and after such general notice it shall not be necessary for such committee member to give special notice relating to any particular transaction with that firm or company.

(c) A committee member shall not vote in respect of any contract or proposed contract with the Squadron in which he is interested or in any matter arising thereout. If he does so vote his vote shall not be counted.

(d) The requirements of sub-article (a) hereof do not apply in any case where the interest of a committee member consists only of being a member or creditor of a corporation that is interested in a contract or proposed contract with the Squadron if the interest of the committee member may properly be regarded as not being a material interest.

22. ELECTION OF OFFICERS AND COMMITTEES

22.1 Election of Officers and Committees

The Officers (excepting the Patron and Immediate Past Commodore) and the General, Sailing, Power Boat, Membership, Finance Marketing & Development, Works, House & Entertainment Committees shall be elected and retire annually.

22.2 Nomination of Candidates

Candidates for the office of Commodore, Vice Commodore, Rear Commodore, Honorary Treasurer and for election as members of the Sailing Committee, Power Boat Committee, Membership Committee, Finance Marketing & Development Committee, Works Committee, House & Entertainment Committee shall be nominated in writing on a nomination sheet. The nomination sheet shall be signed by a proposer and seconder and by the nominee. The nomination sheet shall state the date and time up to which nominations shall be accepted ("the Closing Date"). The Closing Date shall be fixed by the General Committee. In fixing the Closing Date the General Committee must have regard to the time which may be required to conduct a ballot prior to the Annual General Meeting. A nomination sheet shall be exhibited continuously in a prominent place determined by the General Committee accessible to members for a period of not less than 14 days prior to the Closing Date.

Should the nominee for any office or Committee be unable to personally sign the acceptance of his/her nomination the acceptance may be effected as follows:-

(a) the nominee's duly authorised attorney may sign the acceptance on the nominee's behalf provided that a copy of the Power of Attorney

(stamped if applicable) shall be deposited and left with the General Manager prior to the close of nominations; or

(b) by the notification of such acceptance by separate correspondence personally signed by the nominee and witnessed which notification must be received by the General Manager prior to the close of nominations.

22.3 Nominations at Annual General Meeting

In the event of there being insufficient candidates nominated for election for any position, but only in that event, nominations for the vacancy may be made at the Annual General Meeting. Should there be only one nomination for any office the member so nominated shall be declared duly elected to that office.

22.4 Election by Ballot

If there be more than one nomination for any office or if there be more than the requisite number nominated for any Committee, an election by ballot shall take place from the candidates nominated for the respective Offices and/or Committees prior to the Annual General Meeting in such manner as the General Committee shall determine.

22.5 Term of Office

The first Officers of the Squadron and the first members of the General Committee of the Squadron shall hold office until the end of the next Annual General Meeting of the incorporated association of Royal Queensland Yacht Squadron. Thereafter, the officers and members of the General Committee of the Squadron shall be those persons elected to the position of Commodore, Vice Commodore, Rear Commodore, Honorary Treasurer and General Committee together with the Immediate Past Commodore of the unincorporated Association and shall take office from the end of the Annual General Meeting of the

unincorporated association at which they are declared elected and shall continue in office of the Squadron until the end of the next following Annual General Meeting of the Squadron.

22.6 Results of Elections

The result of the election of Officers and Committee members shall be declared at the Annual General Meeting.

22.7 Preference to Yacht Owners

In deciding the result of elections for the General Committee those three (3) yacht owners who receive the greatest number of votes shall be declared elected whether numbered amongst the six (6) candidates highest at the poll or not and in deciding the result of the election for the Power Boat and Membership Committee the three (3) yacht owners who receive the greatest number of votes shall be declared elected whether numbered amongst the five (5) candidates highest at the poll or not and in deciding the result of the election for the Game Fishing Club Committee the two (2) yacht owners who receive the greatest number of votes shall be declared elected whether numbered amongst the highest five (5) or not.

22.8 Where there are joint owners of any yacht only one of the joint owners whose name shall have been notified to the General Manager as representing the owner of that yacht shall be eligible for election to the Committee in question under this rule as a yacht owner.

22.9 Filling Vacancies

Should the position of Commodore, Vice Commodore, Rear Commodore or Honorary Treasurer become vacant during his/her term of office for any reason whatsoever the General Committee shall have the power to appoint a replacement who shall hold office until the next Annual General Meeting.

22.10 Vacancies on Committee

The position of any Committee member shall be declared vacant if he:-

22.10.1 fails to attend three consecutive meetings of the Committee of which he is a member without having obtained leave of absence or without a reason acceptable to the General Committee;

22.10.2 resigns his/her office by notice in writing to the Squadron;

22.10.3 dies;

22.10.4 is suspended or ceases to be a member of the Squadron;

22.10.5 becomes bankrupt or makes any arrangement or composition with his creditors generally;

22.10.6 becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the laws relating to mental health;

22.10.7 is removed from office by a special resolution of the members of the Squadron present and voting at a Special General Meeting of the Squadron called for that purpose or becomes prohibited from being a director of a company by reason of any order made under the Corporations Law or ceases to be a member of the committee by operation of Section 228 of the Corporations Law;

22.11 In the event of the members of the Squadron removing any committee member from his position before the expiration of his period of

office the General Committee may appoint another person in his place and stead. The person so appointed shall hold the position only until the next following Annual General Meeting.

23. POWERS AND DUTIES OF COMMITTEES

23.1 Powers and Duties of General Committee

The General Committee is vested with the management and control of the general affairs of the Squadron or as otherwise provided in these Articles and without limiting the generality of the powers hereinbefore conferred upon the General Committee or derogating therefrom the General Committee shall have the following duties and powers:-

23.1.1 to regulate its own proceedings;

23.1.2 to cause full and accurate minutes of all resolutions and proceedings to be recorded and entered in a book provided for that purpose;

23.1.3 to see that all books used by the Squadron are properly kept and preserved;

23.1.4 to purchase take on lease or otherwise acquire for the Squadron any property, rights, investments or privileges which the Squadron is authorised to acquire at such price and generally on such terms and conditions as it may think fit and to exercise all or any of the powers conferred on the Squadron by the Memorandum of Association or by these Articles unless such powers are expressly required to be exercised by a general meeting of members;

23.1.5 to determine who shall sign on the Squadron's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents;

23.1.6 to issue debentures, stock, bonds or obligations of the Squadron at any time and in any form or manner and for any amount and to raise, borrow for the purposes of the Squadron any sum or sums of money whether upon mortgage or charge on any of the property of the Squadron or on bonds or debentures or otherwise as it may think fit provided nevertheless that no mortgagee or other person advancing money to the Squadron shall be concerned to see that any money advanced by it is wanted for any propose of the Squadron or that no more than is wanted is raised or borrowed.

23.1.7 To appoint members to the Finance Marketing & Development, Sailing, Power Boat, Membership, House & Entertainment and Works Committees and sub-committees from among their number and from among the other members to act for any purpose which from time to time they may think desirable and to delegate to any such sub-committee such powers as they may think fit and to revoke or alter any such appointment or delegation from time to time;

23.1.8 to determine and set the annual subscriptions including inter alia the quantum thereof, the date due, any discount for early payment or any interest for the late payment thereof;

23.1.9 to enter into contracts on behalf of the Squadron and at all times expend the funds of the Squadron as it deems expedient for the carrying out of the objects of the Squadron;

23.1.10 to institute conduct, defend, compound or abandon any legal proceedings by or against the Squadron or its officers or otherwise concerning its affairs and also to compound, allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Squadron;

23.1.11 to invest and deal with any moneys of the Squadron not immediately required for the purposes thereof in such manner as it may think fit and from time to time vary, transpose or realise such investments;

23.1.12 to appoint any delegate or delegates to represent the Squadron for any purpose with such powers as may be thought fit;

23.1.13 to sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels, machinery belonging to the Squadron and to let, lease or demise any property of the Squadron and with the sanction of any General Meeting of the Squadron to purchase, exchange or sell all or any of the land whether freehold or leasehold and buildings or other property or rights to which the Squadron may be entitled from time to time;

23.1.14 to cause the capital of, and the interest, dividends or income arising from moneys or investments donated to or given in trust to the Squadron for specific purposes set out by the donor, provided that where there is no specific purpose or doubt as to the donor's intention to utilise the funds in any manner it sees fit, and to cause a register to be kept detailing all such donations and trusts;

23.1.15 to cause the arrangement of Squadron competitions, events and regattas and to fix the dates thereof and to alter such dates if occasion shall require and to settle all disputes in connection therewith;

23.1.16 to make such arrangements as it may decide for reciprocity of members with other clubs or associations;

23.1.17 to call general meetings of the Squadron or of any class of members of the Squadron;

23.1.18 to make such arrangements as it may decide for the proper insuring of the Squadron property and assets, officers and employees, and all other circumstances as it shall so decide.

24. COMMITTEE VACANCY

If for any reason a vacancy occurs on any committee including the General Committee, the General Committee or the remaining members of the General Committee may appoint any properly qualified member of the Squadron to fill the vacancy.

25. BY-LAWS

The General Committee may from time to time make such Regulations, Rules and/or By-Laws not inconsistent with these Articles as they may so determine and may amend or appeal Regulations, Rules or By-Laws.

DUTIES OF COMMITTEES

26. SAILING COMMITTEE

It shall be the duty of the Sailing Committee to:-

26.1 Generally control the Squadron's sailing activities including the administration of the Squadron sailing races and regattas and to submit to the General Committee for approval the programme of races for the season and the schedule of prizes and trophies to be awarded in conjunction with approved budgets;

26.2 Submit monthly written reports of its activities which are to be disseminated to the members of the General Committee in advance of each General Committee meeting;

26.3 Annually appoint class delegates and nominate official course starter/s.

27. POWER BOAT COMMITTEE

It shall be the duty of the Power Boat Committee to:-

27.1 Generally control the Squadron's power boat, game and sports fishing activities including the administration of the power boat and fishing competitions and tournaments and to submit to the General Committee for approval the programme of events for the season and a schedule of prizes and trophies to be awarded in conjunction with approved budgets;

27.2 To conduct game fishing tournaments and events under the rules of the Queensland Game Fishing Association and the Game Fishing Association of Australia Incorporated or the rule of the International Game Fishing Association as may be determined by the committee. All other events shall be conducted under ANSA Rules or such other organisations as shall then be in existence from time to time. The Power Boat Committee shall have the power to add or to alter rules as it deems necessary for the betterment of the sport/sports fishing PROVIDED ALWAYS that such additions or alterations shall be consistent with and in terms of the objects of the Queensland Game Fishing Association, the Game Fishing Association of Australia Incorporated or the International Game Fishing Association.

27.3 Submit a written monthly report of its activities which is to be disseminated to the members of the General Committee in advance of each General Committee meeting.

The Sailing and Power Boat Committee shall co-operate in all respects in regard to the conduct of the Squadron aquatic events.

28. MEMBERSHIP COMMITTEE

It shall be the duty of the Membership Committee to:-

28.1 Make detailed enquiries into all applications for membership of the Squadron and submit their findings and recommendations to General Committee;

28.2 To enquire into and advise the General Committee on all matters pertaining to numbers and classes of membership within the Squadron;

28.3 To enquire into and advise the General Committee on matters of conduct of any Squadron member in such manner and form as may be requested by General Committee from time to time;

28.4 Submit monthly written reports of its activities to be disseminated to the members of the General Committee in advance of each General Committee meeting.

29. HOUSE & ENTERTAINMENT COMMITTEE

It shall be the duty of the House & Entertainment Committee to:-

29.1 Keep careful watch over the domestic matters of the Squadron and the service to and comfort of the members, including supervision of the bar and catering facilities and the standard of the Squadron house premises;

29.2 Arrange and supervise the Squadron functions and activities and to prepare a social programme for submission to the General Committee for approval;

29.3 To make rules not being inconsistent with these Articles, By-laws or Regulations as they may think fit for the proper operation of the Squadron's domestic affairs, subject however to the approval of the General Committee;

29.4 To deal with any matter which in their opinion is of such urgency as to require prompt action in the interest of the Squadron, but not without prior approval of two of the three Flag Officers, other than on matters of minor importance;

29.5 Submit monthly written reports of its activities to be disseminated to the members of the General Committee in advance of each General Committee meeting.

30. FINANCE, MARKETING & DEVELOPMENT COMMITTEE

It shall be the duty of the Finance, Marketing & Development Committee to:-

30.1 Examine and control the finances of the Squadron, to supervise the Squadron's investments, and make recommendations to the General Committee with regard to the financial position of the Squadron;

30.2 Each year cause a budget to be prepared for the forthcoming financial year for submission to the March meeting of the General Committee for approval including recommended deprecations, and other such budgets as determined from time to time.

30.3 Investigate practical means for the marketing, promotion and membership development of the Squadron and the dissemination of information and other relevant material and such other activities as may be directed by General Committee from time to time;

30.4 Submit or cause to be submitted a monthly written financial statement to be disseminated to the member of the General Committee in advance of each General Committee meeting showing the state of the Squadron's affairs in whatever form may be directed by the General Committee from time to time.

31. WORKS COMMITTEE

It shall be the duty of the Grounds Committee to:-

31.1 Supervise capital works and maintenance within the Squadron's Manly and Canaipa premises and grounds to ensure the orderly and beneficial use by the members and to provide for the preservation and beautification thereof and improvements and alterations thereto within budgetary guidelines;

31.2 Formulate such rules from time to time not being inconsistent with these Articles, By-Laws or Regulations as they may consider necessary in order to carry out the objectives of the Committee, but subject always to the approval of the General Committee;

31.3 To deal with any matter which in their opinion is of such urgency as to require prompt action in the interest of the Squadron, but not without prior approval of two of the three Flag Officers, other than on matters of minor importance;

31.4 Submit monthly written reports of its activities to be disseminated to the members of the General Committee in advance of each General Committee meeting.

32. ALL COMMITTEES

32.1 The Commodore, Vice Commodore and Rear Commodore shall be ex-officio members of all committees.

32.2 Each committee has the power, subject to the approval of the General Committee, to co-opt any member or members to assist them in their deliberations and activities.

33. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

33.1 The amount and method of payment of the entrance fee, annual subscription and building fund contribution payable by the several categories of members of the Squadron shall be determined from time to time by the General Committee.

33.2 Persons who are full time serving members of any branch of the Australian Armed Services may pay their entrance fee by equal annual installments over the period of five years from the date of their election. The first annual installment shall be paid at the time of election and subsequent annual installments shall be paid together with the Subscription for the year. If any such member shall be transferred outside a radius of 100 kilometres from the Brisbane General Post Office during the period of five years from the date of their election and shall resign from the Squadron then they shall be considered free from liability in respect of the payment of the then outstanding balance of the entrance fee.

33.4 Subscriptions other than the first subscription shall be due and payable and on such terms and conditions as determined by General Committee. The General Committee may in its discretion resolve that annual subscriptions may be paid by instalments.

33.5 The General Committee may in its absolute discretion determine whether late payment of subscriptions, building fund levy or house accounts should attract interest and if so the amount thereof.

33.6 Special members, Honorary members and Interim members shall not be required to pay a building fund contribution.

33.7 Members elected after the month of May shall in addition to full entrance fee only be liable to pay such portion of the annual subscription as the unexpired period of such year calculated from the first day of the month in which they were elected bears to the full year.

33.8 Any member whose subscription or other amount with the Squadron as authorised either according to those Articles or the Regulations or By-laws hereto is in arrears for three months and who shall have been sent one month's notice in writing requiring payment of the same, may at the discretion of the General Committee:

- be excluded from the privileges of the Squadron until the same shall have been paid; or
- may be struck off the roll of members whereupon such member shall cease to be a member and all rights to enjoy or participate in the privileges of the Squadron shall be absolutely forfeited.

33.9 No member who is in arrears with his subscription or any other account with the Squadron shall be eligible for any office of the Squadron or to nominate an Office Bearer, committee member, intending member, vote at any meeting or sign any requisition under these Articles of Association.

33.10 The General Committee shall have the power to levy each Full Member of the Squadron a sum not exceeding two and one-half times the current annual subscription in any one financial year, with pro-rata sums being paid by all other categories of members based on the percentage ratio that their then current annual subscriptions bear to the then current annual subscriptions of Full Members. Any member not paying the levy

within sixty days from the date of issue will, at the discretion of the General Committee, be struck off the roll of members as unfinancial.

34. SQUADRON FUNDS

34.1 After payment of all expenses incidental to the management and operation of the Squadron the balance of the funds may be devoted to such purposes connected with the development or advancement of the Squadron or for the promotion of its objects as the General Committee may think proper but no income, profits or other property of the Squadron shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member except as allowed by clause 4 of the Memorandum of Association.

34.2 Any expenditure for the purchase of goods or for the provision of services in connection with the day to day operation conduct and normal business of the Squadron may be authorised by a Flag Officer and the General Manager or the Honorary Treasurer and the General Manager. Cheques in relation to such expenditure may be signed by two of those persons which expenditure shall be ratified at the next ensuing Finance Committee meeting. Any capital expenditure exceeding \$5,000.00 shall first be authorised by the General Committee or in the case of emergency by the Finance Committee and payment in those circumstances shall be made by cheque which shall be signed by a Flag Officer and the Squadron Secretary or the Honorary Treasurer or as authorised by resolution of the General Committee.

35. SQUADRON MEETINGS

35.1 Annual General Meeting

The Annual General Meeting of the Squadron shall be held before the 31st July in each year at such time and place as the General Committee shall appoint. At such meeting the following business shall be transacted:-

35.1.1 The presentation of the Annual Report and Annual Statement of Accounts for the preceding year together with the Auditors Report;

35.1.2 The declaration of the result of the election of the Officers of the Squadron for the following year;

35.1.3 The declaration of the result of the election of the Finance, Marketing & Development, Sailing, Power Boat, Membership, Works and House & Entertainment Committee members for the following year;

35.1.4 The appointment (if necessary) and fixing of the remuneration of the auditor or auditors;

35.1.5 Such other business as shall have been specified in the notice calling the meeting.

35.2 The number of members to form a quorum at an Annual General Meeting shall be thirty (30).

35.3 Special General Meeting

35.3.1 Any meeting of members other than the Annual General Meeting shall be a Special General Meeting. A Special General Meeting shall be called by the General Manager on the instruction of the Commodore or the General Committee or by requisition addressed

to the General Manager and signed by not less than six (6) members of the General Committee or by not less than ten members of the Squadron. Each such requisition shall state the object or objects of such meeting. Upon receipt of such instruction the General Manager shall place the requisition on the Squadron's notice board and convene a Special General Meeting within two months from the date of which the requisition is delivered.

35.3.2 The number of members to form a quorum at a Special General Meeting shall be thirty (30).

35.4 Notice of Meeting

Subject to the provisions of the Corporations Law relating to special resolutions and agreements for shorter notice, 21 days' notice at least (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given) specifying the place, day and hour of the meeting and in the case of special business the general nature of that business must be given to each member in the manner detailed in clause 46.1. The non-receipt of notice by or the accidental omission to give any notice to any member of the Squadron or the failure of a member who is not entitled to vote at the meeting to view the notice on the Squadron website, will not invalidate the proceedings at such a meeting.

35.5 Interested Members

35.5.1 A member shall not propose, second, speak to or against or vote in respect of any motion at any Annual Meeting of members in respect of any contract, proposed contract or matters relating to any thing in which the member is directly or indirectly interested whether by way of business, trade or calling or otherwise. This article shall apply notwithstanding the member may have obtained permission from the

General Committee in terms of article 44 hereof. If a member does so vote such vote shall not be counted.

35.5.2 The provisions of this article do not apply in any case where the interest of the member consists only of being a member or creditor of a corporation that is interested in any matters under consideration if the interest of the member may properly be regarded as not being a material interest.

36. CHAIRMAN

At all General meetings of members the Commodore shall preside. If the Commodore is not present, or if present shall decline to act, then the Vice Commodore shall preside, or if he is not present, or if present shall decline to act, then the Rear Commodore shall preside, or if he is not present, or if present shall decline to act the members present and entitled to vote shall choose one of their number to be Chairman.

37. MEETING PROCEDURE

37.1 The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. If a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of the original meeting. In all other cases it shall not be necessary to give any notice of an adjournment or the business to be transacted at the adjourned meeting.

37.2 Except where these Articles or the Corporations Law requires a greater majority any resolution before a general meeting of members shall be determined by a majority of the votes cast at that meeting.

37.3 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) by the Chairman; or

(b) by at least 20 members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Squadron shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

37.4 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the results of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question or adjournment shall be taken forthwith.

37.5 The Chairman at all general meetings shall have a deliberative vote and in the case of an equality of votes whether on a show of hands or on a poll a second or casting vote.

37.6 A member may vote in person or by proxy. On a show of hands every person present who is a member entitled to vote shall have one vote and on a poll every member entitled to vote present in person or by proxy shall have one vote.

37.7 No member shall be entitled to a vote at any general meeting if his annual subscription or any other account with the Squadron shall be in arrears at the date of the meeting.

37.8 A member may appoint another member as his proxy but may not appoint a person who is not a member as his proxy. A proxy shall not be entitled to vote at a meeting other than on a poll.

37.9 The instrument appointing a proxy shall be in writing under the hand of the appointor. The instrument appointing a proxy shall be deemed to confer authority to demand or to join in demanding a poll. A member shall be entitled to instruct his proxy in favour of or against any proposed resolution. Unless otherwise instructed the proxy may vote as he thinks fit.

37.10 The instrument appointing a proxy may be in the following form or in a common or unusual form:

Royal Queensland Yacht Squadron Limited

PROXY

I of being a member of the Royal Queensland Yacht Squadron Limited ("the Squadron") hereby appoint of (a member of the Squadron), or failing him of (a member of the Squadron) as my proxy to vote for me on my behalf at the (Annual/Special) General Meeting of the Squadron to be held on the day of 19... and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of/*against the following resolutions:

SIGNED this day of 19 .

.....

(Note - In the event of the member desiring to vote for or against any resolution the member shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.)

* Strike out whichever is not desired.

37.11 The instrument appointing a proxy shall be deposited at the registered office of the Squadron or at such other place as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time of holding of the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

37.12 A vote on a poll given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument, if no intimation in writing of that death, unsoundness of mind or revocation has been received by the Squadron before commencement of the meeting or adjourned meeting at which the instrument is used.

38. AUDIT

A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with the Corporations Law.

39. BUSINESS ACTIVITIES

No member shall while on any premises of the Squadron and whether in his own right or as an employee or officer of any organisation carry on any business, trade or calling without the specific permission in writing of the

General Committee first had and obtained and any such permission granted by the General Committee shall set out full details of the business, trade or calling permitted to be carried on, the period during which the carrying on of such business, trade or calling is permitted, the financial arrangements which are to apply between the member and the Squadron in relation to the carrying on of such business, trade or calling and any other conditions, limitations or restrictions which the General Committee in its absolute discretion considers to be appropriate or necessary. Any permission granted by the General Committee may be revoked on the giving of thirty (30) days notice in writing to the member and thereafter the member shall cease to carry on the business, trade or calling while on Squadron premises.

40. CONSUMPTION OF LIQUOR

40.1 A guest shall not be supplied with liquor in the Squadron premises unless on the invitation and in Squadron of a member;

40.2 No liquor shall be sold or supplied to any person under the legal age then prevailing for consumption of liquor.

41. REGISTRATION OF YACHTS

41.1 Every yacht belonging to or chartered by a member or members of the Squadron upon application of the member and upon compliance with the following provisions shall be registered on the Yacht Register of the Squadron.

41.2 Every application for registration must be in writing and shall state the name, rig and dimensions of the yacht, and such other particulars as the General Committee shall from time to time prescribe.

41.3 Applications shall be lodged with the General Manager and then submitted to the Sailing and/or Power Boat Committee as the case may be

and then for approval to the General Committee. The General Committee may refuse to register any yacht without being required or giving any reason therefore.

41.4 Yachts receiving the approval of the General Committee shall be registered with the Squadron and such details shall be kept in a "Yacht Register", the format of which shall be determined by the General Committee from time to time.

41.5 The owner or charterer shall forthwith notify the General Manager of any alteration in the particulars of the yacht required to be shown in the Yacht Register. Should any yacht be sold the owner or charterer shall notify the General Manager forthwith for the yacht to be deregistered.

41.6 Yachts belonging to members while on loan or hire to non-members shall not be entitled to the Squadron's privileges or to fly the Squadron Burgee or Ensign, and every member so letting a yacht shall remove all Squadron papers, books and flags.

41.7 No yacht which shall in the opinion of the General Committee be unfit or otherwise undesirable shall be placed on the Yacht Register.

41.8 No yacht belonging to more than one owner shall be placed on the Yacht Register unless each and every owner of such yacht be a member of the Squadron, PROVIDED ALWAYS that the General Committee shall have the power to place a yacht on the Yacht Register where such yacht is owned jointly by a member and his or her spouse, direct family member, lawful defacto or in such other circumstances as the General Committee in its absolute discretion may decide.

41.9 No vessel which is used as a working boat shall be placed on the Squadron's Yacht Register unless in the opinion of the General Committee

it is a fit and proper vessel to be so placed and unless an assurance shall be received from the owner of such vessel that no reference shall be made to the Squadron in any advertising or other matters associated with the working of the yacht and further that the Squadron's Burgee is to be flown only when the owner is on board and using the vessel for personal and private purposes. No premises, wharves, jetties, ramps or other facilities of the Squadron shall under any circumstances be used in connection with the working of such yacht.

42. FLAGS AND BADGES

42.1 Blue Ensign:

The Squadron Flags shall be the Blue Ensign of Her Majesty's Navy and the Squadron Burgee. The Blue Ensign may only be worn by yachts holding an Admiralty warrant therefor and the Burgee shall always be carried in conjunction with it. All other yachts shall wear the Red Ensign.

42.2 Burgee

The Squadron Burgee shall be a pennant the body of which shall be white and the fly blue bearing a crown on the white body in the centre.

42.3 Commodore's Flag

The Commodore's Flag shall be the Squadron Burgee swallow-tailed.

42.4 Vice Commodore's Flag

The Vice Commodore's Flag shall be the Squadron Burgee swallow-tailed with a red ball in the lower canton.

42.5 Rear Commodore's Flag

The Rear Commodore's Flag shall be the Squadron Burgee swallow-tailed with a blue ball in the lower canton.

42.6 Past Commodore's Flag

A Past Commodore's Flag shall be the Squadron Burgee squared with a gold star in the lower canton.

42.7 Life Members Burgee:

The Life Members Burgee shall be the Squadron Burgee with a white ball on the blue fly.

42.8 Squadron Badges

The Squadron Badge shall be a Crown and Foul Anchor with appropriate Squadron identification.

42.9 Admiralty Warrants

Those members holding an Admiralty warrant entitling them to fly the Blue Ensign shall at all times comply with and observe the provisions of the Shipping Registration Act 1981 as amended.

43. INDEMNITY

The General Manager, Flag Officers and all Committee and sub-committee members and each of their respective estate or estates shall, without prejudice to any further or other right of indemnity to which they may be entitled at law or in equity, be indemnified out of the funds of the Squadron against all actions, claims, demands, charges, expenses and all liability whatsoever whether civil or criminal by such persons acting in good faith for or about or in connection with the affairs of the Squadron.

44. ALTERATIONS TO ARTICLES

Any proposed alteration of these Articles must comply with the requirements and provisions then prevailing of the Liquor Act or any statutory modification or amendments.

45. COMMON SEAL

The General Committee shall provide for the safe custody of the seal which shall only be used by authority of the General Committee or of a sub-committee of members of the General Committee authorised by the General Committee in that behalf, and every instrument to which the seal is affixed shall be signed by a Flag Officer or member of General Committee and shall be counter-signed by the General Manager or by a second Flag Officer or member of the General Committee or by some other person appointed by the General Committee for that purpose.

46. NOTICE

46.1 Any notice required by law or under these Articles to be given to any member must be given:

46.1.1 in respect of each member who is entitled to vote at the meeting:

(i) by sending it by post to the member's registered address, or (if the member has no registered address within the State) to the address, if any, within the State supplied by the member to the Squadron for the giving of notices to him\her or as otherwise permitted by the Corporations Act 2001 (Cth); or

(ii) where a member has nominated an email address, facsimile number or other electronic means, by sending it to that nominated email address, facsimile number or other electronic address.

46.1.2 in respect of each member who is not entitled to vote at the meeting, by placing it on the Squadron website.

46.2 Where a notice is given:

46.2.1 by post, service of the notice will be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected on the third business day after the date of posting; or

46.2.2 to an email address, fax number or other electronic address, service of the notice will be deemed to be effected at the time and date the email, facsimile or other electronic transmission is sent; or

46.2.3 by uploading the notice to the Squadron website, service of the notice will be deemed to be effected at the time and date the notice is placed on the Squadron website.

46.3 Notice of every General Meeting of members will be given in the manner hereinbefore authorised:

46.3.1 In the manner detailed in clause 46.1.1, to every member who is entitled to vote except those members who (having no registered address within the State) have not supplied to the Squadron an address within the State or an email address, facsimile number or other electronic address for the giving of notices to them;

46.3.2 In the manner detailed in clause 46.1.2, to every member who is not entitled to vote;

46.3.3 To each director of the Squadron; and

46.3.4 The auditor or auditors for the time being of the Squadron.

46.4 No other person shall be entitled to receive notices of General Meetings.

47. BY-LAWS, REGULATIONS AND RULES

47.1 The members shall be held to consent to and be bound by any Regulations, Rules and/or By-Laws of the Squadron as shall be promulgated or pronounced from time to time.

We, the several persons whose names are subscribed hereunder being the subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.

Signatures of Subscribers	Witness to Signatures and Address of Witness
<p>..... Richard Eric Crooke</p>	
<p>..... John Abbott Ferguson</p>	
<p>..... Bruce Julian Phillips</p>	
<p>..... Peter Samuel White</p>	
<p>..... Graham John Sneesby</p>	

..... Steven Hugh Robson Morris	
..... Noel Stanley Paterson	
..... Terence Edward Passey	
..... Timothy Neville Green	
..... Douglas John Fleming	
..... Peter James Scott Cavill	

DATED the 26th day of September 1991.