



# Constitution of Claremont Yacht Club



**November 2019**

# CONSTITUTION OF CLAREMONT YACHT CLUB (INC)

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# CONSTITUTION OF CLAREMONT YACHT CLUB (INC)

## 1. TITLE

The title of the club shall be The Claremont Yacht Club (Inc).

## 2. OBJECTS

- (a) The objects of this Yacht Club are:
- (i) That all Members participate in Club activities.
  - (ii) Law to be Observed: The Club, its officers, members and employees shall comply with the provisions of any laws from time to time in force and having effect upon the conduct of the operations of the Club.
  - (iii) Provide Members with:
    - (a) Safe, well maintained and cost effective boating accommodation and services in a Club environment, including the provision of education and training in safe boating skills for all interested Members;
    - (b) Competitive boating activity of a high quality and efficiency;
    - (c) Recreational boating and social activities that meets the reasonable needs of a diverse Membership; and
    - (d) Influence within the boating and wider community on all matters affecting the enjoyment of boating, the club and its facilities by its Members.
  - (iv) Ensure that the assets of the Club are acquired, maintained, used and disposed of in such a fashion as to provide a secure future for the Club and the maximum benefit to existing and future Members.
- (b) The property and income of the Club shall be applied solely towards the promotion of the objects or purposes of the Club. No part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes or as permitted by and in accordance with the Act.

## 3. CLUB FLAGS AND INSIGNIA

### (a) Burgee and Flags

- (i) The Club's Burgee shall be a white pennant with a Royal Blue St. George's cross.
- (ii) The Commodore's flag shall be the Club's Burgee swallowtailed.
- (iii) The Vice Commodore's flag shall be the Club's Burgee swallowtailed, with one Royal Blue ball in the upper canton.
- (iv) A Rear Commodore's flag shall be the Club's Burgee swallowtailed, with two Royal Blue balls in the upper canton.
- (v) The Past Commodore's flag shall be the Club's Burgee swallowtailed, with a Royal Blue cross in the upper canton.
- (vi) No officer's flag shall be displayed on any vessel unless such officer be on board; and his/her flag shall be taken down and the Club's Burgee run up in its place as soon as the officer leaves the vessel, unless it be his/her intention to return before sunset of the same day. When two or more flag officers of the Club are on board the same vessel, the flag of the Senior Officer shall be displayed.

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## (b) Officer's Insignia

Uniforms for Officers of the Club shall be those prescribed for Members and displaying the following insignia of office:

- (i) Square Rig
  - (a) The Commodore shall have four black bands on each sleeve.
  - (b) The Vice Commodore shall have three black bands on each sleeve.
  - (c) A Rear Commodore shall have two black bands on each sleeve.
  - (d) The top band shall describe a trefoil on the outer side of the sleeve and each band shall be 6.5mm apart.
- (ii) Cruising Rig
  - (a) The Commodore shall have four black bars affixed to each shoulder strap or board.
  - (b) The Vice Commodore shall have three black bars affixed to each shoulder strap or board.
  - (c) A Rear Commodore shall have two black bars affixed to each shoulder strap or board.
  - (d) Members of the General Committee shall have one black bar affixed to each shoulder strap or board.
  - (e) The top bar or, as the case may be, single bar shall describe a trefoil and all bars be 6.5mm in thickness, the lower bar to be 13mm from the lower edge at the shoulder strap or board, and all bars to be spaced at 6.5mm between the edges of each bar.
- (iii) Formal Wear
  - (a) The same insignia as described in sub-clause (b) shall be worn except that:
  - (b) Members of the General Committee shall not wear insignia of office.
  - (c) All bars shall be of 6.5mm Naval Gold Lace and conveniently spaced.
  - (d) Past Flag Officers who have held office for at least twelve months shall be entitled to wear the insignia of the most Senior Office held without trefoil.

## 4. MEMBERSHIP

### (a) Categories of Members

- (i) The Club shall consist of *Life, Senior, Special, Country, Senior Dinghy, Associate, Junior* and *Honorary* Members.
- (ii) A *Life* Member is a *Senior* Member elected as such in recognition of his or her outstanding service to the Club, over a long period.
- (iii) A *Senior* Member is a Member 18 years of age and over.
- (iv) A *Special* Member is a *Senior* Member over the age of sixty with an aggregate of thirty years as a *Senior* Member and is accepted as such by the General Committee.
- (v) A *Country* Member is a *Senior* Member whose place of residence is outside a 100km radius of the Club or who is accepted as such by the General Committee.

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- (vi) A Senior Dinghy Member is a person 18 years of age or over, who is the owner of a dinghy and who regularly competes in dinghy racing from the Club;
- (vii) An *Associate* Member is a Member 18 years of age and over who is either:
  - (a) A partner of a *Life, Senior, Special* or *Country* Member;
  - (b) A person who regularly crews on a sailing or power yacht and who participates in boating competition events from the Club;
  - (c) A person who seeks to use the social facilities of the Club; or
  - (d) A person who is a Member of another club affiliated with the Yachting Association of Western Australia or of another club in another State or a Territory or New Zealand and who has voting rights at that club.
- (viii) A *Junior* Member is a Member under 18 years of age.
- (ix) An *Honorary* Member is a:
  - (a) distinguished person, officer of kindred organisation; or
  - (b) Member who is appointed as such for special service to, or association with, the Club.

## **(b) Benefits and Privileges of Membership**

All Members shall enjoy the same benefits and privileges of the Club except:

- (i) For those benefits and privileges prescribed as not being available to categories of Membership in the subsidiary Rules and By Laws of the Club;  
and
- (ii) Senior Dinghy, Associate, Junior and Honorary Members may attend but may not vote at Meetings of Members, or be elected or appointed as a Member of the General Committee.

## **(c) Election of Members**

- (i) The General Committee shall establish and maintain an approval process for Membership that demands:
  - (a) A written application (with the exception of *Life* and *Honorary* Members);
  - (b) A written commitment by the applicant to positively support the activities and objectives of the Club;
  - (c) The applicant submitting to a vetting and induction process;
  - (d) Display of the application in a prominent place at the Club premises visible to all Members for a minimum period of 14 days provided that an application for Membership by a person under the age of 18 will not contain the applicant's address, telephone number or other contact details.
- (ii) Objections to an application for Membership may only be made in writing by Life or Senior Members stating the reasons for the objection and must be received by the Club no later than 19 days after the first day that the application is displayed at the club.
- (iii) Objections must be dealt with in accordance with a process that is established by the General Committee and that has regard for the principles of natural justice and common and statute law.

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## (d) Election of Life and Honorary Members

- (i) The General Committee may, by its own motion, or on acceptance of a recommendation by a majority of surviving Life Members, recommend to a Meeting of Members that a *Senior* Member be elected a *Life* Member.
- (ii) The motion of recommendation must be adopted by the majority agreement of the General Committee and a seventy five percent (75%) majority of Members voting at a Meeting of Members.
- (iii) The Commodore may appoint Honorary Members for a period of time determined on an individual basis but not exceeding one (1) year. A list of Honorary Members shall be displayed on the Club notice boards showing the name, duration and reason for appointment.

## (e) Transmission of Membership

- (i) A Member may apply in writing to the General Committee to change his or her category of membership. The General Committee shall consider the application against the objects of the Club and provisions of the Constitution and decide accordingly.
- (ii) A Member who fails to meet the requirements of his or her then existing membership category shall be invited in writing by the Club to apply to the General Committee to change his or her category of membership. Failure to respond to this invitation within two months of the date of the invitation shall be deemed to be a resignation from membership of the club.

## (f) Resignation from Membership

- (i) A Member who wishes to resign from membership shall advise the Club in writing and shall cease to be a Member from the date of receipt of that resignation or some other date as nominated by the Member and agreed by the General Committee.
- (ii) Unless determined otherwise by the General Committee, a person who ceases to be a Member remains liable for any unpaid membership subscriptions or other fees and charges due to the Club.

## (g) Unfinancial Members

- (i) A Member is Unfinancial if his or her account has not been settled within 30 days of the end of the month in which the debt was incurred, has been notified of such debt by the Club by a statement, and has been advised in writing by the General Committee that he or she is Unfinancial.
- (ii) A Member remains Unfinancial until his or her account is settled or the General Committee agrees to some arrangement for the repayment of the debt.
- (iii) Unfinancial Senior or Life Members may not attend or vote at Meetings of Members. Credit may be denied to Unfinancial Members at the discretion of the General Committee. Unfinancial Members may enjoy only those benefits and privileges of membership as are determined by the General Committee.
- (iv) The General Committee may determine that a Member is to forfeit his or her membership if he or she remains an Unfinancial Member for three months whether or not the Member has subsequently ceased to be Unfinancial.
- (v) Should a Member fail to settle his or her account with the Club and forfeit his or her membership as an Unfinancial Member, and subsequently seek to rejoin as a Member, such application shall not be considered until the outstanding amount has been paid.

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## (h) Register of Members

The General Committee shall cause a Register of Members to be kept and accurately maintained. The Register shall contain the name of each Member, the date of commencement, the category and type of membership held, and the postal and residential address of the Member.

## (i) Discipline of Members

- (i) Subject to the provisions of this Constitution, the General Committee may, by resolution carried by a three fourths majority at which at least two thirds of the General Committee are present, discipline a Member by:
  - (a) Expulsion from membership; or
  - (b) Suspension from membership for a period not exceeding six months; and/or
  - (c) The withdrawal of benefits and privileges of membership as appropriate.
- (ii) A Member may be disciplined for conduct which is detrimental to the interests, Objects or good reputation of the Club, including without limitation conduct which is detrimental to the enjoyment of the Club facilities by the Members or to the health or welfare of Members or Club employees or any other persons at the Club premises or utilising Club facilities with the express or implied authority or permission of the Club.
- (iii) If the General Committee considers that a Member has acted in such a fashion as to warrant an investigation as to whether disciplinary action should be taken against that Member, it shall advise the Member in writing of the:
  - (a) Notice of the time, date and place of a meeting at which the question of discipline will be considered, being a date at least seven (7) days after the date of the letter; and
  - (b) Particulars of the conduct giving rise to the meeting.
- (iv) The General Committee will undertake its inquiries and conduct the meeting having regard to the nature of the complaint, the principles of natural justice and the provisions of common and statute law. It may do all things and inquire into all matters it considers necessary to arrive at a fair decision, including adjourning the meeting as it sees fit.
- (v) At the conclusion of its inquiries, the General Committee shall decide what action, if any, should be taken against the Member and communicate that decision in writing to the Member.

## 5. OFFICERS

The Officers of the Club shall be:

### (a) Elected Officers

Commodore

Vice Commodore

Rear Commodore – Sailing

Rear Commodore – Power



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Rear Commodore – Dinghies

Honorary Treasurer

General Committee Members (eight, including the Immediate Past Commodore unless he or she declines automatic election in accordance with Clause 6 (g)).

The order of Seniority of Elected Officers of rank lower than Vice Commodore shall be as determined by the General Committee

## **(b) Honorary Officers**

Patron

Vice Patron

## **(c) Employed Officers**

Club Manager as appointed by and reporting to the General Committee Auditors.

## **6. ELECTION OF OFFICERS AND OTHERS**

- (a) Candidates for all elected offices of the Club must be Senior, Special or Life Members.
- (b) A candidate must be nominated in writing by a proposer and a seconder with the written consent of the nominee which nomination shall be lodged with the Club for the attention of the Club Manager by 12 noon on the day four weeks prior to the Annual General Meeting and shall then be posted forthwith on the Club Notice Board and shall remain there until the General Meeting.
- (c) The officers shall be elected by secret ballot at the Annual General Meeting.
- (d) Scrutineers will be elected by show of hands at the Annual General Meeting to check the counting of votes in any election. The scrutineers will certify and declare the results of any elections or votes.
- (e) The term of office shall be one year except that General Committee Members shall hold office for a period of two years. In the event of there being more than four vacancies the four Members who poll the most votes (and in the event of two or more Members obtaining an equal number of votes the person elected shall be decided by lot) will be elected for two years and any others will hold Office for a period of one year only (the intent of this clause is to provide for half the Committee to be elected each year).
- (f) Retiring General Committee Members shall be eligible for re-election.
- (g) In the year of an Immediate Past Commodore, he/she shall take the place of one of the General Committee Members to be elected for a period of one year. Should the prospective Immediate Past Commodore wish to decline automatic election to the Committee he/she will notify the Club in writing prior to the closing date for nominations.
- (h) Should a vacancy occur during the year the General Committee shall have the power to fill such vacancy pending ratification of the application at the next Annual or Half Yearly General Meeting of Members.
- (i) The Patron, Vice Patron(s) and Auditor for the forthcoming year are to be elected at each Annual General Meeting by show of hands of attending Members who are eligible to vote.

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## 7. GUESTS AND VISITORS

- (a) Members remain accountable and responsible for the conduct and actions of their guests at all times their guests are on the Club grounds. The Member shall remain on Club premises at all times one of their guests are present.
- (b) A Member may invite no more than the number specified in the Club Liquor Licence.
- (c) Persons who are invited to the Club for a function or sporting event, may enter the licensed premises on the day of such function/event.

## 8. FINANCE

### (a) Financial Year

The financial year of the Club shall commence on first day of July in any year and end on the following thirtieth day of June.

### (b) Entrance Fees and Subscriptions

- (i) The entrance fees and annual subscriptions for new, existing or re-joining Members are determined at Meetings of Members by Notice of Motion. In the absence of such a Notice of Motion, the General Committee may increase entrance fees and annual subscriptions from the 1st of July in any year by the last published annual weighted average movement in the Australian Consumer Price Index for the eight capital cities prior to the 1<sup>st</sup> of July in that year.
- (ii) Membership subscriptions will be paid in not more than two moieties in advance, at the discretion of the General Committee.
- (iii) Acceptance to membership is conditional, in part, on payment of the entrance fee. Provided that the General Committee may allow for the deferment of the payment of part of the entrance fee for up to two years on conditions it determines. The General Committee shall advise each Meetings of Member of the instances and conditions of any such deferments.

### (c) Operation of Members Accounts

- (i) All Members may be offered credit facilities for the purchase of goods and services from the Club to the extent determined by the General Committee. Credit facilities may be offered, limited, extended or withdrawn by the General Committee on an individual Member basis.
- (ii) The General Committee will establish procedures for the settlement of Members' accounts. The failure of a Member to settle his or her account in accordance with the established procedures is a disciplinary matter.

### (d) Accounting Standards

The Club shall adopt the current acceptable accounting standards and practices.

### (e) Financial Management

- (i) The General Committee is responsible for establishing, reviewing and revising financial management practices that have regard for good financial management practice and the structure of Club management.
- (ii) All payments of accounts, either by cheque or electronic transfer shall be authorised by those persons delegated by the General Committee.

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- (iii) All payment of accounts shall be approved, in retrospect or advance, by the General Committee.
- (iv) The General Committee shall establish procedures including the Delegation of Authority for the ordering of goods and services and the payment of accounts.
- (v) All financing of and any commitment to capital projects must be approved by a Meeting of Members.
- (vi) Any proposals to be put to Members for approval of capital expenditure must be supported by reasonable details of the scope of any proposed works and with estimated costings by line item and otherwise in reasonable detail sufficient to enable proper consideration of the proposal with respect to costs and benefits.

## **(f) Project Management**

- (i) A project manager is to be appointed by the General Committee in any case where the estimated project cost exceeds \$10,000 and in any other case as directed by the General Committee.
- (ii) Final budget project cost is to be based on competitive quotes or other justifiable cost effective measures.
- (iii) The Club must provide book-keeping services sufficient to enable effective management and control of project expenses.

## **(g) Bank Accounts**

- (i) The General Committee shall approve all bank accounts established by the Club and approve all activity within those accounts.
- (ii) Signatories to bank accounts operated by the Club shall be those delegated by the General Committee.
- (iii) The General Committee may establish bank overdrafts as required to meet budgets authorised at a General Meeting of Members.

## **(h) Common Seal**

- (i) Use of the Common Seal requires the prior approval of the General Committee.
- (ii) The Common Seal of the Club may only be affixed to an instrument in the presence, and under the signature, of two signatories to the Club bank accounts.
- (iii) The Common Seal shall be held in the custody or control of the Honorary Treasurer at the Club premises.

## **(i) Auditor**

It shall be the duty of the Auditor to audit all books and statements of accounts and he shall certify there to before the Annual Meeting of Members.

## **9. MEETINGS**

### **(a) Annual General Meetings:**

The Members must be given at least six weeks' notice of the dates of Annual and Half Yearly General Meetings. Unless otherwise advised by the General Committee the Annual General Meeting of Members will be held on the third Thursday of September and the Half Yearly General Meeting will

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be held on the third Thursday of March but in any case these meetings must be held within three months and nine months (respectively) of the close of the Club financial year.

**(b) Special General Meetings:**

All other meetings of Members shall be Special General Meeting(s) and shall be called by the Vice Commodore when so directed by the General Committee or on the requisition of The Commodore or on the written requisition of at least 10% of Members who are entitled to vote at a General Meeting. Such requisition will provide the Members with at least four weeks' notice of the date of the Special General Meeting and the notices calling any Special General Meeting must set out the business to be considered at the Meeting, and no other business shall be dealt with at that Meeting.

**(c) Reports and Notices of Motions:**

Commodores, Committees and Treasurer's Reports and Notices of Motions including Motions presenting budgets, capital expenditure forecasts and the approval of any borrowings or the funding of capital works for consideration at General Meetings are to be submitted in writing and will be displayed at the Club premises and circulated to all Members at least two weeks prior to the date of the Meeting.

**(d) Quorums:**

The numbers necessary to form a quorum shall be respectively:-

- (i) General Meetings – 25 Members entitled to vote and present in person
- (ii) General Committee Meetings – five General Committee Members
- (iii) Other Committees and sub-committees - three Committee Members

If within half an hour from the time appointed for a General Meeting a quorum of Members is not present, the meeting, if convened on the requisition of Members, shall be dissolved, but in any other case, it shall be adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum of Members is not present, the Members present, if not less than five, shall be a quorum, and may transact the business for which the meeting was called.

**(e) Chairperson:**

At all General Meetings and General Committee Meetings the chair shall be taken by the Senior Flag Officer present, and in the absence of any officers, the meeting shall elect a Chairperson. The Chairperson is only entitled to exercise a deliberative vote and does not have a casting vote.

**(f) Rule of Debate:**

At all General Meetings the proposer of a motion shall speak on his/her motion and shall have the right of reply prior to the motion being put to the vote. In the event that the proposer is unable to attend the Meeting a Member may move and speak on the motion on behalf of and with the approval of the absent proposer such approval having been communicated in writing to the Club Manager prior to the commencement of the Meeting. Other Members may only speak once to the motion and then for a maximum period of four minutes unless otherwise allowed by the Chairperson.

This shall not prevent any Members from raising a point of order. Except as herein stated, standing orders of the Legislative Council of Western Australia shall apply.

**(g) Absentee Voting:**

Any Member qualified to vote who cannot attend a General Meeting at which voting is involved, may apply to the Club Manager for an 'absentee voting form'. This form, when duly completed must be sealed in its envelope and be deposited with the Club Manager before the start of the General Meeting at which the vote is to be taken. The Club Manager will record the names of Members receiving absentee voting papers and hand this list, and such sealed envelopes as are returned by the due time, to the appointed scrutineer(s).

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(h) **Declaration of interest:**

There is no requirement that any Member present at a General Meeting (including any Flag Officer or Member of any Committee) must declare any personal interest in any matter being considered or to be voted upon at that Meeting but the Chairperson must, prior to any vote being taken, inform the Meeting of any declaration of interest which has been made by a Member of any Committee which has considered the matter to be voted upon.

10. **COMMITTEES**

(a) **General Provisions as to all Committees**

- (i) **Interest to be declared:** A Member, who is in any way personally interested in any matter being considered by a Committee, shall declare his interest at the Committee Meeting and the Minute Secretary shall record such declaration in the minutes of the meeting.
- (ii) **Circular Resolution:** A resolution approved by a majority of members of a Committee, including by counterpart and facsimile transmitted by electronic means, is effective and binding as if it were a resolution properly passed at a duly convened meeting of the Committee and is to be recorded in the Minutes of the next following Committee Meeting.
- (iii) **Minute Secretary:** The Chairperson of a Committee Meeting may nominate one of the Committee Members present or any other person (whether a Member or employee of the Club or not) as the secretary for the purpose of taking minutes of that Meeting. The nomination does not affect the voting entitlement of that person in any way.

(b) **General Committee:**

(i) **Operation**

(a) **Composition of General Committee:**

The General Committee shall consist of the following:-

Flag Officers, Treasurer and eight other voting Members, at least three of whom must be ordinary Members who engage in sailing who shall be elected by ballot at the appropriate general meeting.

(b) **Forfeiture of a Member from Committee:**

A Member failing to attend three (3) consecutive General Committee Meetings must present satisfactory evidence for not attending such meeting to the General Committee or shall automatically forfeit his/her seat. The General Committee may appoint a Member to fill any vacancy so caused.

(c) **Meetings and Minutes:**

(i) The General Committee shall meet regularly, at least 6 times per year and more often if necessary. Minutes of all resolutions and proceedings of such General Committee shall be entered in a book provided for that purpose.

(ii) If within half an hour from the time appointed for a General Committee Meeting a quorum of Committee Members is not present, the meeting is to stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum of Committee Members is not present within half an hour from the time appointed for the Committee Meeting, the Committee Members personally present will constitute a quorum and may transact the

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business for which the meeting was called.

- (iii) The General Committee may require any appointed Club Manager to attend any meeting of the General Committee or any other Committee. Attendance by the Club Manager at any meeting will be ex officio with no voting rights and subject to the direction of the chairperson of the meeting.
- (iv) Notice of each Committee Meeting must be given to each Committee Member at least 48 hours before the time of the Meeting and the following applies:
  - (a) the notice must state the date, time and place of the Meeting and must describe the general nature of the business to be conducted at the Meeting;
  - (b) unless paragraph (c) applies, the only business that may be conducted at the Meeting is the business described in the notice;
  - (c) urgent business that has not been described in the notice may be conducted at the Meeting if the Committee Members at the Meeting unanimously agree to treat that business as urgent.
- (v) The procedure to be followed at a General Committee Meeting must be determined from time to time by the General Committee.
- (vi) The order of business at a Committee Meeting may be determined by the Committee Members at the Meeting.
- (vii) A Member or other person who is not a Committee Member may attend a Committee Meeting if invited to do so by the Committee.
- (viii) A person invited under paragraph (vii) to attend a Committee Meeting:
  - (a) has no right to any agenda, minutes or other document circulated at the Meeting;
  - (b) must not comment about any matter discussed at the Meeting unless invited by the Committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the Meeting.
- (ix) A motion is carried at a Committee Meeting only if a majority of the Committee Members present at the Meeting vote in favour of the motion.

## **(ii) Powers and duties of the General Committee**

- (a) Subject as herein provided the General Committee shall:
  - (i) have the general oversight and powers of management of the affairs of the Club; and
  - (ii) without limitation to paragraph (i), have the power to and be responsible to set the policies, directions and targets of the Club according to all lawful practices in the interests of its Members and having due regard to the safety of Members, staff and visitors and proper environmental management; and
- (b) The General committee is empowered to commit to within 120% of the approved capital budget before it is required to seek approval from Members for a new budget, unless it relates to an issue of safety or other such emergency in which case it will be reported to Members at the next general meeting, and
- (c) Shall have the authority over all standing Committees, and
- (d) Shall have the power to delegate to any person employed in the management of the

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Club any of the duties or obligation of the Honorary Treasurer or any other elected officer, and

- (e) Shall have the power to appoint sub-committees in accordance with the provisions of Rule 10(c); and
- (f) Shall have the power to engage persons as employees of the Club as to which the following applies:
  - (i) Employees are to be engaged according to budgets previously approved by the General Committee or at a General Meeting;
  - (ii) there is to be a specified written job description for each employee position which is to include provision for reporting to a specified Committee or Officer of the Club and for at least annual performance reviews;
  - (iii) employment of personnel will be subject to any general Club employment conditions which may be issued or approved by the General Committee from time to time.

## **(c) Sub-Committees:**

- (i) All sub-committees of the Club shall be subordinate to the General Committee and all duties and powers herein contained are always subject to the control of the General Committee, and may be increased, limited or cancelled by the General Committee from time to time.
- (ii) The General Committee shall appoint the following subcommittees whose Members and chairs shall be subject to approval of the General Committee and which shall otherwise be constituted and have the powers and responsibilities set out in this Constitution:
  - (a) House Committee
  - (b) Sailing Committee
  - (c) Power Yacht Committee
  - (d) Dinghy Committee
  - (e) Pens & Moorings Committee
  - (f) Social Committee
  - (g) Long Term Planning Committee
  - (h) Management Review Committee

and may appoint such other sub-committees as deemed necessary from time to time subject to the General Committee's powers of delegation of its duties and responsibilities. The Commodore and Vice Commodore shall be ex officio at all Sub-Committee Meetings unless otherwise determined by the General Committee.

## **(d) House Committee:**

The House Committee shall consist of at least one Flag Officer and three Members of the General Committee appointed by that body, one of whom shall be Treasurer. It shall meet at least once a month and shall exercise the following powers:

- (i) To supervise and control the Club premises and employees if and as directed by the General Committee.

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- (ii) To hear complaints against any Club Members and to consider recommendations and suggestions concerning the Club House.
- (iii) To submit to the General Committee for approval, any proposed changes to the Constitution, Rules and By-laws for the guidance of Members in the use or operation of the Club premises.
- (iv) To certify all accounts of the Club and report thereon to the General Committee.
- (v) To requisition the General Committee for supplies and services for the use of the Club.
- (vi) From time to time it may add to the number of persons on the Committee.

## **(e) Sailing Committee:**

The Sailing Committee shall consist of at least one Flag Officer and two Members of the General Committee appointed by that body. Each Member of the Sailing Committee must have a practical and theoretical knowledge of sailing and yacht racing.

The Sailing Committee shall exercise the following duties and powers:

- (i) To control all yacht races and all yachts competing therein and manage all yachting affairs of the Club.
- (ii) To decide all questions, disputes and protests arising under the sailing rules and regulations of the Club in Club or Club controlled races. All decisions made by the Sailing Committee after this sub-clause shall be final unless written application, made within ten days of the date of such decision, is made by either of the parties interested to the appropriate Authority.
- (iii) To advise the General Committee on all matters affecting to the interest of Members engaged in sailing, and may replace its vacancies or increase its numbers, subject to the approval of the General Committee.
- (iv) May appoint from amongst its number, a Sailing Captain who shall deputize for and assist the Rear Commodore-Sailing in the operation of the Sailing Committee.

## **(f) The Power Yacht Committee:**

The Power Yacht Committee shall consist of at least one Flag Officer and two Members of the General Committee appointed by that body. Each Member of the Power Yacht Committee must have a theoretical knowledge of Power Yacht handling and Power Yacht racing. The Power Yacht Committee shall exercise the following duties and powers:

- (i) To control all Power Yacht races and all Power Yachts competing therein and to manage all power yachting affairs of the Club.
- (ii) To decide all questions, disputes and protests arising out of Power Yacht Racing Rules and Regulations of the Club. All decisions made by the Power Yacht Committee under this subclause shall be final unless such matter falls within the provisions of the Competition Rules of the appropriate authority.
- (iii) To advise the General Committee on all matters affecting the interests of Members engaged in power yachting.
- (iv) May appoint from amongst its number, a Power Yacht Captain who shall deputize for and assist the Rear Commodore-Power in the operation of the Power Yacht Committee.



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## (g) Dinghy Committee:

The Dinghy Committee shall consist of the Rear Commodore-Dinghies and one Member of the General Committee appointed by that body. Each Member of the Dinghy Committee must have a practical and theoretical knowledge of sailing and yacht racing. The Dinghy Committee shall exercise the following duties and powers subject to approval by the Sailing Committee:

- (i) To control all Dinghy races and all yachts competing therein and manage all dinghy racing affairs of the Club.
- (ii) To advise the General Committee on all matters affecting the interest of Members engaged in dinghy sailing and may replace its vacancies or increase its numbers, subject to the approval of the General Committee.
- (iii) To conduct training in dinghy sailing.
- (iv) May appoint from amongst its number, a Dinghy Captain who shall deputize for and assist the Rear Commodore-Dinghies in the operation of the Dinghies Committee.

## (h) Pens & Moorings Committee:

The Pens & Mooring Committee shall consist of at least one Flag Officer and two other Members of the General Committee. with a fair representation of sail, power and dinghy Member interests as determined by the General Committee.

The Pens & Moorings Committee shall exercise the following duties and powers, except to the extent that they are at any time the responsibility of an Club Manager by reason of inclusion in that person's job description or by any written delegation or direction by the General Committee:

- (i) manage the operation of pens, moorings, hard-standing and racks;
- (ii) provide recommendations to the General Committee for the allocation of those facilities;
- (iii) where directed by the General Committee, manage the repairs and maintenance of those facilities.

## (i) Management Review Committee:

The Management Review Committee shall consist of suitably experienced Members as determined by the General Committee from time to time with at least one member from the General Committee.

The Management Review Committee shall exercise the following duties and powers:

- (i) be responsible for the issue of instructions to key employees of the Club consistent with and subject to the provisions of their respective terms of employment and job description;
- (ii) conduct performance appraisals of key employees which shall include performance appraisal interviews conducted by no more than three members of the Committee
- (iii) attend to such other matters relating to general management of the Club and the Club's operations as the Committee may be directed in writing by the General Committee from time to time.

## 11. OCCUPANCY OF BOATING ACCOMMODATION

- (a) The General Committee shall cause a complete register of craft owned by the Club and by Members of the Club and occupying boating accommodation to be kept.
- (b) The General Committee shall maintain By Laws contained in a Boating Accommodation Guide to

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manage Club boating accommodation.

- (c) No craft can occupy boating accommodation unless the owner or part owner is a Member of the Club as defined in this Constitution.
- (d) No craft that is used wholly or partly for commercial purposes shall occupy Club boating accommodation.

## 12. DUTIES OF OFFICERS

Elected officers of the Club must abide by legislation, including Corporations law, State law, local authority law, Club Constitution, Rules & By-laws, and any code of practice adopted by the Club so as to enable the Club to meet its obligations for occupational health, safety and environmental management in the interests of the safety and comfort of Members, Club employees and the general public.

### (a) Commodore:

The Commodore shall be entitled to chair all General Meetings and General Committee Meetings where the Commodore is present and shall have the power at any time to instruct the Club Manager to call a Special Meeting of Members. The Commodore in consultation with and on behalf of the General Committee shall prepare and present a report to General Meetings describing the activities and operations of the Club for the preceding period and plans for the future.

### (b) Vice Commodore:

It shall be the duty of the Vice Commodore to assist the Commodore and in the absence of the latter to officiate in his stead.

### (c) Rear Commodore:

- (i) It shall be the duty of each Rear-Commodore to assist the Commodore and Vice-Commodore. In the absence of the Commodore or Vice-Commodore either Rear Commodore may, in the order of seniority as determined by the General Committee, officiate in their stead.
- (ii) The Rear Commodores are to be responsible for the chairing of their respective Committees for Sail, Power and Dinghies.

### (d) Honorary Treasurer:

It shall be the duty of the Honorary Treasurer:

- (i) To cause to be kept proper books of accounts which shall be submitted for examination by the Auditor at any time and to present to each meeting of the House Committee and the General Committee and at every General Meeting, as requested, detailed statements of accounts showing the condition of the Club's funds and property to date. Without limiting paragraph (v), all books and statements of account shall be open to inspection at any time by the Members of the House and General Committees.
- (ii) To present a list of Members in arrears with their subscriptions or fees at each General Committee Meeting.
- (iii) To prepare and produce for the approval of the General Committee for presentation to the Half-Yearly and Annual General Meetings:
  - (a) A Statement of Income and Expenditure for the period

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- (b) A Balance sheet as at the last day of the period,
- (c) A Bar Trading Account for the period.
- (d) An operating budget and capital expenditure forecast for the next twelve months; and
- (e) An update of the long-term financial plan
- (iv) To keep safe custody or control of the Common Seal of the Club as provided in clause 8(h)(iii).
- (v) To keep safe custody or control of all books (including books of account), records, documents and securities of the Club.
- (vi) To exercise a watchful supervision over all the financial transactions of the Club.

## **(e) Club Manager**

The Club Manager's duties shall be the general management and supervision of the operations of the Club and its employees as directed by the General Committee and as specified in the Club Manager's terms of appointment including the applicable job description.

## **13. SAFETY REQUIREMENTS**

The General Committee shall have the power to require all boats on the Club Register to conform with such safety and environmental requirements and regulations as are required by law and as may be prescribed from time to time by the General Committee.

## **14. MISCELLANEOUS**

### **(a) Amendment of Constitution:**

- (i) Subject to sub clause 14(a)(iv), this Constitution, and associated Rules, may be amended by a General Meeting of Members upon notice of any such amendment as a Notice of Motion being given to the Club for the attention of the Vice Commodore by no later than 12.00 noon on the day which is four weeks before the date of such meeting.
- (ii) A copy of any notice duly received under sub clause 14(a)(i) is to be displayed in a prominent place at the Club premises visible to all members and sent to all members by no later than 5:00 pm on the day which is 14 days prior to the date of the General Meeting at which the Notice of Motion is to be considered.
- (iii) No subsequent amendments shall be made to any proposed amendment to the Constitution or Rules before its submission to the Members at the General meeting for resolution, except for notice(s) of amendment to the Notice of Motion being given to the Club to the attention of the Vice Commodore in writing by no later than 12.00 noon on the day which is 14 days prior to the date of the General Meeting. A copy of the notice(s) of an amendment to the Notice of Motion will be displayed in a prominent place at the Club premises visible to all members and sent to all members by no later than 5:00 pm on the day which is 14 days prior to the date of the General Meeting.
- (iv) This Constitution may be amended by a special resolution being passed by a majority vote of not less than 75% of the Members present and entitled to vote at the Meeting and those approved absentee voters who have cast a legitimate vote in accordance with the provisions of sub clause 9(g) of this Constitution.
- (v) A General Meeting may, subject to this Constitution make or amend Rules binding upon all Members by a resolution being passed by a simple majority of the Members present and entitled to vote at the Meeting and those approved absentee voters who have cast a legitimate vote in accordance with the provisions of sub clause 9(g) of this Constitution.

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- (vi) Within one month after Members have voted to alter the Constitution of the Club, the Club Manager shall provide certified particulars of the change proposed to all relevant authorities having appropriate jurisdiction. No effect will be given to the change until it has received any necessary approvals from authorities and under the Act.

## **(b) Rules:**

- (i) Subject to sub clause 14(a), a General Meeting may, subject to this Constitution make rules binding upon all Members upon motion carried by a simple majority of voting Members present.
- (ii) Rules may be added to, amended or deleted as provided in sub clause 14(a).
- (iii) Within one month after Members have voted to alter a Rule of the Club, the Club Manager shall provide to the relevant authority overseeing club liquor licensing and incorporations, certified particulars of the change proposed. No effect will be given to the change until it has been approved by the director of the liquor licensing authority and pursuant to applicable legislation relating to incorporation of Associations where those approvals are required.

## **(c) By-Laws:**

The General Committee may, subject to this Constitution make By-Laws upon motion carried by a simple majority of Members present and voting at any General Committee Meeting.

## **(d) Inspection of records and documents**

- (i) This sub clause (d) applies to a Member who wants to inspect:
  - (a) the register of Members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of Committee Members, and other persons authorised to act on behalf of the Club, under section 58(3) of the Act; or
  - (c) any other record or document of the Club.
- (ii) The Member must contact the Honorary Treasurer to make the necessary arrangements for the inspection which is to take place at a time reasonable to the Member and the Club.
- (iii) The inspection must be free of charge.
- (iv) If the Member wants to inspect a document that records the minutes of a Committee Meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting, being available for inspection by members.
- (v) The Member may make a copy of or take an extract from a record or document referred to in paragraph (i)(c) but does not have a right to remove the record or document for that purpose.
- (vi) The Member must not use or disclose information in a record or document referred to in paragraph (i) except for a purpose:
  - (a) that is directly connected with the affairs of the Club; or
  - (b) that is related to complying with a requirement of the Act.
- (vii) The rights of a Member to inspect and take copies of records or documents as set out in this clause are subject to and limited by any law relating to privacy.

## **(e) Notices:**

All notices or other communications connected with this Constitution, including notices convening Committee meetings and General Meetings and Notices of Motion must, unless otherwise expressly

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provided in the applicable provision in this Constitution, be in writing and given as follows, and unless so given will be of no legal effect:

- (i) delivered by hand to the nominated address of the addressee;
- (ii) sent by prepaid post to the nominated postal address of the addressee; or
- (iii) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.

Any notice given to a Member under this Constitution must be sent or delivered to the Member's address as set out in the Register of Members referred to in clause 4(h), and if so given will be deemed to satisfy the delivery requirement set out in sub-clause (i).

## 15. INTERPRETATION OF CONSTITUTION

### (a) Questions of interpretation

Without limiting the operation of clause 16, any question arising out of the interpretation of this Constitution shall be referred for decision to the next General Meeting of Members or a Special Meeting called for the purpose.

### (b) References to the Act

In this Constitution a reference to the "Act" is a reference to the Associations Incorporation Act 2015 as may be amended or replaced from time to time.

## 16. DISPUTES, GRIEVANCE PROCEDURE

### (a) Terms used

In this clause 16:

*grievance procedure* means the procedures set out in this clause;

*party to a dispute* includes a Member who:

- (i) is a party to the dispute; and
- (ii) ceases to be a Member within 6 months before the dispute.

Responsible Officer means:

- (i) the Commodore; or
- (ii) if the Commodore is personally a party to the dispute, the Vice Commodore; or
- (iii) if the Commodore and the Vice Commodore are both personally parties to the dispute, the next most senior elected officer of the Club after the Vice Commodore who is not personally a party to the dispute.

### (b) Application of this clause

This procedure set out in this clause 16 (the grievance procedure):

- (i) applies to disputes which, without limitation, include:
  - (a) disputes between Members; or
  - (b) disputes between one or more Members and the Club; or
  - (c) a complaint by a Member against another Member written notice of which has been given to the Responsible Officer by the complaining Member; and
  - (d) the disciplining of a Member by the Club under clause 4(j).

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- (c) Parties to attempt to resolve dispute
- The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (d) How grievance procedure is started
- (i) If the parties to a dispute are have not resolved the dispute between themselves within the time period specified in sub clause (c), any party to the dispute may within a further 7 days start the grievance procedure by giving written notice to the Responsible Officer of:
- (a) the parties to the dispute; and
- (b) the matters that are the subject of the dispute.
- If no notice is given within the 7 day period the parties forfeit the right to use of this grievance procedure with respect to the particular dispute.
- (ii) Within 28 days after the Responsible Officer is given the notice, a General Committee meeting must be convened to consider and determine the dispute.
- (iii) The Responsible Officer must give each party to the dispute written notice of the General Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (iv) The notice given to each party to the dispute must state:
- (a) when and where the General Committee meeting is to be held; and
- (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the General Committee about the dispute.
- (v) If:
- (a) the dispute is between one or more Members and the Club or involves the disciplining of a Member; and
- (b) any party to the dispute gives written notice to the Responsible Officer within 5 days after the date notice is given by the Responsible Officer under paragraph (ii) stating that the party:
- (A) does not agree to the dispute being determined by the General Committee; and
- (B) requests the appointment of a mediator under sub clause (f), the General Committee must not determine the dispute.
- (vi) If a Member of the General Committee is a party to the dispute then:
- (a) subject to paragraph (vi)(b), the dispute shall be heard by those Members of the General Committee who are not party to the dispute, who shall for the purposes of this grievance procedure have the powers and authority of the General Committee;
- (b) if any party to the dispute gives written notice to the Responsible Officer within 5 days after the date notice is given by the Responsible Officer under paragraph (ii) stating that the party:
- (A) does not agree to the dispute being determined as provided in paragraph (vi)(a); and
- (B) requests the appointment of a mediator under sub clause (f), the dispute is not to be determined as provided in paragraph (vi)(a).

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- (e) Determination of dispute by the General Committee
  - (i) At the General Committee meeting at which a dispute is to be considered and determined, the Committee must:
    - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
    - (b) give due consideration to any submissions so made; and
    - (c) determine the dispute.
  - (ii) The General Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee Meeting at which the determination is made.
  - (iii) A party to the dispute may, within 14 days after receiving notice of the Committee's determination under paragraph (ii), give written notice to the Responsible Officer requesting the appointment of a mediator under sub clause (f).
  - (iv) If notice is given under paragraph (iii), each party to the dispute is a party to the mediation.
- (f) Mediation
  - (i) This sub clause (f) applies if written notice has been given to the Responsible Officer requesting the appointment of a mediator by a party to a dispute under:
    - (a) sub clause (d)(v)(b)(B);
    - (b) sub clause (d)(vi)(b)(B); or
    - (c) sub clause (e)(iii).
  - (ii) If this sub clause (f) applies, a mediator must be chosen or appointed under sub clause (g).
- (g) Appointment of mediator
  - (i) Subject to paragraph (ii), the mediator is to be a person chosen by agreement between the parties to the dispute.
  - (ii) If the parties to the dispute do not agree on a mediator within 14 days after the date notice is given to the Responsible Officer under sub clause (f)(i), then, subject to paragraphs (iii) and (iv), the General Committee must appoint the mediator.
  - (iii) The person appointed as mediator by the General Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
    - (a) a party to a dispute under sub clause (d)(v)(b)(B); or
    - (b) a party to a dispute under sub clause (e)(iii) and the dispute is between one or more Members and the Club.
  - (iv) The person appointed as mediator by the General Committee may be a Member or former Member of the Club but must not:
    - (a) have a personal interest in the matter that is the subject of the mediation; or
    - (b) be biased in favour of or against any party to the mediation.
- (h) Mediation process
  - (i) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
  - (ii) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

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- (iii) In conducting the mediation, the mediator must:
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (iv) The mediator cannot determine the matter that is the subject of the mediation.
- (v) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (vi) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (i) Inability to resolve a dispute

If a dispute is not resolved under the procedures set out in this clause 16 within 60 days after the date notice is given to the Responsible Officer under sub clause (f)(i) any party to the dispute may within a further 10 days apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law after which time the right to so apply under this grievance procedure lapses without prejudice to the party's rights at law or in equity.

## 17. DISSOLUTION OF THE CLUB

- (a) On the application made in writing to the General Committee by not less than 50 financial Members entitled to attend and vote at General Meetings, signifying their desire that the Club should be dissolved, a General Meeting shall be called to consider the question.
- (b) Notice of such meeting specifying the purpose for which it is called shall be posted on the notice board of the Club and sent to every Member entitled to vote at General Meetings or extraordinary General Meetings of the Club at least one calendar month prior to the date fixed for that Meeting.
- (c) At such meeting votes will be by secret ballot and no resolution to dissolve the Club shall be deemed to be carried except by special resolution being passed by the vote of not less than three fourths of the Members present and entitled to vote.
- (d) If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another incorporated association which has similar objects and which is not carried out for the purposes of profit or gain to its individual Members, and which association or club shall be determined by special resolution of the Members in the manner provided in sub clause (c). In the event a special resolution is not passed the surplus property must be distributed to a body which is permitted to take the distribution under the Act as determined by simple majority of the Members present at the Meeting.

## 18. CLUB PROPERTY

- (a) In this clause "**Eligible Voting Member**" means a Member who is eligible to exercise at least one vote at General Meetings.
- (b) No part of the freehold property of the club being Swan Locations 718 and P241 and being Lot 14 the subject of Diagram 78375, as described in the Title, 4 Victoria Avenue Claremont shall be sold or otherwise disposed of in part or whole unless so resolved at a Special General Meeting convened



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and held as follows:

- (i) The Members must be given at least 8 weeks' notice of the meeting.
  - (ii) The notice must specify that the Meeting is being convened under this clause.
  - (iii) The only business to be considered at the meeting is the proposed sale or disposal.
  - (iv) The quorum for the meeting is fifty percent of all Eligible Voting Members.
  - (v) The resolution can only be carried by an affirmative vote of at least seventy five percent of the Eligible Voting Members present.
- (c) If a quorum of Eligible Voting Members as set out in sub clause (b)(iv) is not present within half an hour of the advertised start time of the Meeting then, whether or not a quorum is subsequently achieved:
- (i) the Meeting is automatically deemed dissolved at the expiration of the half hour period and all proposed resolutions the subject of the notice convening the Meeting are deemed to have been abandoned;
  - (ii) without limitation to paragraph (c)(i), any motions purported to be put at the Meeting and any resolutions purported to be carried at the Meeting are deemed to be of no effect and do not bind the Club or any Member or other person; and
  - (iii) the proposed resolutions the subject of the notice convening the Meeting can only be put forward at a further Special General Meeting convened and held in accordance with sub clause (b).
- (d) This clause 18 applies in its terms notwithstanding anything else in this Constitution.