

*Celebrating
90 years*

East Fremantle
Yacht Club

ESTD. 1933



CONSTITUTION

2023

1. **NAME**

The name of the Club is "East Fremantle Yacht Club Inc."

2. **DEFINITIONS**

In this document the following words and phrases shall have the following meanings:

“Constitution” means this constitution of the East Fremantle Yacht Club Inc.

“Rule/s” and “sub-Rule/s” refers to a paragraph or sub-paragraph of this Constitution.

“by-laws”, “rules” and “regulations” mean respectively by-laws, rules and regulations made by the Executive Committee in accordance with the provisions of this or any previous constitution of the East Fremantle Yacht Club Inc.

“Act” means the Associations Incorporation Act of Western Australia.

“Club” means the East Fremantle Yacht Club Inc.

“General Manager” means:

- (a) the person contracted by the Executive Committee to be the General Manager of the Club; or
- (b) in the absence from time to time of a contracted General Manager, the delegate caretaker appointed by the Executive Committee to carry out the functions that would otherwise be carried out by a General Manager.

3. **OBJECTS**

The objects of the Club are: -

- (a) The encouragement of amateur yacht sailing, power boating and other sports, games and pastimes.
- (b) The encouragement of the study of seamanship, pilotage and navigation and the improvement in design of cruising and racing yachts, both power and sail.
- (c) The holding and arrangement of matches, races, regattas and competition in yachting and other sports, pastimes and games and the offering and granting of contributions towards the provision of prizes, awards and distinctions.
- (d) The promotion of social interaction between members of the Club and their guests and the provision of accommodation with all the usual privileges and advantages of a club for the purposes aforesaid.
- (e) The provision of accommodation for members and their guests upon premises for which the Club is the bona fide occupier and not for the purpose of making profits divisible amongst the members or any of them or in support of any object other than the accommodation of the members and their guests.
- (f) The affiliation with other kindred sporting associations.

4. **COLOURS**

The Club's Burgee or Flag shall be a white pennant with blue border and five-pointed blue centre star.

5. **POWERS**

The Club shall have the following powers:-

- (a) To purchase, take on lease or in exchange, hire or otherwise acquire and maintain any real or personal property and any rights and Privileges.
- (b) To erect, add to, improve, repair, pull down and rebuild buildings and other structures.
- (c) To sell, exchange, lease, mortgage, hire, dispose of, burn to account or otherwise deal with all or any part of the real and personal property of the Club.
- (d) To accept donations whether of real or personal estate and devices and bequests.
- (e) To borrow or raise or secure the payment of money in such manner as the Club thinks fit with power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the property real or personal both present and future, of the Club and to redeem or pay of any existing or future security.
- (f) To invest and deal with the moneys of the Club not immediately required for the purposes of the Club in such manner as may from time to time be determined.
- (g) To hold any property on any trusts.
- (h) To make gifts to any charitable object in accordance with the law of the State or for any other purpose approved by the Court.
- (i) To amalgamate, co-operate or affiliate with any other Club or Society having objects wholly or in part similar to those of the Club.
- (j) To appoint, employ and pay officers and employees and to dismiss or suspend any officer or employee.
- (k) To hold a Club Licence pursuant to the Liquor Licensing Act 1988 and any Amendments to that Act.
- (l) To sue.
- (m) To make by-laws, rules or regulations and other proceedings for the due maintenance and control of the Club and for regulating the control and conduct of persons in the employ of the Club.
- (n) To amend, rescind or add to the by-laws, rules or regulations of the Club so that any amendments or added by-laws, rule or regulation shall have the life force effect and authority as if originally included in these presents.

- (o) To do all such other lawful acts, matters and things as may be incidental to or be deemed to be conducive to the attainment of or execution of the foregoing objects and powers or any of them generally and/or otherwise to manage the Club.

6. MEMBERSHIP

- (a) Eligibility for Membership: Any person who supports the objects of the Club is eligible to apply to become a member.
- (b) Register of Members: The Club Register of Members shall be kept in accordance with the requirements of the Act and permanently located in the Club's administration office.
- (c) Categories of Membership:
The members of the Club shall be:-
 - (1) **Senior Members:** shall be any member who is over the age of eighteen years and who is not a Reciprocal, Associate, Honorary, Country or Life Member of the Club
 - (2) **Life Members:** Members over the age of eighteen years who have rendered special service to the Club and being recommended for "Life" Membership by a resolution passed at an Executive Committee Meeting and elected by a resolution passed at the next following Annual General Meeting PROVIDED THAT not more than two such life members shall be elected in any financial year. Confirmation of such a resolution will be passed by a secret ballot at the Annual General Meeting.
 - (3) **Country Members:** Members over the age of eighteen years whose ordinary place of abode is more than 80 kilometer's from the Club premises by the shortest route and who in the opinion of the Executive Committee are thereby deprived of the regular use of the Club's facilities.
 - (4) **Associate Members:** Members over the age of eighteen years who are entitled to exercise such of the privileges of the Club as may be provided by these Rules.
 - (5) **Reciprocal Members:** Members of such other Sporting Clubs as the Executive Committee may decide shall be admitted as Reciprocal Members provided that such members are financial members of and entitled to vote at a General Meeting of their Club (Reciprocal Association.)
 - (6) **Junior Members:** Members whose age is under eighteen years and who shall be entitled to exercise such to the privileges of the Club as may be provided by these Rules.
 - (7) **Honorary Members:** Persons possessing the qualifications set out in Rules 7 or 8 and elected in accordance with Rule 7(C).
- (d) Associate, Reciprocal, Honorary and Junior Members shall have all the privileges of a Senior Member except:-
 - (i) they shall not be an elected Member of the Executive Committee nor hold any office in the Club except as a Member of a Sub-Committee appointed by the Executive Committee nor propose or second new Members of any type nor

propose or second any candidate for Election to Office;"

- (ii) under no circumstances have the right to vote at any meetings of the Club; and
 - (iii) those privileges which the Executive Committee resolves, from time to time, to be restrictive privileges available only to those persons then or thereafter, within the class of Membership entitled to those restricted privileges.
- (e) Reciprocal Members shall have those privileges, being no greater than those of Associate Member of the Club, as the Executive Committee shall agree in writing, with the executive of a reciprocal association upon resolving to admit the members of that reciprocal association as Reciprocal Members of the Club.

7. ELECTION OF MEMBERS

A. SENIOR, COUNTRY, ASSOCIATE, RECIPROCAL AND JUNIOR MEMBERS.

- (a) Candidates for Membership must be proposed by either a financial Senior Member, Life Member, or Country Member of the Club and shall be seconded by any one of such members of the Club, on the printed form supplied by the Club, on which shall be stated the full names and address, the profession, occupation or status of the candidate.
- (b) The proposal shall be forwarded to the General Manager, who shall then cause the proposal form to be posted prominently on the Club's Main Noticeboard for not less than 14 days and at the expiration of such period the General Manager shall then submit the proposal to the next Meeting of the Executive Committee on a day to be notified.
- (c) A Candidates whose name has been so submitted may be accepted as a Member by vote by the Executive Committee, with one dissenting voice in five of the members present to exclude a candidate's membership.
- (d) The Executive Committee may appoint a Sub-Committee, the members of which shall include not less than one Executive Committee member, to make any further inquiries and report to the Executive Committee with respect to any candidates.

B. LIFE MEMBERS

- (a) The Executive Committee may recommend for Life Membership any member who, in the opinion of the Executive Committee (subject to Sub-Rule 6(c)(2)), has rendered special services to the Club.
- (b) Without notice any member of the Executive Committee may move at the Annual General Meeting of the Club next following such recommendation that such member be appointed a Life Member and if such motion be seconded and carried such member shall forthwith become a Life Member. The motion shall be put to the Annual General Meeting as an ordinary resolution and be determined by a secret ballot of those present and entitled to vote.

C. HONORARY MEMBERS

- (a) A person possessing the qualifications set out in Rules 8 or 9 may be elected as an Honorary Member at an Executive Committee meeting, by the vote of any two Executive Committee Members, who shall not be the proposer or seconder subject to the following conditions:-

- (i) The proposal is in writing signed by a Senior Member of the Club in a form setting out that such person is to the knowledge of the proposer and seconder eligible according to the Rules, to be elected as Honorary Member.
 - (ii) Notice thereof is posted on the Club's Main Noticeboard by the General Manager, with the date of such posting being marked thereon.
 - (iii) The person proposed as an Honorary Member is duly elected according to the Rules and
 - (iv) The candidate has been advised of such election.
- (b) No person shall be an Honorary Member for a period of longer than one month in any financial year except Honorary members possessing the qualifications set out in Rule 9 who may be elected at the discretion of the Executive Committee for a period not exceeding twelve months.
- (c) A person otherwise, eligible under Rule 8, shall not be elected as an Honorary Member if:-
- (i) Their usual place of residence is less than 30 kilometer's from the Club premises by the shortest route.
 - (ii) They have previously been elected as an Honorary Member during the period of three months immediately preceding the date of their nomination.
 - (iii) They are under 18 years of age.
- (d) The Executive Committee shall have the power in cases appearing to them to require it, to revoke the membership of any Honorary Member without notice or right of appeal.

8. QUALIFICATIONS FOR HONORARY MEMBERSHIP

CLASS 1

Persons possessing the following qualifications may be elected as Honorary Members for a period not exceeding one month:-

- (a) Flag Officers, Presidents and Secretaries of other Yacht Clubs and Sailing Clubs and Associations.
- (b) Members of Yacht and Sailing Clubs and Associations participating in interstate or overseas cruising or racing.
- (c) Persons of distinguished or public positions visiting the Club including Ministers of Religion.
- (d) Officers of the Navy, Army or Air Force of any Country including Australia visiting the State.

9. QUALIFICATIONS FOR HONORARY MEMBERSHIP

CLASS 2

Persons possessing the following qualifications may be elected to Honorary Membership for a period not exceeding twelve months:-

- (a) The office of the Governor-General for the time being of the Commonwealth or of Governor for the time being of the State.
- (b) Membership of the Senate or House of Representatives or of the Legislative Council or Legislative Assembly of Western Australia.
- (c) The office or Officer-in-Charge of the Navy, Army or Air force in Western Australia.
- (d) The offices of Senior Officers of any State Government Department and Local Authorities.

10. ASSOCIATE MEMBERS

An Associate Member shall be any member who is over the age of eighteen years and who is not a Reciprocal, Senior, Honorary or Life Member of the Club. An Associate Member may attend any General Meeting of the Club but shall not be eligible to vote and shall not be eligible to be elected an Officer of the Club, nor occupy a pen or club mooring.

11. JUNIOR TO SENIOR MEMBERS

Junior Members will be transferred to Senior Membership on the date of their 18th birthday. A Junior Member shall pay a Subscription equal to that of a Senior Member (with such rebate as the Executive Committee may determine) in the Membership year in which he/she attains that age but no additional Entrance Fee is payable on transfer of Membership and the privileges of Senior Membership shall apply only from the date of transfer of Membership.

12. ENTRANCE FEES AND SUBSCRIPTIONS

- (a) The members shall pay such entrance fees and subscriptions to the Club as shall from time to time be as annually determined by the Executive Committee.
- (b) The Executive Committee has the power to reduce any entrance fee or subscription for:
 - (i) Members engaged in educational courses or vocational training, precluding them from earning a regular income, shall upon application duly approved subject to an application thereof by the Executive Committee shall pay subscriptions at half the otherwise relevant annual subscription rate for the period thus approved.
 - (ii) Members whose continuous Club membership exceeds ten years receiving aged or invalid pensions payable by the Social Services Department or an old age or permanently unemployed pensions, payable by the Department of Veteran Affairs, who upon application duly approved by the Executive Committee shall pay a subscription of one-quarter of the otherwise relevant annual subscription, for the period thus approved.
 - (iii) Members who has completed twenty consecutive years of Senior Membership, on attaining 65 years of age, shall upon application duly approved by the Executive Committee pay a subscription of one-quarter of the otherwise relevant annual

subscription for a Senior Member.

13. METHOD OF PAYMENT

- (a) The entrance fee and first subscription shall be paid when the nomination is lodged with the General Manager, and all future subscriptions shall be due and payable prior to the 1st July in each and every year.
- (b) The first subscription for all members with the exception of reciprocal members shall be calculated on the following basis:-
 - i) Applications received in July to September – 100% of the annual subscription.
 - ii) Applications received in October to December – 75% of the annual subscription.
 - iii) Applications received in January to March – 50% of the annual subscription.
 - iv) Applications received in April to June – 25% of the annual subscriptions.
- (c) The first subscription for reciprocal members shall be 100% of the annual subscriptions.

14. COMMENCEMENT AND CESSATION OF MEMBERSHIP

- (a) A person shall commence to be a member of the Club upon notification of acceptance by the Executive Committee and on payment of any associated fees.
- (b) A member shall cease to be a member of the Club:-
 - (i) On written resignation, death, being an enemy alien in time of war, or on ceasing to owe allegiance to the Crown or, at the discretion of the Executive Committee, on conviction for any indictable criminal offence.
 - (ii) On being suspended or expelled according to Rule 15 for failing to observe any Rule, by-law, rule or regulation of the Club.
 - (iii) On being suspended or expelled according to Rule 15 for being, in the opinion of the Executive Committee, guilty either in or out of the Club of conduct derogatory to the character of a good citizen, or prejudicial to the interests of the Club, or calculated in any manner to impair or affect the enjoyment of the Club by the members.
- (c) Should any member's subscription or other money due to the Club remain unpaid for two months, that fact shall be notified to such member, and should the amount due remain unpaid for one month after such notice, the Executive Committee may strike the member's name from membership and their membership shall cease, unless
 - (i) in consequence of the member being absent from Western Australia, or
 - (ii) for any other sufficient reason determined by, the Executive Committee or the Executive Committee resolves to remit the whole the sum due or to remit a portion thereof and the balance is paid forthwith within a nominated time.
- (d) The Executive Committee may post the name of defaulters on the Club's Main Noticeboard at their discretion.
- (e) A member who has had their name struck from membership shall be subject to the provisions of Rule 16.

15. SUSPENSION OR EXPULSION

- (1) The Executive Committee Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Executive Committee meeting at which the proposal is to be considered by the committee.
- (2) The notice given to the member must state —
 - (a) when and where the Executive Committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the proposed suspension or expulsion;
- (3) At the committee meeting, the Executive Committee must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Club.
- (4) A decision of the Executive Committee to suspend the member's membership or to expel the member from the Club takes immediate effect.
- (5) The Executive Committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (6) A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the Executive Committee's decision under Sub-Rule 15(5), give written notice to the Executive Committee Secretary requesting the appointment of a mediator under Rule 18.
- (7) If notice is given under Sub-Rule 15(6), the member who gives the notice and the Executive Committee are the parties to the mediation.

16. CONSEQUENCES OF EXPULSION, SUSPENSION OR CESSATION OF MEMBERSHIP

- (1) During the period a member's membership is suspended and upon expulsion or cessation of membership, the member:
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a member's membership is suspended and upon expulsion or cessation of membership, the General Manager must record in the register of members:
 - (a) that the member's membership has ceased or been suspended
 - (b) the date on which the cessation or suspension takes effect; and
 - (c) period of suspension.

- (3) When the period of the suspension ends, the General Manager must record in the register of members that the member's membership is no longer suspended.

17. **RESOLVING DISPUTES – THE GRIEVANCE PROCEDURE**

(1) Application of Division

The procedure set out hereunder (the grievance procedure) applies to disputes:

- (a) between members; or
- (b) between one or more members and the Club.

(2) Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party and a written record of such resolution must be lodged with the Executive Committee Secretary.

(3) Commence Procedure

(a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required, any party to the dispute may start the grievance procedure by giving written notice to the Executive Committee Secretary of:

- (i) the parties to the dispute; and
- (ii) the matters that are the subject of the dispute.

(b) Within 28 days after the Executive Committee Secretary is given the notice, an Executive Committee meeting must be convened to consider and determine the dispute.

(c) The Executive Committee Secretary must give each party to the dispute written notice of the Executive Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

(d) The notice given to each party to the dispute must state:

- (i) when and where the Executive Committee meeting is to be held; and
- (ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the dispute.

(e) If any party to the dispute gives written notice to the secretary stating that the party

- (i) does not agree to the dispute being determined by the Executive Committee; and
- (ii) requests the appointment of a mediator under Rule 18, the Executive Committee must not determine the dispute.

(4) Determination of dispute by committee

(a) At the Executive Committee meeting at which a dispute is to be considered and determined, the Executive Committee must —

- (i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the dispute; and
- (ii) give due consideration to any submissions so made; and
- (iii) determine the dispute.

- (b) The Executive Committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the Executive Committee meeting at which the determination is made.
- (c) A party to the dispute may, within 14 days after receiving notice of the Executive Committee's determination under Sub-Rule 17(4)(b), give written notice to the Executive Committee Secretary requesting the appointment of a mediator under Rule 18.
- (d) If notice is given under Sub-Rule 17(4)(c), each party to the dispute is a party to the mediation.
- (e) A determination under Sub-Rule 17(4)(a)(iii) may include suspension or expulsion of a member party or member parties to the dispute.

18. MEDIATION

(1) Application of Division

(a) This Division applies if written notice has been given to the Executive Committee Secretary requesting the appointment of a mediator

(b) If this Division applies, a mediator must be chosen or appointed in accordance with this Rule 18.

(2) Appointment of Mediator

(a) The mediator must be a person chosen:

(i) if the appointment of a mediator was requested by a party to Sub-Rule 17(1)(b) dispute, by agreement between the Member and the Committee, or

(ii) if the appointment of a mediator was requested by a party to a dispute under Sub-Rule 17(1)(a), by agreement between the parties to the dispute.

(b) If there is an agreement as to appointment of a mediator under Sub-Rule 18(2)(a)(ii), then the Executive Committee shall engage the chosen mediator.

(c) If there is no agreement for the purposes of Sub-Rule 18(2)(a)(ii) then, subject to Sub-Rules 18(2)(d) and 18(2)(e) the Executive Committee must appoint and engage a mediator.

(d) The person engaged as mediator by the Executive Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.

(e) The person appointed as mediator by the Executive Committee may be a member or former member of the Club but must not —

- (i) have a personal interest in the matter that is the subject of the mediation; or
- (ii) be biased in favour of or against any party to the mediation.

(3) Mediation Process

(a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

(b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

(c) In conducting the mediation, the mediator must —

- (i) give each party to the mediation every opportunity to be heard; and
- (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
- (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

(d) The mediator cannot determine the matter that is the subject of the mediation.

(e) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

(f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

(4) Results of Mediation

(a) A mediation may result in:

(i) resolution of the dispute between the parties whereupon a written record of such resolution must be lodged by the mediator with the Executive Committee Secretary, or

(ii) non-resolution of the dispute, whereupon a written record of that non-resolution must be lodged by the mediator with the Executive Committee Secretary and the dispute shall then be determined by a majority vote of the Executive Committee which shall be final and binding upon the parties to the dispute. Such a decision may involve suspension or expulsion of one or both of the parties.

(b) Any decision under Sub-Rule 18(4)(a)(i) or 18(4)(a)(ii) may involve suspension or expulsion of a member party or member parties to the dispute.

(c) If mediation results in decision to suspend or expel a member under Sub-Rules 18(4)(a)(i) or 18(4)(a)(ii) being revoked that revocation does not affect the validity of any decision made at an Executive Committee meeting or General Meeting during the period of suspension or expulsion.

19. ANNUAL GENERAL MEETINGS

(1) (a) The Annual General Meeting shall be held at the Club House on such day in the month of August in each year as fixed by the Executive Committee, but not before the 7th August.

(b) Not less than forty-two (42) days' notice of the holding of the Annual General Meeting shall be given to all Members.

- (c) Notice of Motion of any resolution (other than ordinary business) shall be sent to the General Manager not later than twenty-eight (28) days preceding such Annual General Meeting.
- (d) All notices of motion received by the General Manager shall forthwith be posted on the Club's Main Noticeboard and shall there remain until after the meeting. The removal of any notice shall not invalidate such notice but any notice so removed must be replaced with a copy thereof by the General Manager after discovery of removal by the General Manager.
- (e) Accidental omission to send or delay in sending any notice or non-receipt of any notice will not invalidate any meeting, nomination, resolution or election,
- (f) The quorum at an Annual General Meeting shall be no less than 10% of members eligible to vote and in the event of there being no quorum, the Senior Flag Officer present, or if no Flag Officer, the General Manager, shall adjourn the meeting to such time, date and place as may be deemed fit. The quorum at any adjourned meeting shall be the number of members in attendance at the time fixed for such meeting.
- (g) Only financial Senior, Life and Country Members shall be entitled to attend and vote at an Annual General Meeting, but any accidental breach of this article will not invalidate any election or resolution.
- (h) The majority necessary to carry a resolution in ordinary General Meetings, other than resolutions to alter the Constitution, shall be a simple majority of those present and entitled to vote.

(2) Format For Annual General Meetings:

- (a) The business of the Annual General Meetings shall be conducted in the following order:-
 - (i) Receive reports and balance sheet made up to the 30th day of June in each year.
 - (ii) Election of Patron and Vice Patrons, Declaration of Officers and Executive Committee.
 - (iii) Transaction of such business of which notice shall be given.
 - (iv) General Business.

20. SPECIAL GENERAL MEETINGS

- (a) Upon authority being given by the Executive Committee or by a requisition made and signed by at least 10% of members eligible to attend and vote at general meetings stating the subject or subjects intended to be discussed, the Commodore shall call a Special General Meeting of the Club with the subject matter to be discussed to be set out in the form of a Notice of Motion.
- (b) Such meeting shall be convened by the Commodore for the consideration of such subject or subjects only and not later than 28 days after such authority or requisition (as the case may be), and at least seven days notice in writing of such meeting and the Notice of Motion or the purpose thereof shall be given to each Senior, Life and Country

Member.

- (c) Accidental omission to notify a member in due time or at all will not render void any such meeting or resolution.
- (d) All Notices of Motion received by the General Manager shall forthwith be posted on the Club's Main Noticeboard and shall there remain until after the meeting. The removal of any notice shall not invalidate such notice or any resolution, which may be subsequently carried, but any notice so removed must be replaced with a copy thereof by the General Manager after discovery of its removal by the General Manager.
- (e) The quorum for such meeting shall be at least 10% of members eligible to attend and vote at general meetings. Should insufficient members attend to form a quorum within fifteen minutes of the time notified for such meeting, then the meeting shall lapse.
- (f) The majority necessary to carry a resolution in Special General Meetings, other than resolutions to alter the Constitution, shall be a simple majority of those present and entitled to vote.
- (g) Only financial Senior, Life and Country Members shall be entitled to vote at Special General Meetings, but any accidental breach of this article will not invalidate any election or resolution.

21. GENERAL MEETINGS

At General Meetings the Chair shall be taken by the Senior Flag Officer present, or if no Flag Officer be present, by some member chosen by the Meeting. Every question (unless otherwise expressly provided by this Constitution and Rules) shall be determined by a simple majority of those present and entitled to vote. Every member, except the Chair of the Meeting, shall have one vote and in the case of equality of votes, the Chair of the Meeting, shall have a casting vote, and such meeting may be adjourned as resolved at such meeting.

22. OFFICERS

The Officers of the Club (hereinafter referred to as "the Officers"), shall consist of a Commodore, Vice Commodore and two Rear Commodores (hereinafter referred to as "Flag Officers") and an Honorary Secretary, and Honorary Treasurer and three (3) Captains. All candidates for Flag Officer shall be the owner or part-owner of a boat on the Club Register of sailing or power craft or be approved for election by the Executive Committee. No member can nominate for Flag Officer unless they have been a financial member for two years and have served on the Executive Committee for one year, not necessarily immediately prior to nomination. The Commodore may serve a maximum of two consecutive years, however, this term may be extended for a further twelve months should no nominations for the position be received.

23. EXECUTIVE COMMITTEE & OTHER STANDING COMMITTEES

- (a) The sole management of the Club shall be in the hands of the Executive Committee which shall consist of the Flag Officers, Hon. Secretary, Hon. Treasurer, three (3) Captains and four (4) Committee Members, (hereinafter referred to as "Committee Members") to be elected at the Annual General Meeting, at least five of whom shall

be owners or part-owners of boats on the Club's register of sailing or power craft.

- (b) The General Manager shall be entitled to sit on the Executive Committee and Sub-Committee, entitled to speak and participate in meetings but shall not form part of any required quorum nor have any voting rights.
- (c) A quorum for Executive Committee Meetings shall be eight and the quorum for Sub-Committee Meetings shall be the number of appointed Sub-Committee Members divided by two, plus one.
- (d) The Executive Committee may appoint Sub-Committees and may delegate power to act PROVIDED THAT all Sub-Committees shall be required to report and be responsible to the Executive Committee. The Executive Committee may authorise Junior Members to form a Junior Sub-Committee with such powers and limitations as are fixed by the by-laws, rules or regulations made by the Executive Committee. The Chairman of each Sub-Committee shall be a member of the Executive Committee with the Commodore being an ex-Officio Member of each Committee.
- (e) Nominations for Sub-Committees will be called for prior to Annual General Meetings. The Executive Committee may appoint or co-opt any Club Member to a Sub-Committee.
- (f) The Immediate Past Commodore shall be entitled to sit on the Executive Committee for a period of one year and is entitled to speak and participate in meetings but shall not form part of any required quorum nor have any voting rights.

24. ELECTION OF EXECUTIVE COMMITTEE AND OTHERS

- (a) A Patron and Vice Patrons, not exceeding five in number, shall be elected at each Annual General Meeting by a show of hands and shall hold office until the next succeeding Annual General Meeting but shall be eligible for re-election. No notice of nomination shall be required.
- (b) The Officers and Executive Committee Members shall be elected in the manner hereafter provided and shall hold office for a period of one year but shall be eligible for re-election provided that no Commodore shall be eligible for re-election if they have held that particular office for two consecutive years immediately prior to such election, unless this term is extended for an additional twelve months, under Rule 22.
- (c) A Returning Officer and Deputy Returning Officers shall be appointed by the Executive Committee and shall remain in Office until successors are appointed. The Returning Officer shall conduct any ballot that may be necessary.
- (d) A Deputy Returning Officer may assist the Returning Officer if the latter so requests and shall take sole charge of the ballot at any stage if the Returning Officer is for any reason unable to continue his/her duties. Neither the Returning Officer or a Deputy Returning Officer shall conduct any ballot in which or which will be conducted at the same time as a ballot in which he/she is a candidate for Election.

- (e) The Returning Officer shall, not less than 42 days prior to the Annual General Meeting in each year, advertise in the Club Newsletter notice of the date, time and place at which the election is to be held and giving particulars of the Officers and Committee Members retiring and the vacancies to be filled and calling for nominations for such vacancies.
- (f) Nomination shall be on the Official Club Nomination Form, prescribed by the Executive Committee from time to time, and shall be signed by the Proposer, Secunder and the Candidate accepting his/her Nomination, all of whom must be at that time and at the time of the ballot, financial Senior, Country or Life Members of the Club.
- (g) Such nominations shall be forwarded so as to reach the Returning Officer, or Deputy Returning Officer, conducting the ballot not later than 5.00 pm twenty-eight (28) days prior to the Annual General Meeting.
- (h) The Returning Officer shall place on the Club's Main Noticeboard in the Club premises a list of the names of the persons so nominated with the names of their respective proposers and seconds immediately after receipt thereof and such list shall remain posted until and inclusive of the day of such Annual General Meeting. Failure to post and keep posted any such notification shall not invalidate any nominations.
- (i) If no more than the required number are received for any one position, the member or members so nominated shall be declared elected for the respective term. If more nominations are received than the number of members required then the election should be by ballot as hereinafter provided.
- (j) If after the operation of Sub-Rule 24(i) hereof there remains more nominations than vacancies for any position, the Returning Officer shall prepare a ballot paper containing particulars of the positions to be filled and the names of the candidates for each position being those who have not already been deemed to be elected to another position pursuant to Sub-Rule 24(i).
- (k) In the event of a ballot the following shall apply:-
 - (i) Each member wishing to vote shall vote by placing on their ballot paper a mark opposite the name of the candidate of their preference for the respective positions to be filled. The placing of such a mark against the name of a candidate to fill a position for which a ballot is taken shall signify a vote in favour of the election of that person to that position. A ballot paper that does not so comply shall be invalid.
 - (ii) The General Manager shall on the day of the Annual General Meeting present the Master Roll on which shall appear the name of every financial member who is entitled to vote.
 - (iii) Voting shall take place at the Club House and shall commence at 6.00 pm on the day of the holding of the Annual General Meeting and conclude at 8.15 pm on the same day.
 - (iv) The Officer conducting the ballot shall cause the name of every member who is issued with a ballot paper to be marked off the Master Roll.

- (v) Each member whose name appears on the Master Roll who is a financial Senior, Life or Country Member shall be entitled to only one ballot paper unless the same be damaged or defaced when the Returning Officer shall be entitled on the return of the original to issue the person with a further ballot paper.
- (vi) A member whose name appears on the Master roll and will be unable to attend the meeting for any reason shall be entitled to an absentee vote, on application to the General Manager up to 5.00 pm on the day immediately preceding the day of the Annual General Meeting. The member so applying shall be issued with a ballot paper and an envelope.
- (vii) The ballot paper shall be returned to the General Manager, sealed inside the envelope with the name of the member printed on its face and signature on the reverse.
- (viii) The General Manager on the issue of an absentee vote, to mark the name of the member off the Master Roll.
- (ix) All envelopes containing absentee votes together with the Master Roll shall be handed to the Officer conducting the ballot on the day of the Annual General Meeting.
- (x) To determine which candidate or candidates shall fill any position for which a ballot has taken place, the Officer conducting the ballot shall for each candidate aggregate the number of votes in favour of that candidate's election to that position.
- (xi) The Candidate with the highest aggregate of votes is elected to the position. In the case of a ballot for more than one position of Committee Member, the Candidate with the highest aggregate of votes is elected to the first position, the candidate with the next highest aggregate of votes is elected to the second position, and so on until all balloted vacancies are filled.
- (xii) The order of election and number to be elected shall be:-

One COMMODORE

One VICE COMMODORE

Two REAR COMMODORES being Sailing and Mooring & Storage

One EXECUTIVE SECRETARY

One TREASURER

Three CAPTAINS being Centreboard, Keelboat and Power Yacht.

Four COMMITTEE MEMBERS

- (xiii) Should a member be a candidate for more than one vacancy and is elected to the first of such vacancies in the order of election as set out in Sub-Rule 24(k)(xii) hereof, then the member shall be deemed not to be a candidate for any other vacancy.
- (xiv) The Returning Officer shall report in writing to the Commodore or the Chairperson of the Annual General Meeting the names of the candidates elected and the Commodore or the Chairperson shall declare them duly elected.

(xv) In the case of a tie between Candidates, the Officer conducting the ballot shall draw lots, to determine the successful Candidate or Candidates, in the presence of Members at the Meeting.

(l) No un-financial member shall be eligible for office or be permitted to nominate any office bearer or to vote at any election.

(m) In the event of vacancies occurring between the dates of the Annual General Election, the Executive Committee shall have power to select other members of the Club to fill such vacancies.

(n) No member of the Club, whether a candidate for election or not, shall directly or indirectly, by letter, circular or any other writing, or by advertisement, canvas for votes for any candidates for election to any of the office of Commodore, Vice Commodore, Rear Commodores, Executive Committee Secretary, Treasurer, Captains or Committee Members PROVIDED THAT HOWEVER the Executive Committee may after the close of nominations publish or cause to be published in the Club Newsletter issued by the Club, a notice containing such particulars of the candidates for election as the Executive Committee may from time to time

(o) determine and include the full names of the candidates and the respective positions held by them in the Club and a record of the service of each candidate in the Club.

25. DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE SECRETARY AND OTHERS

(a) The Executive Committee shall meet at least once in every calendar month and may act notwithstanding any vacancy therein, and minutes of all resolutions and proceedings thereof shall be entered in a book to be provided for that purpose

(b) If any Executive Committee member shall fail to attend three consecutive Meetings of the Executive Committee without leave of absence, their seat may be declared vacant and upon the happening of such event, shall be notified accordingly.

(c) The Executive Committee shall manage the affairs of the Club in accordance with the Rules and Objects of the Club generally and shall have the power to do all legal acts, matters and things necessary, desirable or required for the furtherance of the Objects of the Club.

26. RESIGNATION AND REMOVAL FROM OFFICE

(1) An Executive Committee member may resign from the Committee by written notice given to the Executive Committee Secretary or, if the resigning member is the Executive Committee Secretary, given to the Commodore.

(2) The resignation takes effect —

(i) when the notice is received by the Executive Committee Secretary or Commodore or

(ii) if a later time is stated in the notice, at the later time.

(3) At a general meeting, the Club may by resolution

(i) remove an Executive Committee member from office; and

(ii) elect a member who is eligible to fill the vacant position.

(4) An Executive Committee member who is the subject of a proposed resolution under Sub-Rule 26(3)(i) may make written representations (of a reasonable length) to the Executive Committee Secretary or Commodore and may ask that the representations be provided to the Clubs members.

(5) The Executive Committee Secretary or Commodore may give a copy of the representations to each Club member or, if they are not so given, the Executive Committee member may require them to be read out at the general meeting at which the resolution is to be considered.

6) A person ceases to be an Executive Committee member if the person —

- (i) dies or otherwise ceases to be a member of the Club; or
- (ii) resigns from the Executive Committee or is removed from office under this Rule 26 or
- (iii) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (iv) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (v) fails to attend 3 consecutive Executive Committee meetings, of which the person has been given notice, without having notified the Executive Committee Secretary or the Commodore that the person will be unable to attend.

27. FINANCE

Control of funds

(a) The Club must open an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.

(b) Subject to any restrictions imposed at a general meeting, the Executive Committee may approve expenditure on behalf of the Club

(c) The Executive Committee may authorise the Treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended.

(d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —

- (i) two Executive Committee members; or
- (ii) one Executive Committee member and a person authorised by the Executive Committee.

(e) All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.

28. NOT FOR PROFIT

The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club. After providing for all expenses and payments considered by the Executive Committee to be necessary or desirable, the balance of the funds of the Club may be utilised or dealt with in such manner as the Executive Committee may determine for the furtherance of the Objects of the Club. No part of such balance may be paid or otherwise distributed, directly or indirectly, to any member of the Club, except in good faith in the

promotion of the Objects of the Club.

29. PAYMENTS TO MEMBERS

A payment may be made to a member out of the funds of the Club only if it is authorised under as follows:

- (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club in the ordinary course of business; or
- (b) the payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- (c) the payment of reasonable rent to the member for premises leased by the member to the Club; or
- (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.
- (e) Subject to Sub-Rule 29(a) and Sub-Rule 29(d) any payment to an Executive Committee member from the Club's funds can only occur if the payment is authorized by a resolution of the Club.

30. CUSTODY OF BOOKS AND SECURITIES

(a) The books and any securities of the Club must be kept in the Executive Committee Secretary's custody or under the Executive Committee Secretary's control.

(b) The financial records and, as applicable, the financial statements or financial reports of the Club must be kept in the Treasurer's custody or under the Treasurer's control.

(c) Sub-Rules 30(a) and 30(b) have effect except as otherwise resolved by the Executive Committee.

(d) The books, financial records and financial statements or reports of the Club must be retained for at least seven (7) years.

31. INSPECTION OF RECORDS AND DOCUMENTS

(1) This Rule applies to a Club member who wants to inspect —

- (i) the register of members under section 54(1) of the Act; or
- (ii) the record of the names and addresses of Executive Committee members, and other persons authorised to act on behalf of the Club, under section 58(3) of the Act; or
- (iii) any other record or document of the association.

(2) The member must contact the General Manager to make the necessary arrangements for the inspection.

(a) The inspection must be free of charge.

(b) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision

the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.

- (c) The member may make a copy of or take an extract from a register record or document referred to in Sub-Rule 31(1) but does not have a right to remove the register record or document for that purpose.
- (d) A request by a Club member for the Club to provide a copy of a register of members and the provision of such a copy by the Club is subject to section 56 of the Act.
- (e) The member must not use or disclose information in a record or document referred to in Sub-Rule 31(1) except for a purpose —
 - (i) that is directly connected with the affairs of the Club; or
 - (ii) that is related to complying with a requirement of the Act.

32. FINANCIAL YEAR

The Club's Financial Year shall commence on the 1st July of each year.

33. COMMON SEAL

- (a) The Executive Committee shall have power to provide a Common Seal for the purposes of the Club and from time to time to destroy the same and substitute a new Seal in lieu thereof.
- (b) The Common Seal shall be kept in the custody of the General Manager.
- (c) The Common Seal shall be used only by the authority of a Resolution of the Executive Committee and shall be affixed to all necessary deeds, instruments, mortgage contracts and other documents in the presence of the General Manager and any two of the then Flag Officers of the Club.
- (d) A true and correct record shall be kept by the General Manager of all such instructions, deeds, mortgages, contracts and other documents to which the seal is affixed and held in a secure place.

34. PREVIOUS CONSTITUTIONS, BY-LAWS, RULES AND REGULATIONS

- a) All previous acts and appointments legal and valid under a former constitution, by-law, rule or regulation shall subject to this Constitution remain legal and valid.

35. APPEAL TO LAW

- (a) Members shall be held to consent to and be bound by the Constitution, by-laws, rules and regulations and shall not be entitled to appeal to any court because of anything done under this Constitution, by-laws, rules and regulations.
- (b) The Executive Committee's interpretation of this Constitution, by-laws, rules and regulations shall be final with the exception of the Sailing Rules, the interpretation of which shall be made by the Sailing Co-Ordinating Committee and shall be final.

36. CHANGE OF CONSTITUTION

- (a) This Constitution may be altered or repealed or a new Constitution may be made at any Annual General Meeting or at a Special General Meeting summoned for the purpose. At such Meeting votes of at least seventy-five percent (75%) of the members voting in person will be necessary to carry the resolution to change or replace the Constitution.
- (b) As soon as is practicable after the making of any proposal for a change to the Constitution, the General Manager shall provide to the Director of Liquor Licensing certified particulars of the change proposed. No effect will be given to the change without the prior approval of the Director.

37. DISSOLUTION

- (a) On application made in writing to the Executive Committee by at least 10% of members eligible to attend and vote at a general meeting signifying their desire that the Club should be dissolved, a Special General Meeting shall be called to consider the question. At such Meeting votes of at least seventy-five (75%) of the members voting in person will be necessary to carry the proposition for dissolution.
- (b) If, after dissolution of the Club there remains after the satisfaction of all its debts, liabilities and debentures any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to
 - (i) An incorporated association
 - (ii) A company limited by guarantee registered under the Corporations Act 2001;
 - (iii) An organisation that holds a current licence under the Charitable Collections Act 1946
 - (iv) An organisation that is a member or former member of the association and whose rules prevent the distribution of property to its members; or
 - (v) A non-distributing co-operative registered under the Co-operatives Act 2009.

determined by the Members of the Club at or before the time of dissolution and in default thereof or if and in so far as effect cannot be given to such determination then such payment or distribution shall be determined by a Judge of the Supreme Court of Western Australia.

38. LIQUOR ACT TO BE OBSERVED

- a) So long as the Club is licensed under the Liquor Licensing Act 1988 and Amendments, the Executive Committee and all Members shall at all times observe and obey the provisions of the Liquor Licensing Act 1988 and Amendments and Liquor Licensing Regulations in so far as it affects the Club and such provisions shall be deemed to be included in these Rules and in particular the following provisions shall apply.
- (b) The Club must at all times be a bona fide association of not less than one hundred (100) members.
- (c) The Club is established for the purpose of providing facilities and services for the members thereof and their guests upon the premises of which the Club is bona fide occupier and not for the purpose of making profits divisible amongst the members, or any of them nor for the purpose of distributing to members, or any of them, any money, property or otherwise, which are assets of the Club or in support of any Object other

than provision of facilities and services of the members or to members and their guests.

- (d) The facilities and services is provided and maintained from the joint funds of the Club, and no person shall be entitled under its rule of articles to derive any benefit or advantage from the Club which is not shared equally by every member thereof.
- (e) The premises upon which the Club is established must be suitable for the purposes of the Club.
- (f) No payment or part payment of any Secretary, Manager, or other officer of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
- (g) A register of Members of the Club for the time being shall be kept on the Club premises as hereunder required.
- (h) Correct accounts and books shall be kept showing the financial affairs of the Club, and the particulars usually shown in books of account of a like nature.
- (i) A guest shall not be supplied with any liquor in the Club premises, unless on the invitation and in the company of a Member.
- (j) The maximum number of guests per Member shall not exceed the maximum number permitted under the Liquor Licensing Act 1988 and Amendments.
- (k) A guest shall not be supplied with liquor to be consumed other than in the Club premises.
- (l) No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless such liquor is removed from the premises of the Club by or on the instructions from the member purchasing the same.
- (m) No persons shall be allowed to become Honorary Members of the Club or be relieved of the payment of the regular subscription excepting those possessing the certain qualifications defined in these rules and subject to such conditions and regulations prescribed herein.
- (n) Persons under 18 years of age may be employed by the Club, provided that no person under the age of 18 years shall serve in the bar or handle liquor containers.
- (o) No steward, cook or other employee of the Club shall be employed for a longer period than persons employed in a public house, hotel, restaurant, or coffee place may for a time being be lawfully employed.
- (p) Members may, with the approval of the approved Manager, hold private family, or business functions with or without a meal, with no limitation as to the number of guests. Members wishing to avail themselves of this opportunity must give 48 hours prior notification to the approved Manager.
- (q) A person who is on any day visiting the Club, as a Member or an Official of, or a person assisting, a team that is to contest a pre-arranged event, or at the invitation of a Member, to engage in a sporting activity on that day, shall be accorded temporary Membership

in the Club.

- (r) The Club shall nominate, and may from time to time, nominate a person, as provided by the Rules; to be responsible as approved Manager on behalf of the Club.
- (s) No liquor shall be sold or supplied to any person under the age of eighteen years, and no member under the age of eighteen years shall be admitted to any portion of the Club premises where liquor is sold or consumed, except as provided for under the Liquor Licensing Act 1988, Amendments and Regulations.



CONTACT US

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