



# Rules of Association

Royal Freshwater Bay Yacht Club Inc.





## **Royal Freshwater Bay Yacht Club Inc.**

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**Founded 14 December 1896**

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**ABN 82 671 754 734**

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# Royal Freshwater Bay Yacht Club Inc.

## Rules of Club

### 1. Name

The name of the Club is Royal Freshwater Bay Yacht Club Inc.

### 2. Definitions and interpretation

#### 2.1 Definitions

In these rules, unless the contrary intention appears:

**Act** means the Associations Incorporation Act 2015 (WA).

**Annual General Meeting** means a meeting convened under rule 22.1(a).

**Annual Subscription Fee** has the meaning given to that term in rule 7.3(a).

**Appealing Member** has the meaning given to that term in rule 9.2(a).

**Associate Member** means a Member so described in item 1.7 of Schedule 1 having the rights set out in item 2(c) of Schedule 1.

**Auditor** means the auditor, if any, of the Club appointed under rule 29(b).

**Base Rate** for each Financial Year means:

- (a) the rate which is the average of the bid rates shown at or about 10.30 am (Sydney time) on page "BBSY" on the Reuters Monitor System on the first day of May; or
- (b) if that rate ceases to be quoted, the equivalent of that rate determined by General Committee, acting reasonably.

**Boat** means a boat, yacht or vessel, including any boat, yacht or vessel whether propelled by sail or power or other means.

**By-Laws** means the by-laws of the Club formulated by the General Committee under rule 20.1.

**Capital Works and Maintenance Committee** means the subcommittee as established under rule 19.1(b).

**Chairperson** means the chairperson for any General Committee Meeting under rule 18.4 or any General Meeting under rule 22.5.

**Chief Executive Officer** means the chief executive officer of the Club appointed under rule 15.1.

**Club** means the incorporated association referred to in rule 1.

**Club Facilities** includes the Marina and the Club Premises.

**Club Facilities Fees** means fees and charges determined by the General Committee under these Rules for use of the Club Facilities, including rental charges for use of the Marina, the Club's moorings hardstanding or boat storage facilities.



**Club Premises** includes the foreshore, grounds, buildings, sheds, hardstanding, slips, storage facilities and other areas located within the boundaries of any land owned or occupied by the Club.

**Commodore** means the person elected or appointed to the office of Commodore under these Rules.

**Country Member** means a Member so described in item 1.5 of Schedule 1 having the rights and restrictions set out in item 2(b) of Schedule 1.

**Distinguished Honorary Member** means a Member so described in item 1.9 of Schedule 1 having the rights set out in item 2(c) of Schedule 1.

**Entrance Fee** has the meaning given to it in rule 7.2(a).

**Fees** means the Annual Subscription Fees, Entrance Fees, Club Facilities Fees, Levies and any other fee, levy cost or charge imposed or charged by the Club, including in respect of goods or services provided by the Club.

**Finance Committee** means the subcommittee as established under rule 19.1(b).

**Financial Year** means each consecutive 12 month period commencing on 1 May and expiring on 30 April in the following calendar year.

**Flag Officer** means the flag officers as described under rule 11.2(b)(i).

**Foundation** means the RFBYC Foundation constituted under rule 21.

**Foundation Committee** means the subcommittee as established under item 3 of Schedule 2.

**General Committee** means the management committee of the Club known as the General Committee established under, and constituting the persons specified in, rule 11.

**General Committee Member** means a member of the General Committee under these Rules and includes an Officer and an Ordinary Committee Member.

**General Committee Meeting** means a meeting of the General Committee.

**General Meeting** means a meeting of the Members for the purpose of conducting the business of the Club and includes an Annual General Meeting and a Special General Meeting.

**Harbour Berthing Committee** means the subcommittee as established under rule 19.1(b).

**Honorary Treasurer** means the person elected or appointed to the office of Honorary Treasurer under these Rules.

**House Committee** means the subcommittee as established under rule 19.1(b).

**Junior Member** means a Member so described in item 1.8 of Schedule 1 having the rights and restrictions set out in item 2(b) of Schedule 1.

**Levy** means a levy or charge relating to Club Facilities or the Club's activities, and **Levies** has a corresponding meaning.

**Life Member** means a Member so described in item 1.2 of Schedule 1 having the rights set out in item 2(b) of Schedule 1.

**Liquor Act** means the *Liquor Control Act 1988* (WA).

**Long Term Planning Committee** means the subcommittee as established under rule 19.1(b).

**Marina** includes all jetties, pens, moorings and waters within the boundaries of the Club's river bed lease or any other waters occupied or controlled by the Club.

**Member** means a member of the Club and **Membership** has a corresponding meaning.

**Membership Committee** means the subcommittee as established under rule 19.1(b).

**Notice Period** has the meaning given to that term in rule 6.2(c)(ii).

**Nomination for Membership** has the meaning given to that term in rule 6.2(a).

**Objects** means the objects of the Club as set out in rule 3.1.

**Officer** means a person specified in rule 11.2(b).

**Offshore Committee** means the subcommittee as established under rule 19.1(b).

**Ordinary Committee Member** has the meaning given to that term in rule 11.2(a)(ii).

**Ordinary Member** means a Member so described in item 1.1 of Schedule 1 having the rights set out in item 2(a) of Schedule 1.

**Overdue** means, in relation to Fees, an amount that is due and owing and has not been paid within two months from the date of the statement from when the fee was first raised.

**Owner**, in respect of a Boat, means:

- (a) the legal or beneficial owner of the Boat; or
- (b) the charterer of the Boat (whether alone or with any other person).

**Patron** means a person elected for that purpose at an Annual General Meeting under rule 12.5.

**Power Committee** means the subcommittee as established under rule 19.1(b).

**Proposed Member** has the meaning given to that term in rule 6.2(a).

**Quarter** means each period of 3 months ending on 30 April, 31 July, 31 October and 31 January.

**Rear Commodore** means a person elected or appointed to the office of Rear Commodore under these Rules.

**Reciprocal Member** means a Member so described in item 1.6 of Schedule 1 having the rights set out in item 2(c) of Schedule 1.

**Register of Members** means the register of Members referred to in rule 10.

**Register of Boats** means the register of boats referred to in rule 24.

**Reviewer** means the reviewer, if any, of the Club appointed under rule 29(b).

**Rules** means these rules of the Club.

**Sailing Affiliate** means a Member so described in item 1.11 of Schedule 1 having the rights set out in item 2(d) of Schedule 1.

**Sailing Committee** means the subcommittee as established under rule 19.1(b).

**Special Member** means a Member so described in item 1.3 of Schedule 1 having the rights set out in item 2(b) of Schedule 1.

**Senior Member** means a Member so described in item 1.4 of Schedule 1 having the rights set out in item 2(b) of Schedule 1.

**Special General Meeting** means a General Meeting other than an Annual General Meeting.

**Special Resolution** means a resolution of the Club passed at a General Meeting by not less than 75% of the Members entitled to vote, present and voting at the General Meeting, of which written notice has been provided in accordance with rule 22.3.

**Spouse** means, in respect of a Member, another person who the Member was in a relationship with registered under any law or, although not legally married to the Member, lived with the Member on a genuine domestic basis in a relationship as a couple.

**Subcommittee** means a subcommittee of the General Committee established under rule 19.

**Temporary Member** means a Member so described in item 1.10 of Schedule 1 having the rights set out in item 2(e) of Schedule 1.

**Trustee** means a Member appointed under rule 32(a) as a trustee of the Common Seal of the Club.

**Vice Commodore** means the person elected or appointed to the office of Vice Commodore under these Rules.

**Vice Patron** means a person elected for that purpose at an Annual General Meeting under rule 12.5.

**Voting Member** means, subject to rule 9.3:

- (a) an Ordinary Member;
- (b) a Life Member;
- (c) a Special Member;
- (d) a Senior Member; and
- (e) a Country Member,

who has paid their Annual Subscription Fee and is entitled to vote at a General Meeting.

## 2.2 Interpretation

- (a) A reference to a statute includes its subordinate legislation and a modification, replacement or re-enactment of either.
- (b) A reference to a person includes a reference to an individual, a body corporate, a trust, a partnership, a joint venture, an unincorporated body or other entity.
- (c) A reference to a Member present at a General Meeting is a reference to a Member present in person, by technology.
- (d) A reference to a General Committee Member present at a General Committee Meeting is a reference to a General Committee Member present in person or by technology.

- (e) A reference to writing and written includes printing, electronic documents and other ways of representing or reproducing words in a visible form.
- (f) The singular includes the plural and vice versa.
- (g) The word *includes* and similar words are not words of limitation and do not restrict the interpretation of a word or phrase in these Rules.
- (h) A reference to a gender includes any gender.
- (i) If a period of time runs from a given date, act or event, then the time is calculated exclusive of the date, act or event.
- (j) A reference to a month means a calendar month.
- (k) Headings are used for convenience only and do not affect the interpretation of these Rules.
- (l) If a word or phrase is defined, then its other grammatical forms have a corresponding meaning.
- (m) A reference to **resolve**, **resolution** or **ordinary resolution** means a resolution (other than a Special Resolution) which is passed at a General Meeting by the majority of the Members who are present and entitled to vote, or at a General Committee Meeting by the majority of General Committee Members who are present and entitled to vote (as applicable).

### **3. Objects and Activities**

#### **3.1 Objects**

The objects of the Club are:

- (a) the encouragement and facilitation of sailing, boating and associated skills and activities;
- (b) to organise, hold and promote matches, races, regattas, competitions and events in connection with sailing and boating;
- (c) the provision of facilities for the promotion of social interaction between Members and their guests; and
- (d) to do all things incidental or conducive to the attainment of the above objects.

#### **3.2 Activities of the Club**

The Club must operate solely for the purpose of promoting and advancing the Objects. However, the Club is not required to promote all of the particular Objects at the same time or in any particular order and may, in its absolute discretion, determine the level and amount of promotion, funding or any other support which should be applied to any of the particular Objects at any given time.

### **4. Powers of the Club**

#### **4.1 General powers**

The Club has the powers conferred on it by the Act, including the power to:

- (a) invest any money of the Club not immediately required upon any terms and conditions as the General Committee determines;
- (b) give any security for the discharge of liabilities incurred by or obligations of the Club that the General Committee determines;
- (c) appoint agents to transact any business of the Club on its behalf, on terms approved by General Committee;
- (d) enter into any contract the General Committee considers necessary or desirable;
- (e) appoint, employ and dismiss any staff of the Club as required and on any terms and conditions as the General Committee determines;
- (f) raise, charge or impose Fees; and
- (g) do all other things that the General Committee deems to be necessary, incidental or conducive to the attainment of the Objects and the exercise of the above powers, including the power to exclude Members from the Club Premises or the Marina.

#### 4.2 **Power to appoint Patrons**

Without limiting the generality of the powers set out under rule 4.1, the Club has the capacity and power to appoint Patrons or Vice Patrons to the Club under rule 12.5, who shall not be members of the General Committee nor have any executive powers.

### **5. Property and income**

#### 5.1 **Members not to profit**

The property and income of the Club must be applied solely towards the promotion of the Objects of the Club and 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.

#### 5.2 **Remuneration**

Rule 5.1 does not prevent:

- (a) the payment in good faith of remuneration to any Member, officer, employee or agent of the Club or other person in return for services authorised by the General Committee and rendered to the Club;
- (b) the payment of interest at a rate not exceeding the Base Rate;
- (c) the payment of reasonable and proper rent for premises leased or let by a Member to the Club;
- (d) the payment of out of pocket expenses incurred by an authorised Member or other authorised person on behalf of the Club; or
- (e) the payment of out of pocket expenses incurred by a General Committee Member for travel and accommodation in connection with the performance of that General Committee Member's functions.

## 6. Membership

### 6.1 Categories of membership and Members' rights

- (a) Subject to these Rules and Schedule 1, a person is eligible to become a Member of the Club if they support the Objects and purposes of the Club.
- (b) The:
  - (i) classes of Membership;
  - (ii) qualifications and eligibility for admission to each class or status within a class; and
  - (iii) rights attached to being a Member in each class,are set out in Schedule 1.

### 6.2 Becoming a Member

- (a) Subject to rule 6.2(b), a person that is eligible to be an Ordinary, Reciprocal, Junior or Associate Member of the Club (**Proposed Member**) may apply to become a Member by submitting an application to the General Committee in such form as the General Committee determines (**Nomination for Membership**).
- (b) A Nomination for Membership must be proposed by one Voting Member and seconded by another Voting Member, who must each have been a Voting Member for at least 5 years.
- (c) A Nomination for Membership must:
  - (i) be tabled for acceptance at a General Committee Meeting as soon as practicable following receipt of the Nomination for Membership, and if a motion to approve the acceptance of the Nomination for Membership has been passed by 80% or more of the General Committee Members present and voting at the General Committee Meeting, the Nomination for Membership must be referred to Membership Committee for its recommendation in accordance with these Rules; and
  - (ii) as soon as practicable after the meeting of General Committee referred to in sub-rule 6.2(c)(i), be published on the Club noticeboard for not less than 26 days (**Notice Period**).
- (d) Any Voting Member may by notice in writing to the Chief Executive Officer during the Notice Period object to the approval of a Nomination for Membership. The CEO must give any notice received under this Rule to the General Committee and Membership Committee for its consideration as soon as practicable.
- (e) The Membership Committee must:
  - (i) consider a Nomination for Membership referred to it and any relevant objection received by it (if any); and
  - (ii) after expiration of the relevant Notice Period, make a recommendation to General Committee in respect of the Nomination for Membership.
- (f) The General Committee must, after receipt of a recommendation by Membership Committee, decide whether to approve or reject a Nomination for Membership, provided that a motion to approve a Nomination for Membership will only be passed if

80% or more of the General Committee Members present and voting at the relevant meeting of General Committee vote in favour of the motion.

- (g) If a Proposed Member is aged 17 years or less, General Committee may at the meeting referred to in rule 6.2(c)(i):
  - (i) dispense with the procedure specified in rules 6.2(d) to 6.2(f) (inclusive) in respect of the relevant Nomination for Membership; and
  - (ii) decide whether to approve or reject the Nomination for Membership, provided that a motion to approve a Nomination for Membership will only be passed if 80% or more of the General Committee Members present and voting at the relevant meeting of General Committee vote in favour of the motion.
- (h) The General Committee is not required to provide reasons as to why a nomination for Membership was rejected.
- (i) The Chief Executive Officer must enter a person's name in the Register of Members within 7 days after the later of:
  - (i) the date on which the General Committee approves the Proposed Member's Nomination for Membership; and
  - (ii) the date of receipt of the first instalment of the Entrance Fee payable by that Proposed Member.
- (j) A person's Membership takes effect when they are entered on the Register of Members.

## **7. Fees**

### **7.1 Fees**

The Members in General Meeting may:

- (a) require the payment of Fees by Members in the amounts and at the times as these Rules or the By-Laws prescribe;
- (b) set Fees in different amounts and payable at different times for each of class of Member; and
- (c) by notice to Members:
  - (i) extend the time for payment of Fees;
  - (ii) allow for payment of Fees by instalments or with discount; or
  - (iii) specify the method of payment of Fees.

### **7.2 Entrance fees**

- (a) Subject to this rule 7, the General Committee may determine the entrance fee to be paid by a person that applies to be a Member in a particular category of Member (**Entrance Fee**), provided that:
  - (i) a resolution proposing changes to the Entrance Fee shall be passed by a majority of not less than 75% of those General Committee Members present and entitled to vote at a General Committee Meeting; and

- (ii) the Entrance Fee for a particular category of Membership must not be less than the then current Annual Subscription Fee for that category of Membership.
- (b) If a person applies to become an Ordinary Member, and at the same time that person's Spouse applies to become a Member and one or more of their children also apply to become a Junior Member, they are entitled to a family discount to the sum of all Entrance Fee otherwise payable by all of them, in the amount of 20%, or such other amount as Voting Members in General Meeting otherwise resolve.
- (c) A person who:
  - (i) was an Ordinary Member, Junior Member or Associate Member for at least 2 years but ceased to be a Member; and
  - (ii) applies to become a Member no more than nine years after ceasing to be a Member,

is entitled to a discount to the Entrance Fee otherwise payable, calculated in accordance with the following table:

Period of time since ceasing to be a Member	Discount
Less than 1 year	90%
1 year or more but less than 2 years	80%
2 years or more but less than 3 years	70%
3 years or more but less than 4 years	60%
4 years or more but less than 5 years	50%
5 years or more but less than 6 years	40%
6 years or more but less than 7 years	30%
7 years or more but less than 8 years	20%
8 years or more but less than 9 years	10%

### 7.3 Annual Subscription Fees

- (a) The Annual Subscription Fees for a Financial Year for:
  - (i) Ordinary Members (aged 36 or more), will be determined by General Committee and approved by Voting Members at the Annual General Meeting; and
  - (ii) each other category of Member, will be equal to the following percentage of the Annual Subscription Fee for an Ordinary Members (aged 36 or more) for that Financial Year:



<b>Membership Type</b>	<b>Percentage of Ordinary Member (aged 36 or more) Annual Subscription Fee</b>
<i>*Note: An age specified in this table is determined as at the commencement of a Financial Year.</i>	
Junior (aged 16 or less)	10%
Junior (aged 16 – 17)	12.5%
Ordinary (aged 18 – 20)	25%
Ordinary (aged 21 – 24)	40%
Ordinary (aged 25 – 27)	50%
Ordinary (aged 28 – 30)	60%
Ordinary (aged 31 – 35)	70%
Ordinary (aged 36 or more)	100%
Senior	50%
Associate	10%
Country	35%
Reciprocal	55%
Special	25%
Sailing Affiliate	10%
Life	0%
Honorary	0%
Distinguished Honorary	0%

- (b) Each Member must pay to the Club the Annual Subscription Fee on such date or dates as the General Committee determines.
- (c) Unless the General Committee determines otherwise, a Member that is a Member as at 1 May in a Financial Year:
- (i) is liable for the full year's Annual Subscription Fee for that Financial Year; and
  - (ii) is not entitled to a refund or credit for or pro-rata reduction of Annual Subscription Fee paid by the Member if the Member ceases to be a Member during that Financial Year.
- (d) A person that becomes a Member after the commencement of a Financial Year must pay a pro rata amount of the full year's Annual Subscription Fee that is equal to the number of full months remaining in the Financial Year at the time the person becomes a Member (including the month during which the person becomes a Member).

#### 7.4 Levies

- (a) The General Committee may propose the amount and duration of each Levy to be paid by Members, provided that the relevant Levy is approved by Voting Members in General Meeting.
- (b) Each Member must pay to the Club each Levy on such date or dates as the General Committee determines.

#### 7.5 Club Facility Fees

- (a) The General Committee may propose the amount of all Club Facility Fees to be paid by each Member for use of the Club's Facilities, provided that the amount of each Club Facility Fee is approved by Voting Members in General Meeting.
- (b) Each Member must pay to the Club each Club Facility Fee on such date or dates as the General Committee determines.

#### 7.6 Unpaid Fees

- (a) Without limiting any other provision of this Constitution or the By-laws, and without limiting any right of recovery for unpaid Fees at law, the General Committee may resolve to expel or suspend a Member under rule 9 who has not paid the whole or any part of any Fee within 3 months after a written demand for payment has been issued to the Member.
- (b) Unless otherwise determined by the General Committee, a Member must pay to the Club an administration charge in the amount set out in the By-Laws, each month until the time of actual payment, on any Fees that remain Overdue.

### 8. Resignation and cessation of Membership

#### 8.1 Cessation of Membership

- (a) A Member ceases to be a Member, if:
  - (i) the Member dies;
  - (ii) the Member resigns as a Member by giving written notice of their resignation to the Club;
  - (iii) the Member becomes bankrupt or remains an undischarged bankrupt;
  - (iv) the Member is expelled from Membership of the Club under rule 9;
  - (v) in the case of an Associate Member, the:
    - (A) Associate Member's Spouse ceases to be a Member, other than by death;
    - (B) the Associate Member's Spouse notifies the Club that the Associate Member has ceased to be the Spouse of the relevant Member; or
    - (C) General Committee reasonably determines that the Associate Member has ceased to be the Spouse of the relevant Member;
  - (vi) in the case of a Distinguished Honorary Member:

- (A) when that person ceases to hold the office or appointment under which the person was elected a Distinguished Honorary Member; or
  - (B) when the General Committee resolves, by a two thirds majority (without notice or providing any reasons), to revoke their Distinguished Honorary Membership;
- (b) A person who ceases to be a Member under rule 8.1(a) remains liable to pay to the Club the amount of any Annual Subscription Fee and any other moneys due and payable by that person to the Club but unpaid at the date of the cessation.
  - (c) The Chief Executive Officer must remove a person from the Register of Members within 28 days of an event referred to in 8.1(a) occurring.
  - (d) A person's cessation of Membership takes effect from the date of the cessation event referred to in rule 8.1(a) occurring.

## **9. Suspension or expulsion of Members**

### **9.1 Decision of the General Committee**

- (a) Subject to this rule 9, the General Committee may suspend or expel a Member from the Club by ordinary resolution at a General Committee Meeting, because of:
  - (i) the Member's material or persistent failure to comply with these Rules, the By-Laws or a code of conduct adopted by the General Committee;
  - (ii) a Member's failure to pay the whole or any part of any Fee within 3 months after a written demand for payment has been issued to the Member;
  - (iii) the Member's behaviour or conduct is, in General Committee's opinion, calculated in any manner to impair or effect the enjoyment of the Club by other Members;
  - (iv) the Member's conduct which is prejudicial or detrimental to the Objects or the interests or reputation of the Club.
- (b) The General Committee must give a Member who is the subject of a proposed resolution under rule 9.1(a) written notice of the proposed suspension or expulsion, specifying:
  - (i) the time, date and place of the General Committee Meeting at which the question of the suspension or expulsion will be considered; and
  - (ii) particulars of the Member's conduct which is the subject of the notice,not less than 21 days prior to the date of such General Committee Meeting.
- (c) Other than in the case of expulsion or suspension for non-payment by a Member of Fees or other moneys owing to the Club, a Member who is the subject of a proposed resolution under rule 9.1(a) may:
  - (i) make written representations (of a reasonable length) and provide these to the Club for circulation to the General Committee Members;
  - (ii) speak to the motion at the relevant General Committee Meeting; and

- (iii) elect to bring a support person, who is not a legal representative, to the relevant General Committee Meeting.
- (d) The Chief Executive Officer must give a copy of the representations referred to in rule 9.1(c)(i) to each General Committee Member
- (e) The General Committee must decide whether to suspend, expel or decline to suspend or expel the Member at the General Committee Meeting referred to in rule 9.1(a) and must communicate that decision to the relevant Member within 7 days after the decision is made at the General Committee Meeting.
- (f) Subject to the procedures specified in the By-Laws (if any), the General Committee may, on any terms it deems appropriate:
  - (i) withhold all or any of the Club's services or use of or access to the Club Facilities from a Member;
  - (ii) impose upon a Member any terms or conditions for the use of any of the Club's services or Club Facilities;
  - (iii) restrict access to some or all of the Club Premises;
  - (iv) suspend any Member for any period;
  - (v) impose a fine or other sanction on the Member; or
  - (vi) expel any Member from the Club.
- (g) A Member may be suspended for such period of time as the General Committee sees fit in its absolute discretion.
- (h) Subject to rule 9.2, a decision of the General Committee to suspend or expel a Member takes immediate effect.

## 9.2 Right of appeal

- (a) A Member who is suspended or expelled from Membership under rule 9.1(a) (other than in the case of expulsion or suspension for non-payment by a Member of Fees or other moneys owing to the Club) (**Appealing Member**) may appeal the decision, by providing written notice to the Club within 14 days after the day on which the decision to suspend or expel the Appealing Member is communicated to the Appealing Member under rule 9.1(e).
- (b) Upon receiving a notice under rule 9.2(a), the General Committee must give written notice to the Appealing Member, specifying the time, date and place of a General Meeting at which the question of the Appealing Member's suspension or expulsion will be considered by the Members, which must not be more than 3 months after receiving the notice.
- (c) The Appealing Member may:
  - (i) make written representations (of a reasonable length) and provide these to the Club for circulation to the Members;
  - (ii) speak to the motion at the relevant General Meeting; and
  - (iii) elect to bring a support person, who is not a legal representative, to the relevant General Meeting.

- (d) The Club must give a copy of the representations referred to in rule 9.2(c)(i) to each Member, unless those representations are defamatory.
- (e) The Members must at the relevant General Meeting confirm or set aside the decision of the General Committee to suspend or expel the Appealing Member.
- (f) If the Members set aside the decision of the General Committee to expel the Appealing Member, at the Chairperson's discretion the Members may determine that the Appealing Member be suspended in the alternative, and must determine the period of the suspension.
- (g) An Appealing Member's suspension or expulsion does not take effect unless and until the decision of the General Committee to suspend or expel the Appealing Member is confirmed or varied by a General Meeting, as the case may be, under rule 9.2(e) or 9.2(f).

### 9.3 Consequences of suspension

- (a) During the period of suspension of a Member's Membership under this rule 9, the Member:
  - (i) loses any rights (including voting rights) arising as a result of Membership, unless otherwise determined by the General Committee, provided that a suspended Member may enter the Club Premises and the Marina to effect urgent repairs or maintenance of a Boat of which the Member is an Owner; and
  - (ii) is not entitled to a refund, rebate, relief or credit of their Annual Membership Fee.
- (b) The General Committee may reinstate an expelled or suspended Member on any terms and at any time as the General Committee determines, including as a pre-condition, a requirement that all amounts due but unpaid by the expelled or suspended Member to the Club are paid.
- (c) When a person's Membership is suspended, the Chief Executive Officer must record in the Register of Members:
  - (i) that the person's Membership is suspended;
  - (ii) the date on which the suspension takes effect; and
  - (iii) the period of the suspension.
- (d) When the period of the suspension ends, the Chief Executive Officer must record in the Register of Members that the person's Membership is no longer suspended.
- (e) Nothing in this Rule limits the effect of any By-law or code of conduct adopted by the General Committee that may temporarily deny a Member access to any Club Premises or Club Facilities where that Member's behaviour has fallen short of acceptable standards as prescribed in the By-laws or code of conduct.

## 10. Register of Members

### 10.1 Maintaining a Register of Members

- (a) The Chief Executive Officer must maintain a Register of Members in accordance with the Act.

- (b) The Register of Members must include each Member's name and:
  - (i) residential address;
  - (ii) postal address; or
  - (iii) email address.
- (c) The Register of Members must be kept at a location determined by the General Committee.

## 10.2 Inspection of the Register of Members

- (a) A Member may request to inspect the Register of Members.
- (b) The Chief Executive Officer must make the Register of Members available for inspection upon such a request by a Member or as required by the Liquor Act.
- (c) Subject to rules 10.3 and 10.4, a Member inspecting the Register of Members may make a copy of, or take an extract from the Register of Members but is not entitled to remove the Register of Members for that purpose.

## 10.3 Copy of the Register of Members

- (a) A Member may make a request in writing to the General Committee for a copy or extract of the Register of Members.
- (b) The General Committee may require a Member who requests a copy of or extract from the Register of Members to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is directly connected with the affairs of the Club.

## 10.4 When using the information in the Register of Members is prohibited

A Member must not use or disclose the information in the Register of Members:

- (a) to gain access to information that another Member has deliberately denied them;
- (b) to contact or send material to the Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the General Committee; or
- (c) for any other purpose, unless the purpose:
  - (i) is directly connected with the affairs of the Club; or
  - (ii) is related to the administration of the Act.

## 11. General Committee

### 11.1 Management of the Club

- (a) The General Committee is vested with the management of the Club's affairs and the control of the funds and other property of the Club.
- (b) The General Committee may exercise all of the powers of the Club except those which must, under these Rules or the Act, be exercised by the Members at a General Meeting.

- (c) If, at any time, the Membership of the Club is less than 6 Voting Members, the General Committee may act only for the purpose of increasing the number of Members to a number sufficient to meet the minimum requirements of the Act.
- (d) Each General Committee Member must comply with any General Committee policies, governance rules and codes of conduct as developed by the General Committee.

## 11.2 Composition of General Committee

- (a) The General Committee consists of:
  - (i) the Officers of the Club elected or appointed under these Rules; and
  - (ii) a minimum of 5 and a maximum of 8 Voting Members elected or appointed under these Rules (**Ordinary Committee Member**).
- (b) The Officers of the Club will comprise:
  - (i) the Flag Officers, being:
    - (A) the Commodore
    - (B) the Vice Commodore;
    - (C) three Rear Commodores; and
  - (ii) the Honorary Treasurer.

## 12. Election of General Committee Members

### 12.1 Eligibility to be a General Committee Member

- (a) A person is only eligible for appointment as a General Committee Member if that person:
  - (i) is a Voting Member;
  - (ii) has been a Voting Member for at least 5 years;
  - (iii) is eligible to serve as a General Committee Member under the requirements of the Act, including section 39 of the Act; and
  - (iv) meets any additional eligibility criteria, qualification or experience requirements determined by the General Committee (if any).
- (b) Unless otherwise approved by the General Committee, a person is only eligible for appointment as a Flag Officer if they are an Owner or part Owner of a Boat registered on the Register of Boats.
- (c) Before being appointed to the General Committee, the General Committee may require that the person nominating for election sign a statutory declaration stating that they meet the eligibility requirements set out in this rule 12.1.

### 12.2 Nominations

A nomination for the position of a General Committee Member must:

- (a) be made in writing;

- (b) be proposed and seconded by two Voting Members;
- (c) state which General Committee Member position they are nominating for; and
- (d) be lodged with the Chief Executive Officer by a date and time fixed by the General Committee prior to the Annual General Meeting at which the nomination will be considered, which must be no less than 14 days prior to that Annual General Meeting.

### 12.3 Election of Officers and Ordinary Committee Members

- (a) At an Annual General Meeting:
  - (i) the Members may elect:
    - (A) each Officer; and
    - (B) such number of the Ordinary Committee Members as positions are vacant; and
  - (ii) the Chairperson must declare those successful persons to be duly elected as a General Committee Member.
- (b) Subject to casual vacancies arising and these Rules, half the total number of Ordinary General Committee Member positions must be filled at each Annual General Meeting.
- (c) The method of electing Officers and the Ordinary Committee Members and the procedure to be followed in conducting the election are to be set out in the By-Laws, including the method of voting and any security measures the General Committee considers necessary for the election.

### 12.4 Term of office

- (a) Subject to rules 13.3 and 14.1:
  - (i) an Officer holds office until the conclusion of the first Annual General Meeting following their election;
  - (ii) the first 4 Ordinary Committee Members elected by receiving the highest number of votes under clause 12.3 hold office until the conclusion of the second Annual General Meeting following their election; and
  - (iii) any other Ordinary Committee Member elected under clause 12.3 holds office until the conclusion of the first Annual General Meeting following their election.
- (b) Subject to rule 12.4(c), a General Committee Member is eligible for re-election.
- (c) An Officer must not hold office in the same Officer position for more than 3 consecutive years.

### 12.5 Election of Patrons and Vice Patrons

- (a) At an Annual General Meeting the Members may elect:
  - (i) a person nominated by the General Committee as Patron; and
  - (ii) one or more persons nominated by the General Committee as Vice Patrons, provided that the total number of Vice Patrons must not exceed five.
- (b) A Patron will hold office until the next Annual General Meeting or until resignation.



- (c) A Vice Patron will hold office until the next Annual General Meeting or until the Vice Patron ceases to be a Member or is removed by resolution at a General Meeting.
- (d) Any casual vacancy or vacancies may be filled at the next Annual General Meeting.

### **13. General Committee vacancies**

#### **13.1 Vacation of position**

The position of any General Committee Member will be vacated if the holder of that position:

- (a) resigns by notice in writing to the Club;
- (b) is incapacitated by or through sickness or injury to such an extent that the relevant person will not be able to resume that General Committee Member's role or function, in the manner in which he or she occupied immediately before he or she became incapacitated, as determined by General Committee; or
- (c) is no longer eligible to be a General Committee Member under rule 12.1;
- (d) is removed under rule 14; or
- (e) is absent for more than three General Committee Meetings in the same Financial Year, of which he or she has received notice, without a reason which is accepted by the Commodore.

#### **13.2 General Committee may act notwithstanding vacancy**

The General Committee may act notwithstanding a vacancy occurring in any position on the General Committee.

#### **13.3 Filling of vacant positions**

The General Committee may appoint any person who is eligible under rule 12.1 to fill a position on the General Committee that has become vacant under rule 13.1 or that remains vacant following an Annual General Meeting (including the appointment of an Officer) and that person holds office until the next Annual General Meeting following their appointment.

#### **13.4 Returning the books of the Club**

Within 14 days of ceasing to be a General Committee Member, the outgoing General Committee Member must transfer all relevant documents, records and assets of the Club in their possession, custody or control (if any) to the Club.

### **14. Removal of General Committee Members**

#### **14.1 Removal by Members**

- (a) At a General Meeting, the Voting Members may by Special Resolution:
  - (i) remove a General Committee Member from office, provided that at least 14 days' written notice of the proposed removal has been given to the relevant General Committee Member; and
  - (ii) elect a person who is eligible under rule 12.1 to fill the vacant position.

- (b) A person elected as a General Committee Member under rule 14.1(a)(ii), holds office for the remainder of the term which the General Committee Member they replaced would have served.

#### 14.2 Procedure

- (a) A General Committee Member who is the subject of a proposed resolution under rule 14.1 may:
  - (i) make written representations (of a reasonable length) and provide these to the Club for circulation to the Members;
  - (ii) speak to the motion at the General Meeting; and
  - (iii) elect to bring a support person, who is not a legal representative, to the relevant General Meeting.
- (b) The Club must give a copy of the representations referred to in rule 14.2(a)(i) to each Member.

### 15. Chief Executive Officer

#### 15.1 Appointment

The General Committee shall appoint a Chief Executive Officer who shall be responsible for the day to day management of the business and affairs of the Club and shall have the powers and undertake the responsibilities as determined and in the manner determined, by the General Committee.

#### 15.2 Terms of Appointment

The Chief Executive Officer shall be remunerated in such manner and in such amount as recommended by the Commodore and the Honorary Treasurer and approved by the General Committee.

#### 15.3 Duties of the Chief Executive Officer

Without limiting rule 15.1, the Chief Executive Officer has the following duties:

- (a) managing the day to day affairs of the Club;
- (b) co-ordinating the correspondence of the Club;
- (c) consulting with the Commodore regarding the business to be conducted at each General Committee Meeting and General Meeting;
- (d) preparing the notices required for General Meetings and General Committee Meetings and for the business to be conducted at General Meetings and General Committee Meetings;
- (e) unless another General Committee Member is authorised by the General Committee to do so, maintaining on behalf of the Club the Register of Members, and recording in the Register of Members any changes in the Membership, as required under the Act and these Rules;
- (f) maintaining on behalf of the Club an up-to-date copy of these Rules, as required under the Act;

- (g) unless another General Committee Member is authorised by the General Committee to do so, maintaining on behalf of the Club a record of the names and address of persons who are General Committee Members;
- (h) ensure that budgets are prepared, proper books of account are maintained and the required financial statements are submitted to each Annual General Meeting;
- (i) ensuring that any amounts payable to the Club are collected;
- (j) ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- (k) ensuring the safe custody of the books of the Club;
- (l) maintaining full and accurate minutes of General Committee Meetings and General Meetings; and
- (m) carrying out any other duty given to the Chief Executive Officer under these Rules or by the General Committee.

## **16. Duties of the Honorary Treasurer**

The Honorary Treasurer has the following duties:

- (a) to oversee the financial affairs of the Club, including to oversee the long term business and financial planning of the Club and its cashflows, and, together with the Chief Executive Officer, ensure that budgets are prepared, proper books of account are maintained and the required financial statements are submitted to each Annual General Meeting;
- (b) ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
- (c) ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- (d) coordinating the preparation of the Club's financial statements before their submission to the Annual General Meeting;
- (e) providing any assistance required by an Auditor or Reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 Division 5 of the Act; and
- (f) carrying out any other duty given to the Honorary Treasurer under these Rules or by the General Committee.

## **17. Commodore**

The Commodore has the powers and duties relating to convening and presiding at General Committee Meetings and presiding at General Meetings provided for in these Rules.

## **18. General Committee Meetings**

### **18.1 Meetings**

- (a) The General Committee will meet to conduct the Club's business as often as the Commodore, or in the Commodore's absence, the Vice Commodore determines,

provided that, unless otherwise determined by General Committee, the Committee must meet at least once every month.

- (b) Subject to these Rules, the General Committee Members present at a General Committee Meeting must determine the procedure and order of business to be followed at the General Committee Meeting.
- (c) The Vice Patrons may attend General Committee Meetings and speak, but not move, second or vote on any motion or be counted in a quorum.

#### **18.2 Notice of General Committee Meetings**

- (a) The Chief Executive Officer or such other person nominated and authorised by the General Committee is responsible for providing notice of General Committee Meetings.
- (b) The nominated person referred to in rule 18.2(a) must give all General Committee Members not less than 3 days' notice of every General Committee Meeting, except where all of the General Committee Members unanimously consent to shorter notice being given.

#### **18.3 Quorum**

- (a) A quorum of a General Committee Meeting is 5 General Committee Members, which must include 2 Flag Officers.
- (b) If a quorum is not obtained within thirty minutes of the time appointed for the General Committee Meeting (or such other period determined by the Chairperson), the General Committee Meeting will lapse.

#### **18.4 Chairperson of General Committee Meetings**

- (a) Subject to rule 18.4(b), at every General Committee Meeting the Commodore, or in the Commodore's absence the Vice Commodore, will preside as Chairperson of the General Committee Meeting.
- (b) In the absence of both the Commodore and the Vice Commodore, the remaining General Committee Members must elect a Flag Officer to preside as Chairperson.

#### **18.5 Voting at General Committee Meetings**

- (a) Every General Committee Member present at a General Committee Meeting has a deliberative vote.
- (b) Subject to rule 18.5(c), only those General Committee Members:
  - (i) personally present at a General Committee Meeting; or
  - (ii) using any technology consented to by a majority of General Committee Members,will be entitled to vote.
- (c) General Committee Members will be entitled to vote either personally (including by technology consented to by a majority of the General Committee Members at any General Committee Meeting) in respect of a proposal before the General Committee.

- (d) Unless otherwise required by these Rules, any resolution put forward at a General Committee Meeting must be passed by a majority of the General Committee Members present and voting at the General Committee Meeting.
- (e) The Chairperson does not have a casting vote.

**18.6 Conflict of interest**

- (a) A General Committee Member who has any material personal interest in a matter being considered at a General Committee Meeting must:
  - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the General Committee;
  - (ii) not be present while the matter is being considered at the General Committee Meeting or vote on the matter; and
  - (iii) disclose the nature and extent of the interest at the next General Meeting.
- (b) Rule 18.6(a) does not apply in respect of a material personal interest that:
  - (i) exists only because the General Committee Member is a member of a class of persons for whose benefit the Club is established; or
  - (ii) the General Committee Member has in common with all, or a substantial proportion of, the Members.

**18.7 Validity of acts of the General Committee**

All acts done at any General Committee Meeting, or by the General Committee, will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any General Committee Member or that any General Committee Member was disqualified, be valid as if such defect did not in fact exist or such General Committee Member was not disqualified, as the case may be.

**18.8 Use of Technology at General Committee Meetings**

- (a) The Club may hold a General Committee Meeting at 2 or more venues using any technology that gives the General Committee Members entitled to be heard at a General Committee Meeting, a reasonable opportunity to participate.
- (b) The General Committee Members may only withdraw their consent for the use of technology by a resolution of the General Committee at a General Committee Meeting.

**18.9 Minutes of General Committee Meetings**

- (a) Subject to rule 18.9(c), the Chief Executive Officer must cause proper minutes of all proceedings of every General Committee Meeting to be entered into a minute book within 30 days after the holding of each such General Committee Meeting.
- (b) The minutes referred to under rule 18.9(a) must contain:
  - (i) the names of all General Committee Members present and those whose apologies for non-attendance were accepted by the General Committee Meeting;
  - (ii) details of any material personal interest disclosed by a General Committee Member under rule 18.6(a)(i); and

- (iii) all resolutions made or passed by the General Committee at the General Committee Meeting.
- (c) If the Chief Executive Officer is not present at the General Committee Meeting, the General Committee must nominate and authorise a person to be responsible for complying with the requirements set out in rule 18.9(a) in relation to that particular General Committee Meeting.
- (d) The minutes created under rule 18.9(a) when approved at the next General Committee Meeting will be, until the contrary is proved, evidence that:
  - (i) the General Committee Meeting was duly convened and held;
  - (ii) all proceedings and resolutions recorded as having taken place at the General Committee Meeting did in fact take place; and
  - (iii) all appointments reported to have been made at the General Committee Meeting have been validly made.

#### 18.10 Circular Resolutions

- (a) Subject to these Rules and the Act, the General Committee may pass a circular resolution without a General Committee Meeting being held.
- (b) A circular resolution is passed if all of the General Committee Members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in rule 18.10(c) or 18.10(d). Unless the circular resolution specifies otherwise, the circular resolution takes effect when the last General Committee Member entitled to vote on the resolution signs or otherwise agrees to the resolution.
- (c) Each General Committee Member may sign:
  - (i) a single document setting out the resolution and containing a statement that they agree to the resolution; or
  - (ii) separate copies of that document, provided that the wording of the resolution is the same in each copy.
- (d) The Club may send a circular resolution by electronic means to the General Committee Members and the General Committee Members may agree to the resolution by sending an electronic reply to that effect.

### 19. Subcommittees

#### 19.1 Establishment of Subcommittees

- (a) To help the General Committee in the conduct of the Club's business, the General Committee may establish Subcommittees to advise on any matter relating to the Club. Each Subcommittee will have the role, duties and functions specified by the General Committee, which must not be inconsistent with these Rules.
- (b) Until otherwise determined by General Committee, the Subcommittees will comprise the following:
  - (i) Membership Committee;
  - (ii) Finance Committee;

- (iii) House Committee;
- (iv) Capital Works and Maintenance Committee;
- (v) Harbour Berthing Committee;
- (vi) Sailing Committee;
- (vii) Power Committee;
- (viii) Offshore Committee;
- (ix) Long Term Planning Committee; and
- (x) Foundation Committee.

(c) The General Committee may create and dissolve Subcommittees as it may determine.

## 19.2 **Composition and role of Subcommittee**

- (a) Unless inconsistent with these Rules, the General Committee may:
- (i) appoint and remove Subcommittee members (who may or may not be a Member), or make provision for the appointment and removal of Subcommittee members; and
  - (ii) specify that the Subcommittee consists of a single individual or a number of individuals.
- (b) Until otherwise determined by the General Committee:
- (i) the Commodore will ex-officio be a member of each Subcommittee; and
  - (ii) the Commodore shall appoint the chair of Subcommittees, who must be an existing member of the General Committee.

## 19.3 **Subcommittee decisions**

The opinion or decisions of a Subcommittee are recommendations only and do not bind the General Committee in any way.

## 19.4 **Subcommittee rules**

The General Committee may make and amend rules for conduct of meetings of each Subcommittee.

# 20. **By-Laws**

## 20.1 **By-Laws**

- (a) The General Committee has the power to make, adopt, amend or rescind By-Laws not inconsistent with these Rules, including By-Laws in respect of:
- (i) any matter of a nature authorised by these Rules to be capable of being the subject of a By-Law; and
  - (ii) any matter relating to:

- (A) rights, responsibilities and conduct of Members;
  - (B) procedures concerning nomination, voting on and election of General Committee Members;
  - (C) governance and management of the Club;
  - (D) policies, procedures, protocols and practices of the Club;
  - (E) access to the Club Premises;
  - (F) the use of Club Facilities; or
  - (G) the participation in Club events.
- (b) If a By-Law is inconsistent with a provision of these Rules, the provision of these Rules will prevail.

## 20.2 Adoption or amendment of By-Laws

- (a) A resolution proposing the making, adoption, amendment or rescission of the By-Laws must be passed by a majority of not less than 75% of those General Committee Members present and entitled to vote at a General Committee Meeting.
- (b) Within 7 days of the General Committee making, adoption, varying or revoking a By-Law, a copy of the By-Law (or its variation or revocation, as applicable) must be published on the Club's website or in a reasonably prominent location to inform Members.

## 20.3 Compliance

- (a) By-Laws will have contractual force and effect between a Member and each other Member, between the Club and the Members, and between the Club and each General Committee Member, in the same manner as if the By-laws had constitutional force and effect in their own right as if they were a Rule.
- (b) Members must comply with By-Laws.

## 21. RFBYC Foundation

- (a) The Foundation is the generic name ascribed to the "Special Purpose Accounts" and "Foundation Funds" within the books and accounts of the Club within the terms of this rule 21 and Schedule 2.
- (b) The rules relating to the management, control and governance of the Foundation are set out in Schedule 2.
- (c) Nothing in this rule 21 and Schedule 2 is intended to limit or exclude the powers, duties and responsibilities of the General Committee in relation to the affairs of the Foundation.

## 22. General Meetings

### 22.1 Annual General Meetings and Special General Meetings

The General Committee:



- (a) must convene an Annual General Meeting of the Club within the period required by the Act, and unless otherwise determined by the General Committee, must be held no later than 31 August each year;
- (b) may at any time convene a Special General Meeting of the Club; and
- (c) must give notice under rule 22.3 to convene a Special General Meeting of the Club, for the purpose which will be specified in the request, within 28 days of receiving a written request to do so signed by not less than 5% of the Voting Members, unless this percentage of Members is greater than the prescribed percentage under the Act, in which case the prescribed percentage under the Act will apply.

## 22.2 Rights of Members convening Special General Meeting

- (a) When a Special General Meeting is convened under rule 22.1(c):
  - (i) the General Committee must:
    - (A) provide notice to all Members of the Special General Meeting in accordance with rule 22.3; or
    - (B) ensure that the Members convening the Special General Meeting are supplied with the Register of Members in accordance with rule 10 for the purpose of convening the Special General Meeting; and
  - (ii) if clause 22.2(a)(i)(B) applies, the Members convening the Special General Meeting must convene and hold the Special General Meeting within 3 months of the date of their written request under rule 22.1(c) and at that Special General Meeting may only consider the business stated in the written request;
  - (iii) the Club must pay the reasonable expenses of convening and holding the Special General Meeting.
- (b) The business of a Special General Meeting must only consider business of which appropriate notice has been given. No item of business shall be dealt with at the Special General Meeting for which no notice has been given under the relevant notice of meeting.

## 22.3 Notice of General Meeting

- (a) A notice of every General Meeting must:
  - (i) be given to all Members at least 21 days prior to the date of the General Meeting;
  - (ii) state the time, date and place of the General Meeting and the particulars of the business to be transacted at the General Meeting, including (where applicable), any valid notices of motion that have been received (if any) and the wording of any proposed Special Resolutions, and the order in which the business is to be transacted;
  - (iii) contain details of the Club's voting procedures, including (if applicable) how to vote by post and electronic transmission; and
  - (iv) sent by prepaid post or by electronic transmission to every Member in accordance with each Member's contact details appearing in the Register of Members in accordance with rule 10.

- (b) Any notice of motion of any resolution (other than ordinary business specified in the notice of meeting) must be provided by a Member to the Chief Executive Officer no later than a date and time fixed by the General Committee prior to the Annual General Meeting, but in any case no fewer than 14 days prior to the Annual General Meeting.
- (c) As soon as practicable following receipt of a notice of motion, a copy of the notice of motion must be published on the Club noticeboard, on the Club's website or in a reasonably prominent location to inform Members thereof.
- (d) Subject to the Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid merely because a person does not receive notice of the meeting or the Club inadvertently does not give notice of the meeting to a person or there may be a non-material irregularity in the calling of the meeting or the notice of the meeting.

#### 22.4 Quorum

- (a) A quorum for a General Meeting is 35 Voting Members.
- (b) If a quorum is not obtained within thirty minutes of the time appointed for the General Meeting:
  - (i) in the case of a meeting convened pursuant to rule 22.1(c), the General Meeting will lapse; and
  - (ii) in the case of any other General Meeting, the General Meeting will be adjourned to a date and time as determined by the General Committee.
- (c) There will not be transacted at any adjourned General Meeting any business other than the business left unfinished at or on the agenda of the General Meeting which was adjourned.
- (d) When a General Meeting is adjourned for a period of 30 days or more, the Club must give notice under rule 22.3 of the adjourned General Meeting as if that General Meeting was a new General Meeting.

#### 22.5 Chairperson of General Meetings

- (a) Subject to rule 22.5(b), at every General Meeting the Commodore, or in the Commodore's absence the Vice Commodore, will preside as Chairperson of the General Meeting.
- (b) In the absence of both the Commodore and the Vice Commodore, or if they are unwilling to act, a Rear Commodore must preside as Chairperson. If no Flag Officers are present or willing to act, the meeting shall lapse.
- (c) The Chairperson may:
  - (i) with the consent of the General Meeting, adjourn any General Meeting from time to time and from place to place; and
  - (ii) impose reasonable time limits on the speakers on any motion.

#### 22.6 Voting at General Meetings

- (a) A Voting Member who is present at a General Meeting has a deliberative vote.
- (b) A Voting Member present at a General Meeting is not entitled to vote on any resolution:

- (i) while that Member is the subject of suspension under rule 9.3 or the Member's rights are under suspension under rule 9.3; or
  - (ii) if any Fees that are payable by that Member to the Club in accordance with these Rules are Overdue, as at the date of the General Meeting.
- (c) The Club must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Members where that person is not entitled to vote on that resolution, under these Rules.
- (d) Unless otherwise provided in these Rules or the Act, any resolution at a General Meeting will be carried by a simple majority of the Voting Members present on a show of hands.
- (e) In the case of an equality of votes on a resolution at a General Meeting, the Chairperson does not have a casting vote.
- (f) At any General Meeting, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minute book of the proceedings of the Club under rule 22.11, is conclusive evidence of the fact unless, during the General Meeting at which the resolution is considered, a poll is demanded in accordance with rule 22.6(g).
- (g) At a General Meeting, a poll may be demanded by the Chairperson or by three or more Voting Members present and, if so demanded, must be taken in such manner as the Chairperson directs.
- (h) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business pending the taking of the poll or the declaration of the result of the poll.
- (i) If a poll is demanded and taken under rule 22.6(g), a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (j) The Chairperson may, in the Chairperson's absolute discretion, permit amendments to a motion the subject of an ordinary resolution if the amendment is of a minor typographical nature or does not materially alter the substance or intent of the motion, as determined by the Chairperson.

#### **22.7 Objections to entitlement to vote**

- (a) An objection to the qualification of any person to vote at a General Meeting may only be made:
- (i) before that General Meeting, to the General Committee; or
  - (ii) at that General Meeting (or any resumed meeting if that meeting is adjourned), to the Chairperson of that meeting.
- (b) Any objection must be decided by the General Committee or the Chairperson of the General Meeting (as the case may be), whose decision, made in good faith, is final and conclusive.

#### **22.8 Auditor or Reviewer's right to be heard**

The Auditor or Reviewer (if any) is entitled to attend and be heard at a General Meeting on any part of the business of that meeting that concerns the Auditor or Reviewer (if any) in their professional capacity.

**22.9 Postponing or cancelling a General Meeting**

- (a) Subject to rule 22.9(b), the General Committee may change the venue for, postpone or cancel a General Meeting at its own discretion.
- (b) If a Special General Meeting is called under rule 22.1(c), the General Committee must not cancel it without the consent of the relevant Members.

**22.10 Annual General Meeting**

- (a) Every Annual General Meeting must consider the following business:
  - (i) the disclosure of the nature and extent of all material personal interests required to be disclosed under rule 18.6 (if any);
  - (ii) to receive reports and consider the financial statements made up to 30 April immediately preceding;
  - (iii) the appointment of a Patron and Vice Patrons;
  - (iv) the election of the General Committee;
  - (v) the appointment of an Auditor or a Reviewer as required by the Act;
  - (vi) any other business specified in the notice convening the Annual General Meeting; and
  - (vii) any other business as the Chairperson may in the Chairperson's absolute discretion permit.

**22.11 Minutes of General Meetings**

- (a) The Chief Executive Officer, or such other person nominated and authorised by the General Committee, must cause proper minutes of all proceedings of every General Meeting to be entered into a minute book within 30 days after the holding of each such General Meeting.
- (b) The minutes referred to under rule 22.11(a) must record:
  - (i) the names of all Members who attended the meeting;
  - (ii) details of any material personal interest disclosed by a General Committee Member at the General Meeting; and
  - (iii) all resolutions passed by the General Meeting.
- (c) The minutes created under rule 22.11(a) when approved by the General Committee, until the contrary is proved, evidence that:
  - (i) the General Meeting was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the General Meeting did in fact take place; and
  - (iii) all appointments reported to have been made at the General Meeting have been validly made.

## **23. Use of Club Facilities**

- (a) Unless the General Committee determines otherwise, only a Boat registered on the Register of Boats may use Club Facilities and utilise the Club's services.
- (b) The Owner of a Boat that occupies:
  - (i) a pen or mooring in the Marina; or
  - (ii) a hardstanding bay, dinghy rack or other storage area in the Club's Facilities, is expected to utilise that Boat in Club activities.
- (c) Subject to the rights and entitlements of each Member, only Voting Members or Junior Members may be allocated or use a hardstanding bay, dinghy rack or other storage area in the Club's Facilities, except with the General Committee's approval or for temporary use.

## **24. Register of Boats**

### **24.1 Maintain register**

- (a) The Club must maintain a Register of Boats.
- (b) The Register of Boats must include such other information prescribed by the By-Laws or the General Committee:

### **24.2 Registration**

- (a) The General Committee may, subject to rule 24.2(b), determine:
  - (i) whether an application for registration of a Boat on the Club's register of Boats will be approved; and
  - (ii) the form and content of the Register of Boats.
- (b) The General Committee must not accept a Boat for registration on the Register of Boats unless:
  - (i) the Owner of the relevant Boat is a Voting Member; or
  - (ii) in the case of a Boat with more than one Owner, one Owner of the Boat is a Voting Member and each other Owner is either an Ordinary Member, a Life Member, a Special Member, an Associate Member, a Senior Member, a Country Member, a Reciprocal Member or a Junior Member.

## **25. Club crest, flags and burgees**

- (a) The Club Crest is a red and yellow St Edward's Crown above a naval ceremonial belt with a buckle and the title 'Royal Freshwater Bay Yacht Club Inc.' superimposed on the belt. Inside the space formed by the belt is the Club Burgee above a silver fouled anchor.
- (b) The Club Flag, and the Club Burgee which is a pennant, are blue with a white cross with a red and yellow St Edward's Crown superimposed on the intersection.

- (c) The Commodore's Flag is a swallow-tail, blue with a white cross with a red and yellow St Edward's Crown superimposed at the intersection.
- (d) The Vice Commodore's Flag is similar to the Commodore's but with one white ball in the upper hoist.
- (e) The Rear Commodore's Flag is similar to the Commodore's but with two white balls, one in the upper hoist and one in the lower hoist.
- (f) The Past Commodore's Flag is similar to the Commodore's but with a white cross in the upper hoist.

## **26. Dispute resolution**

- (a) The dispute resolution procedure set out in this rule 26 applies to disputes arising under or in relation to these Rules between:
  - (i) a Member and another Member; and
  - (ii) a Member and the Club,except for a dispute regarding the expulsion of a Member (which must be resolved in accordance with rule 9).
- (b) The parties to a dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, arrange to hold a meeting in the presence of a mediator.
- (d) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (e) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (f) The mediator must not determine the dispute.
- (g) The mediation must be confidential and without prejudice.
- (h) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **27. Members bound by Rules and decisions of General Committee**

- (a) Each Member agrees to comply with these Rules.
- (b) Each Member is bound by the decisions of the General Committee.

- (c) The Act applies to the Club, and the Club and each of its Members must comply with the Act.

## **28. Liability and indemnity**

### **28.1 General Committee Members not liable**

To the extent permitted by law, no General Committee Member is liable for the acts of any other General Committee Member, or for any loss or damage or expense suffered or incurred by the Club, unless the same is caused by the General Committee Member's own wilful act, wilful neglect or wilful default.

### **28.2 Indemnification of the General Committee Members**

To the extent permitted by law, each General Committee Member is indemnified out of the funds of the Club against any losses, costs or expenses incurred by the General Committee Member in the discharge of the General Committee Member's duties, except where such losses, costs and expenses are incurred by the General Committee Member's own wilful act, wilful neglect or wilful default.

### **28.3 Limitations and Exclusions of Liability**

To the extent permitted by law:

- (a) each Member agrees not to commence proceedings in a court of law against the Club, a General Committee Member, or against an officer, employee or agent of the Club arising out of the performance by that person of his or her Club duties or functions without first abiding by the dispute resolution processes in rules 9 or 26 (as applicable);
- (b) each Member agrees that the liability of the Club, each General Committee Member, and the Club's officers, employees, agents or Members, to the Member, or to any person claiming by or through a Member, for any injury, death, loss or damage to persons or property, whether caused directly or indirectly by any act or omission of the Club, a General Committee Member or the Club's officers, employees or agents or Members, arising out of the performance or non-performance by that person of his or her Club duties or functions, shall be limited to the limits of insurance indemnity provided under any relevantly applicable policies of insurance:
  - (i) as are maintained by the Club, as determined from time to time by the General Committee, and the proceeds of which are available to indemnify the Club and any relevant General Committee Member, Club officer, employee, agent or Member in respect of the liability; and
  - (ii) as are required by the By-Laws or by law to be maintained by a Member, whether or not the liable Member has maintained such insurance cover.
- (c) the Club, each General Committee member, and the Club's officers, employees, agents or Members shall not be liable to a Member, or to any person claiming by or through a Member, for any injury, death, loss or damage to persons or property whether caused directly or indirectly by any act or omission of the Club, a General Committee Member of the Club's Officers, employees or agents or Members arising out of the performance or non-performance by that person of his or her Club duties or functions in excess of the limits of liability provided by sub-rule (b) above;
- (d) subject to sub-rule (b) above, Members and any other persons on or using the Club Facilities or services, or bringing property on to or allowing property to remain on the Club Facilities, or participating in any Club event or function, do so entirely at their own risk;

- (e) each Member agrees and acknowledges that:
  - (i) the Club makes no representation whatsoever as to the standard, suitability, safety, condition or state of repair of the Club Facilities or any service, facility or property provided by or belonging to the Club; and
  - (ii) each Member is responsible for ensuring that any person invited into the Club Facilities by the Member are made aware of the matter in sub-rule (d)(i) above.

#### **28.4 Indemnification or Contribution by Members in respect of Club Loss or Liability**

- (a) If the Club receives notice of a claim from a non-member it shall give notice of that claim to any Member from whom the Club may seek indemnity or contribution.
- (b) The Club shall not make any out of court settlement of an action or claim without the prior consent of each Member from whom the Club may seek indemnity or contribution, which consent shall not be refused unreasonably.
- (c) To the extent permitted by law, the provisions of the Western Australian Marine Act 1983 (WA) shall not apply to limit or remove any liability of a Member to the Club in any circumstances.

### **29. Auditor or Reviewer**

- (a) The Club must have its financial report for each Financial Year audited or reviewed in accordance with the provisions of the Act.
- (b) The Club must appoint an Auditor or Reviewer, as the case may be, in accordance with the provisions of the Act.

### **30. Inspection of records and documents of the Club**

In accordance with the requirements of the Act, a Member may inspect:

- (a) these Rules;
- (b) the Register of Members in accordance with rule 10.2; and
- (c) the record of General Committee Members in accordance with rule 15.3(g).

### **31. Notices**

#### **31.1 Service on Members or General Committee Members**

- (a) A notice under these Rules is deemed to be properly served if the notice is addressed and delivered to the Member in person, by pre-paid post or by email as per the details contained in the Register of Members.
- (b) The non-receipt of, or the omission to send to any Member or General Committee Member, any notice or other document required to be sent to a Member under these Rules does not invalidate any General Meeting or General Committee Meeting.

#### **31.2 Service on the Club**

A notice may be served on the Club by either email, post or personal delivery to the Chief Executive Officer or Commodore.



**31.3 Time for service of notice**

A notice is deemed to have been received by a Member or other person if:

- (a) personally delivered, on the day of delivery;
- (b) served by pre-paid post, on the day following that upon which it is posted;
- (c) if sent electronically, on the date that the electronic communication was sent.

**32. Executing documents**

- (a) The General Committee must appoint not less than three Members as Trustees of the Common Seal of the Club, who continue in office until resignation, ceasing to be a Member of the Club or cancellation of the appointment by the General Committee.
- (b) The Common Seal of the Club must be fixed by order of the General Committee in the presence of any two Trustees to such deeds, instruments and documents that must be executed under seal.
- (c) Despite rule 32(b), and subject to the General Committee's prior approval, the Club may execute a document if the document is signed by:
  - (i) the Commodore and the Vice Commodore; or
  - (ii) the Commodore and a person authorised by the General Committee.
- (d) The Chief Executive Officer must make a written record of each use of the Common Seal.
- (e) The Common Seal must be kept in the custody of the Chief Executive Officer or such other person authorised by the General Committee.

**33. Winding up of the Club or cancellation of incorporation**

**33.1 Resolution**

The Club may, by Special Resolution, resolve that its incorporation under the Act be cancelled, or that it be voluntarily wound up.

**33.2 Distribution of surplus property**

If, upon the cancellation of the incorporation or the winding up of the Club, there remains any property of the Club after satisfaction of all debts and liabilities of the Club, that property will be distributed to an entity of the type set out in the Act, which has similar objects of the Club's Objects and as determined by Special Resolution of the Club.

**34. Amendments to Rules**

- (a) The Club may, by Special Resolution, and in accordance with the Act resolve to amend these Rules.
- (b) Any amendment or repeal of these Rules or any new rules only has force or effect as set out under the Act.

## **35. Transitional Provisions**

### **35.1 Former Rules of the Club**

- (a) The adoption of these Rules will not affect anything done or permitted under the former rules of the Club, or any right or title accrued, or obligation or liability incurred, or duty or restriction imposed before the adoption of these Rules and will not interfere with the prosecution or affect the course or validity of any legal proceedings pending, or otherwise, under the former rules of the Club.
- (b) All previous acts and appointments which were legal and valid under these Rules, prior to the amendment or repeal of these Rules or under the former Rules (including the creation and appointment of members to any Subcommittee), will remain legal and valid.

### **35.2 Former resolutions and by-laws**

All resolutions of the General Committee and all by-laws made under the former rules of the Club and in force or current at the time of the adoption of these Rules are to continue in full force and effect and may be rescinded, amended or repealed by the General Committee at any time.

## Schedule 1 – Membership Classes and Rights

### 1. Membership classes

Membership of the Club consists of the categories specified below:

#### 1.1 Ordinary Member:

Subject to Item 1.8 of this Schedule 1, an Ordinary Member is a person:

- (a) aged 18 years or more;
- (b) that completes the Nomination for Membership and has complied with rules 6.2(a) and 6.2(b); and
- (c) elected by the General Committee in accordance with these Rules as an Ordinary Member.

#### 1.2 Life Member:

A Life Member is a Member:

- (a) aged 18 years or more; and
- (b) who has, in the General Committee's opinion, rendered special services to the Club; and
- (c) who is elected as a Life Member at an Annual General Meeting in accordance with these Rules.

#### 1.3 Special Member:

A Special Member is a Member:

- (a) aged 18 years or over;
- (b) who, in the General Committee's opinion, has given the Club meritorious service; and
- (c) who is elected by the General Committee in accordance with these Rules as a Special Member.

#### 1.4 Senior Member:

A Senior Member is a Member:

- (a) aged 60 years or more;
- (b) who has a combined age and number of years as an Ordinary Member or Country Member that is equal to or greater than 90 years; and
- (c) who applies to transfer to Senior Membership and is approved by the General Committee in accordance with these Rules as a Senior Member.

#### 1.5 Country Member:

A Country Member is a Member:

- (a) who has been an Ordinary Member for at least two years;
- (b) whose normal place of residence is at a particular time, and will remain for a period of 12 months after that time, more than 100 kilometres from the Perth GPO;
- (c) who will, in the opinion of the General Committee, be deprived of the regular use of the Club Facilities; and
- (d) who applies to transfer to Country Membership and is elected by the General Committee in accordance with these Rules as a Country Member.

**1.6 Reciprocal Member:**

- (a) A Reciprocal Member is a person:
  - (i) aged 18 years or over;
  - (ii) who is a full voting member of Claremont Yacht Club, Fremantle Sailing Club, Royal Perth Yacht Club of Western Australia, South of Perth Yacht Club, The Cruising Yacht Club of Western Australia or such other yacht clubs as determined by the General Committee as being a yacht club to which reciprocal membership should be offered;
  - (iii) that completes the Nomination for Membership and has complied with rules 6.2(a) and 6.2(b); and
  - (iv) who is elected by the General Committee in accordance with these Rules as a Reciprocal Member.
- (b) A Reciprocal Member that applies to become an Ordinary Member:
  - (i) must pay the applicable Entrance Fee in full, less the sum of all Annual Subscription Fees paid by that Member while a Reciprocal Member; and
  - (ii) must comply with the process specified in rule 6.2 in order to become an Ordinary Member.

**1.7 Associate Member:**

- (a) An Associate Member is a person:
  - (i) aged 18 years or over;
  - (ii) who is the Spouse or de facto partner of a Life Member, Special Member, Senior Member, Country Member or Ordinary Member;
  - (iii) that completes the Nomination for Membership and has complied with rules 6.2(a) and 6.2(b); and
  - (iv) who is elected by the General Committee in accordance with these Rules as an Associate Member.
- (b) An Associate Member that applies to become an Ordinary Member:
  - (i) must pay the applicable Entrance Fee in full, less the sum of all Annual Subscription Fees paid by that Member while an Associate Member; and
  - (ii) must comply with the process specified in rule 6.2 in order to become an Ordinary Member.

**1.8 Junior Member:**

- (a) A Junior Member is a person:
  - (i) under the age of 18 years; and
  - (ii) who is elected by the General Committee in accordance with these Rules as a Junior Member.
- (b) A Junior Member will upon becoming 18 years of age automatically become an Ordinary Member, without having to comply with the process specified in rule 6.2 or pay an Entrance Fee.

**1.9 Distinguished Honorary Member:**

- (a) A Distinguished Honorary Member is a person who either:
  - (i) holds the position or appointment of any one or more of the following:
    - (A) the Governor General of Australia;
    - (B) the Governor of the State of Western Australia;
    - (C) the Officer-in-Charge of the Navy, Army or Air Force in Western Australia;
    - (D) a flag officer of a yacht club affiliated with Australian Sailing Limited as determined by General Committee; or
    - (E) other offices or appointments as determined by the General Committee,and who is elected by the General Committee in accordance with these Rules as a Distinguished Honorary Member; or
  - (ii) possesses such qualities as in the opinion of the General Committee merits Distinguished Honorary Membership and who is elected at an Annual General Meeting as a Distinguished Honorary Member in accordance with these Rules.
- (b) A Distinguished Honorary Member:
  - (i) is not required to pay any Entrance Fee or subscription; and
  - (ii) is not required to comply with the process specified in rule 6.2 in order to become a Distinguished Honorary Member.
- (c) Unless otherwise determined by General Committee, General Committee must be given at least 7 days written notice of a person's nomination for election as a Distinguished Honorary Member.

**1.10 Temporary Members:**

- (a) A Temporary Member is a person who visits the Club on invitation:
  - (i) as a member of, or a person assisting, a team or crew contesting an event;
  - (ii) as a race officer, official or volunteer associated with an event;
  - (iii) to attend a training course or function held by the Club; or

- (iv) as otherwise determined by the General Committee or its delegate as a Temporary Member.
- (b) A Temporary Member:
  - (i) must not be a Temporary for more than 2 months;
  - (ii) is not required to pay any Entrance Fee or Annual Subscription Fee; and
  - (iii) is not required to comply with the process specified in rule 6.2 in order to become a Temporary Member.
- (c) Temporary Membership is also afforded to the visiting members of certain interstate and overseas clubs as agreed by the General Committee.

**1.11 Sailing Affiliates:**

- (a) A Sailing Affiliate is a person who:
  - (i) is aged 18 years or over;
  - (ii) participates in Club races under the Racing Rules of Sailing;
  - (iii) is not otherwise a Member of the Club in any other category;
  - (iv) is nominated for election as a Sailing Affiliate Member by a Voting Member; and
  - (v) is elected by the General Committee in accordance with these Rules as a Sailing Affiliate.
- (b) A person who applies to become a Sailing Affiliate:
  - (i) is not required to pay any Entrance Fee, but may be required to pay such other Fee prescribed by General Committee; and
  - (ii) is not required to comply with the process specified in rule 6.2 in order to become a Sailing Affiliate.

**2. Member rights and entitlements**

- (a) An Ordinary Member is entitled to attend, speak and vote at General Meetings and any other right conferred on Ordinary Members by these Rules or approved by resolution at a General Meeting.
- (b) Subject to these Rules, the following categories of Membership will have all the rights of an Ordinary Member:
  - (i) a Life Member.
  - (ii) Special Member
  - (iii) Senior Member;
  - (iv) Country Member; and
  - (v) a Junior Member.

- (c) Subject to these Rules, the following categories of Membership will have all the rights of an Ordinary Member:
- (i) a Reciprocal Member;
  - (ii) an Associate Member; and
  - (iii) a Distinguished Honorary Member
- EXCEPT for the following rights:
- (iv) the right to vote at a General Meeting; and
  - (v) enter non-invitational Club races.
- (d) Subject to the Act, a Sailing Affiliate will not have any rights or entitlements in respect of Membership of the Club, other than to:
- (i) receive the notice of, and attend a General Meeting held during the period of their Membership; and
  - (ii) access the Club and use the Club Facilities as crew on a Boat registered on the Register of Boats to participate in the Club's regattas, races or events.
- (e) Subject to the Act, a Temporary Member will not have any rights or entitlements in respect of Membership of the Club, other than to:
- (i) receive the notice of, and attend a General Meeting held during the period of their Membership; and
  - (ii) access the Club and use the Club Facilities for the regatta or event, or term, for which Temporary Membership is granted.
- (f) A Country Member:
- (i) will not be entitled to a pen or mooring in the Marina or a hardstanding bay, dinghy rack or other storage areas in the Club Facilities, unless the General Committee determines that vacancies exist and no other Voting Member will be disadvantaged by allocating a pen or mooring in the Marina or a hardstanding bay, dinghy rack or other storage areas to the Country Member;
  - (ii) must notify the Club as soon as the Country Member ceases to have a normal place of residence that is more than 100 kilometres from the Perth GPO; and
  - (iii) upon ceasing to have a normal place of residence that is more than 100 kilometres from the Perth GPO, must apply to transfer the Country Member's membership category to Ordinary Membership (and will become an Ordinary Member with effect from the date that General Committee approves that application).
- (g) A Reciprocal Member, Associate Member, a Distinguished Honorary Member will not be entitled to a pen or mooring in the Marina or a hardstanding bay, dinghy rack or other storage areas in the Club's Facilities, other than for temporary use as determined by General Committee;
- (h) A Junior Member will NOT:
- (i) be entitled to a pen or mooring in the Marina, unless otherwise determined by General Committee; or

- (ii) the right to vote at a General Meeting.



## Schedule 2 – The RFBYC Foundation

### 1. Definitions

In this Schedule 2, capitalised terms have the meaning given to them in rule 2 and, unless the contrary intention appears:

**Allocated Foundation Funds** means funds standing to the credit of the Special Purpose Accounts which, subject to satisfaction of the requirements of paragraph 2(d), have been resolved by the General Committee to be expended and applied to designated Eligible Activities, including any endowment funds forming part of Foundation Funds which the General Committee has resolved to become “expendable endowment funds” for designated Eligible Activities.

**Eligible Activities** means, as designated by the General Committee, initiatives of the Club of a significant capital works nature or otherwise forming part of longer term planning and development towards the Objects of the Club under rule 3.1, and also includes defined or designated purposes prescribed by a donor of Foundation Funds in the terms of paragraph 2(a)(ii) of this Schedule.

**Foundation Chair** has the meaning given in paragraph 3.4(b) of this Schedule.

**Foundation Committee** has the meaning given in paragraph 3.1(a) of this Schedule.

**Foundation Funds** means funds held in the Special Purpose Accounts, including any funds represented by the investment of such funds and all accretions to such funds, less any disbursements of Allocated Foundation Funds.

**Compliance Panel** means 3 current Members who formerly have held the position of Commodore of the Club and who are appointed by resolution of the General Committee. Each Compliance Panel member is to be appointed for a term of 5 years with eligibility to be re-appointed by the General Committee for a second term of 5 years. If a Compliance Panel appointee ceases to be a Member of the Club or retires from appointment as a Compliance Panel member, the General Committee may appoint a substitute who qualifies for appointment. The sole purpose of the Compliance Panel is to meet as necessary in order to fulfil the functions described in this paragraph 1 of this Schedule for the Compliance Panel.

**Resolution of the Compliance Panel** means a majority resolution of the Compliance Panel meeting together, with not less than 14 days written notice of meeting having been given by the Club, or by a Compliance Panel member, with a meeting quorum being not less than 2 Compliance Panel members.

**Special Purpose Accounts** has the meaning given in paragraph 2(a) of this Schedule.

### 2. Creation of Foundation Accounts

- (a) The Club must open special purpose ledger accounts (**Special Purpose Accounts**) in its books and records as follows:
  - (i) RFBYC – Foundation (NO.1 RESERVE) ACCOUNT for:
    - (A) the receipt of:
      - i. donations, bequests and fundraising amounts generally by the Foundation;

- ii. interest, dividends and revenue receipts and returns from the investment of Foundation Funds the subject of this No.1 Reserve Account;
    - iii. proceeds from the realisation or liquidation of Foundation investments made from this No.1 Reserve Account.
  - (B) the disbursement of:
    - i. investments made or acquired by the Foundation from this No.1 Reserve Account;
    - ii. proper and authorised expenses and fees incurred by the Foundation including with respect to investments made from this No. 1 Reserve Account;
  - (C) the disbursement of Allocated Foundation Funds,  
other than for receipts and payments which otherwise should be made to the RFBYC – Foundation (NO. 2 RESERVE) Account.
- (ii) RFBYC – Foundation (NO.2 RESERVE) Account for all receipts and disbursements of the nature as described in paragraph 2(a)(i)(A) for the RFBYC-Foundation (NO.1 RESERVE) Account, but where the initial source of the relevant funds are from a donation, bequest or grant which:
  - (A) prescribes that the relevant funds may only be applied and utilised for a defined or designated purpose;
  - (B) prescribes that the relevant funds are to be held by way of endowment without access, or with limited access to the capital; or
  - (C) prescribes similar constraints as mentioned sub-paragraphs (A) and (B) above,  
and in any of which cases:
    - (D) the Club shall open special purpose sub-ledger accounts for each such prescribed fund; and
    - (E) funds standing to the credit of such sub-ledger accounts may not be used or applied other than in the terms of the relevant prescription.
- (b) The Special Purpose Accounts shall be operated in compliance with the internal accounting controls of the Club established under the Rules provided that other than for the receipt and/or disbursement of funds in the terms of paragraph 2(a)(i)(A) or paragraph 2(a)(i)(B), including as those provisions may be incorporated into paragraph 2(a)(ii), such Special Purpose Accounts may only be operated to disburse Allocated Foundation Funds.
- (c) For the avoidance of doubt:
  - (i) Foundation Funds may not be used for general expenditure purposes of the Club;
  - (ii) although all Foundation Funds are general funds of the Club, they may only be used for Eligible Activities once such funds have been authorised under this Schedule 2 to be Allocated Foundation Funds;

- (iii) no interest will accrue or be payable by the Club on any credit or debit balances of the Special Purpose Accounts provided that all interest, dividends, returns and revenue receipts accruing from the investment of Foundation Funds will be allocated equitably to the relevant Special Purpose Accounts having regard to the source of the funds invested (between the No. 1 and the No. 2 Reserve Accounts, including any sub ledger accounts) and, as applicable, their relative credit balances at the relevant time(s).
- (d) Notwithstanding anything else in this Schedule 2, Foundation Funds may only become Allocated Foundation Funds (so as to become authorised for disbursement to Eligible Activities) if:
  - (i) the General Committee so resolves; and
  - (ii) there is a Resolution of the Compliance Panel confirming that in their bona fide opinion the proposed allocation of Foundation Funds is for designated Eligible Activities consistent with this Schedule 2; and
- (e) The Compliance Panel must pass a resolution in the terms of paragraph 2(c)(ii) if the proposed allocation of Foundation Funds is for designated Eligible Purposes consistent with this Schedule 2 and must notify the General Committee of its resolution promptly after being advised of the need for a resolution and in any event within 45 days thereof.
- (f) If there be a dispute between the Compliance Panel and the General Committee, which cannot be resolved by good faith negotiation and discussion within a reasonable time between the General Committee and the Compliance Panel as to whether a proposed allocation of Foundation Funds is for designated Eligible Purposes consistent with this Schedule 2, then at the cost of the Club, the General Committee or the Compliance Panel may refer the matter for independent expert determination to a Queen's Counsel or Senior Counsel appointed by the President (for the time being) of the Law Society of Western Australia, and the determination of such Queen's Counsel or Senior Counsel will be final and binding.

### **3. Foundation Committee**

#### **3.1 Foundation Committee**

- (a) A committee shall be established to support the activities of the Foundation (**Foundation Committee**)
- (b) The Foundation Committee is a subcommittee of the General Committee formed under rule 21 of the Rules, except that rule 19 of the Rules of the Club do not apply to the Foundation Committee other than expressly provided for in these provisions. For the clarity it is expressly stated that the Foundation Committee has no executive authority in its own right.

#### **3.2 The remit for the Foundation Committee**

- (a) The purpose and function of the Foundation Committee is to:
  - (i) provide advisory support and focus to the General Committee with respect to:
    - (A) long term and strategic fundraising; and
    - (B) investment of funds raised.
  - (ii) act in support of Club fundraising initiatives in connection with Eligible Activities;

- (b) For the sake of clarity, the purpose and function of the Foundation is intended to be discrete from other Club fundraising initiatives, including for example “Sailing Excellence”, “Travel Grants”, “Flag Officers Development Fund”. “ASF Grants” and otherwise.

### 3.3 Scope of Remit for Foundation Committee

- (a) The scope of the Foundation Committee’s remit will include, but not be limited to:
  - (i) frame and present to the General Committee a programme of fund raising initiatives to support Eligible Activities and to monitor and update such programmes;
  - (ii) organise and act in support of the solicitation of gifts and other fundraising initiatives to the Foundation from Members and others interested in the development of the Club;
  - (iii) frame an investment policy and performance measures applicable to the managed investment of Foundation Funds for approval of the General Committee;
  - (iv) consider and make recommendations to the General Committee as to the appointment of an investment manager or managers;
  - (v) recommend to the General Committee any investment of Foundation Funds within the terms of authority of an investment policy approved by the Foundation Committee;
  - (vi) liaising with the CEO with respect to the Club implementing and executing that General Committee approved investment strategy and any proposed or endorsed revisions to it.

### 3.4 Composition of the Foundation Committee

- (a) The members of the Foundation Committee shall be appointed, or re-appointed, by the General Committee and shall consist of:
  - (i) 2 Club Members who shall each be Vice Patrons or, if there are not 2 Vice Patrons able or willing to accept such appointments, then the appointment may be made by the General Committee from nominees proposed by Resolution of the Vice Patrons. It is contemplated that persons taking office under this paragraph shall have fundraising, financial, accounting and/or funds management/investment experience.
  - (ii) 2 other Club Members with financial, accounting, funds management/investment and/or fundraising experience.
  - (iii) the Club Commodore (ex officio);
  - (iv) the Club Honorary Treasurer (ex officio).
- (b) The chair of Foundation Committee (**Foundation Chair**) shall be appointed by the General Committee from the 2 appointees under paragraph 3.4(a)(i).
- (c) The Chief Executive Officer shall provide executive support and secretarial services to the Foundation Committee and shall attend Foundation Committee meetings at the invitation of the Foundation Chair.

- (d) The Foundation Chair may invite others to attend Foundation Committee meetings for specialist and expert advice on matters concerning administration of the Foundation and its affairs.
- (e) The General Committee shall consult with the Foundation Chairman concerning the membership of the Foundation Committee.
- (f) Subject to the following paragraphs, the period of appointment of each member of the Foundation Committee is the next Annual General Meeting following the member having served 2 years on the Foundation Committee.
- (g) Subject to paragraph 3.4(h) following, a retiring member of the Foundation Committee is eligible for re-appointment.
- (h) It is acknowledged that both reasonable continuity of tenure of office and succession planning are desirable attributes of sound governance. Accordingly, the duration of successive terms of renewal of appointment of a member of the Foundation Committee preferably is not less than 2 terms and preferably not more than 4 terms.
- (i) Vacancies of membership of the Foundation Committee, which occur within the term of office, shall be filled by the General Committee for the unexpired portion of the term provided that the appointment must satisfy the relevant criteria of paragraphs 3.4(a)(i) or 3.4(a)(ii), as appropriate, depending upon which paragraph the vacating member was originally appointed pursuant to.
- (j) The General Committee may, by written notice to the relevant Foundation Committee member, terminate the member's continuing office on the Foundation Committee provided that if the member be one appointed under paragraph 3.4(a)(i), then before do so, the General Committee must consult with the Vice Patrons at a meeting of the Vice Patrons duly convened by the Commodore pursuant to this paragraph, and with reasonable notice in writing of the meeting having been given.
- (k) The Foundation Chair shall oversee the operations and functions of the Foundation Committee and shall preside at Foundation Committee meetings.

### 3.5 Meeting Procedures

- (a) The Foundation Committee shall meet annually, or as otherwise required, on dates and times agreed by the members of the Foundation Committee, or as called by the Foundation Chair.
- (b) As far as possible, agendas and supporting papers shall be despatched a reasonable period in advance of the meeting.
- (c) A quorum shall comprise 4 members, at least 1 of whom must be a General Committee member and at least 1 of whom must be a member appointed under paragraph 3.4(a)(i).

### 3.6 Voting

- (a) Each member of the Foundation Committee including the Foundation Chair shall have one vote.
- (b) In the case of equality of voting the Foundation Chair shall have a casting vote in addition to his or her deliberative vote;
- (c) Notwithstanding paragraphs 3.6(a) and 3.6(b) above, but without prescription, the aspiration is for decisions of the Foundation Committee to be by consensus.

### 3.7 Minutes

- (a) Minutes of each meeting shall be recorded and distributed to each member of the Foundation Committee;
- (b) The minutes of each Foundation Committee meeting shall be submitted to the following meeting of the General Committee for noting;
- (c) The minutes of each Foundation Committee meeting shall be submitted to the next succeeding meeting of the Foundation Committee for their certification by the Foundation Chair as a fair record of proceedings.

## 4. Reporting

### 4.1 General

- (a) The Foundation Committee, through the Foundation Chair, shall provide a written report to the General Committee at least once per annum between annual reports under paragraph 4.2, and at such other times required by the General Committee. The report may include but not be limited to any material matters since the last annual report under paragraph 4.2 concerning:
  - (i) the operations and affairs of the Foundation;
  - (ii) Foundation Committee meetings and any resolutions passed and recommendations made;
  - (iii) any matters that the Foundation Chair has advised should be brought to the attention of the General Committee; and
  - (iv) any other matter reasonably required by the General Committee.
- (b) The Club will provide a copy of the report to the Compliance Panel.

### 4.2 Annual

- (a) The Foundation Committee, through the Foundation Chair, shall report at least annually to the General Committee summarising the Foundation Committee's activities during the year. The report must include:
  - (i) a strategic plan for the Foundation and its progress over the period of report;
  - (ii) a proposed annual budget for Foundation activities and performance against that budget;
  - (iii) details of all Foundation funding received and the acquittal process for any such funding received;
  - (iv) such other information reasonably required by the General Committee;
  - (v) such other information as the Foundation Committee may desire.
- (b) The Club will provide a copy of the report to the Compliance Panel. The General Committee will provide either a copy of the report, or a fair summary of the report, to the Club Members.

**4.3 Foundation Committee Rules and Protocols**

- (a) The Foundation Committee may promulgate rules and protocols referable to its remit including without limitation relating to:
  - (i) Foundation fundraising initiatives, policies and requirements;
  - (ii) Foundation prudential investment strategy;
  - (iii) establishing special purpose subcommittees (each chaired by a Foundation Committee member) to assist in the discharge of its remit, for example fundraising or investment, including drafting persons to assist any special purpose subcommittees in the discharge of its remit,

provided that:

- (b) copies of such rules and protocols must be promptly provided to the General Committee;
- (c) such rules and protocols must not be likely to bring discredit to the Club and must respect prudential investment and fundraising principles and protocols;
- (d) the General Committee, after due consultation with the Foundation Committee (if the Committee has material concern with such rules and protocols) and such consultation having failed to find consensus between the Foundation Committee and the General Committee with respect to such rules and protocols, has not exercised its power (hereby conferred) to veto such rules and protocols.

## Version Control

Version	Date	Revision
1.0	May 2019	New Rules of Association passed at SGM
1.1	July 2019	Replace old rule 28.3 (Limitation of Liability) with new 28.3 and 28.4. Alteration to Schedule 1 – 1.6 to clarify only “full voting” members of the Clubs specified may be Reciprocal members.