



# Perth Flying Squadron Yacht Club Inc.

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## The Rules of the Association

**Extract from the Minutes of the General Meeting held on 1st July 1897.**

*"The title 'Flying Squadron' was adopted and copied from the Sydney Flying Squadron, which raced 18 footer open sailing, centreboard, live ballast boats, which were renown all over the world as the largest sail carrying craft. The sail spread gave the appearance as if the boats were flying through the water and the general public called them 'Flying Boats'. This title was therefore adopted to signify the type of boat to be sailed by the Club."*

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# The Rules of the Association of Perth Flying Squadron Yacht Club Inc.

## 1. NAME OF THE CLUB

- (a) The name of the Club shall be Perth Flying Squadron Yacht Club Inc.

## 2. OBJECTS

- (a) The principal objects are to establish, maintain and conduct a Club that:
  - (i) Encourages and supports a wide range of recreational, boating and aquatic sporting activities and offer programs in sail training, racing, cruising, time trialling, youth development and seamanship.
  - (ii) To foster orderly boating, recreational and social events and gatherings of boat owners and their friends, with particular emphasis on family and community involvement in aquatic sporting activities.
  - (iii) Collaborate with other Clubs and organisations similarly engaged.
  - (iv) Provides an inviting atmosphere to create a sense of belonging and 'Club Spirit' for our Members and their guests.
- (b) To borrow, raise or secure the payment of money for the purpose of the Club in such manner as the General Committee think fit.
- (c) To provide and maintain a clubhouse and sporting amenities for the use of the Members.
- (d) The property and income of the Club shall 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 Members, except in good faith in the promotion of those objects.
- (e) A secondary object is to maintain a club license under the current Liquor Act and its amendments.

## 3. DEFINITIONS

- (a) In reading this Constitution, unless the context or such otherwise indicates or requires:
  - (i) "Annual Meeting" means an Annual General Meeting.
  - (ii) "Books of the Association" means: the Members Register; the Record of Office Holders; and the Club Constitution whether held electronically or by hard copy.
  - (iii) "Club Premises" means all land, building and structures thereon of which the Club is the bona fide occupier.
  - (iv) "Club" means Perth Flying Squadron Yacht Club Inc.

- (v) "Commissioner" means: the person for the time being designated as the Commissioner under section 153 of the Associations Incorporation Act.
- (vi) "Committee" means the General Committee for the Club, duly elected for the time being in accordance with these Rules.
- (vii) "Fees" are all costs associated with the use of Club facilities and being a Member of the Club.
- (viii) "Financial year" means from the 1<sup>st</sup> April each year, until the following 31<sup>st</sup> of March.
- (ix) "Financial Member" means fees up to date or direct debit in place.
- (x) "Flag Officer" shall be vessel owners and hold the office of Commodore or Vice-Commodore or Rear Commodore.
- (xi) "General Manager" means the person engaged by the Committee to manage and administer the function of the Club on a day to day basis in accordance with the Constitution, Club By-Laws and under the direction of the Committee.
- (xii) "General Meeting" means a General meeting of the Club whether Annual or Special.
- (xiii) "Liquor Act" means the Liquor Control Act 1988, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules.
- (xiv) "Marina Privileges" mean the right to berth a vessel in a pen, hardstand or other Club storage facility and have the right to launch, refuel or slip a vessel on Club premises.
- (xv) "Member" means a person accepted by the Committee to the appropriate membership of the Club.
- (xvi) "Month" means a calendar month.
- (xvii) "Secretary" – If no Secretary has been appointed, the General Manager will act in the capacity of Secretary.
- (xviii) "Special General Meeting" means a General Meeting as defined below, called in accordance with Section 11 hereunder, at which only business that has been described in the notice may be transacted.
- (xix) "Subscription" is the annual charge for membership to the Club.
- (xx) "The Act" means the Associations Incorporation Act 2015, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules.
- (xxi) "The By-Laws" means the codes of Rules made under which the Club operates and are formulated by the Committee in accordance with Section 19(p,q).
- (xxii) "Vessel Owner" means the owner or owners of a sailing or power vessel which has been duly registered as a vessel in the Club's Vessel Register.

- (xxiii) "Vessel" means a sailing or power vessel which is eligible for registration as a vessel in the Club's Vessel Register.
- (xxiv) "Voting Member" means a financial Ordinary, Country or Life Member of the Club.

#### 4. MEMBERSHIP

- (a) The Club shall keep an up to date register of all current members and their membership category.
  - (i) This register must be continually available for inspection at the Club premises by authorised officers and Club Members.
  - (ii) Residential, postal, or email address can be nominated as the Members preferred contact details in the members register.
- (b) Membership of the Club shall consist of the following:
  - (i) Ordinary Member – Persons over 18 years of age. Ordinary Members qualify for all rights and privileges of the Club.
  - (ii) Life Member – Persons who have rendered meritorious service to the Club and the nomination is accepted by the Committee and further accepted by Members at an Annual General Meeting. Life Members qualify for all rights and privileges of an Ordinary Member, are exempt from subscriptions but shall pay any levies, house support, marina and capitation fees.
  - (iii) Family Member – provides for family groups which include one Ordinary Member, one spouse and all dependent children (as defined under the ATO guidelines or Income Tax Assessment Act 1997 and its amendments).
  - (iv) Country Member – a Member who has a permanent place of residence outside of a 100km radius from the clubhouse. Country Members qualify for all rights and privileges of the Club.
  - (v) Crew Member – Any person who regularly crews on a Member's vessel which is on the Club's Vessel Register.
  - (vi) Boat Affiliate – Persons that possess a recreational interest in and are casual operators of an Ordinary Member's vessel that are not listed on the vessels registration document.
  - (vii) Junior Member – Persons under the age of 18 years. Junior Members, on attaining the age of 18 years and wish to remain a Member of the Club shall be granted the appropriate Club membership.
  - (viii) Social Member - a Member who is over the age of 18 and interested in promoting the objects of the Club and utilising the clubroom facilities but shall not be entitled to hold any office except on the social committee.
  - (ix) Corporate Member – organisations, restricted to senior management, conducting community or tourism related business in Dalkeith and its surrounds that have made a contribution to the Club through business, sponsorship or donations.

- (x) Honorary Member – Membership that may be granted to Club Patrons, selected government officers and any other such persons as the Committee may decide from time to time based on their relationship to the Club or community.
  - 1. Shall be ineligible for election to the General Committee of the Club;
  - 2. May not attend or vote at any General Meeting; and
  - 3. May not nominate or second any candidate for any class of membership in the Club.
- (xi) Special Circumstances Member – any Ordinary or Junior Member who, through circumstance is unable to pay their full subscription but desires to retain participation with the Club. Upon application by the Member, the Committee may relieve them of part of their liability but not so as to make their total liability less than one half of the applicable subscription.
- (xii) Temporary Member – a person who is on any day visiting the Club as a Member or an official of another club, including those persons who are assisting a visiting club, to:
  - 1. Engage in a pre-arranged event with the Club as per the Club's objects; or
  - 2. Hold a pre-arranged function at the Club involving the use of the Club's sporting facilities
- (xiii) Reciprocal Member – is a visitor who is a full financial member of any like club in Western Australia or any licensed club located outside of Western Australia.

## 5. APPLICATION TO BECOME A MEMBER

- (a) Any person desiring to become a Member of the Club shall sign a membership application form which must bear the signature of a Member of the Club, as a proposer.
  - (i) A potential Member will be directed to obtain a copy of the Club Constitution from the Club's website, or on request, be provided with a copy.
- (b) The Club can request a credit check be carried out.
  - (i) When the General Manager receives the application form, it shall then be communicated to Members via the Members Portal web page for seven (7) days.
  - (ii) After receipt of any notification from Members, the applicant will then be accepted or denied membership, providing that an interval of not less than two weeks has elapsed between nomination and election.
- (c) The Committee shall have the right to refuse to admit any person to membership.
- (d) If membership is refused the full nomination fee is refunded to the applicant.

- (e) The General Manager shall notify the membership candidate the result and if accepted they shall on payment of their subscription be enrolled as a Member of the Club,

## 6. MEMBER'S RIGHTS

- (a) The rights and privileges of every Member shall be personal and shall not be in any manner transferable.
- (b) Employees – Members who are employees of the Club are entitled to all the rights and privileges of membership excluding those rights concerned with the selection, election and holding of office with the Club.
- (c) New employees will be provided Social Membership of the Club and will be entitled to all rights and privileges of that category.
- (d) Upon acceptance to membership, all Members agree to be bound by the Club Code of Conduct, By-Laws and Club Constitution.
- (e) Only Ordinary, Country and Life Members shall be allowed to vote at general meetings.
- (f) Temporary, Reciprocal, Social, Special Circumstances and Honorary membership can be subject to withdrawal by the General Manager or Committee acting in the best interests of the Club and have no right, title or interest in or to any of the property of the Club.
- (g) Guests – All Members shall be at liberty to invite guests to the Club, but the number of guests shall not exceed the maximum number as contained in Section 48(4)(b) of the Liquor Act.
  - (i) Members will ensure their guests observe the Rules as specified in the Club Code of Conduct, By-Laws and Club Constitution.
- (h) A Member may hold private family and business functions without limit to number of guests, providing that the sale of liquor shall be:
  - (i) Ancillary to a meal supplied at the Club by or on behalf of the Club to a Member and to each of the guests of that Member being guests of whose attendance was given prior notice to the Club; or
  - (ii) To a Member, for consumption by the guests of that Member at a function held by or on behalf of that Member at the Club
- (i) Functions – All Members are entitled to host functions on the Club premises after written application has been considered and approved by the Committee or General Manger.
  - (i) The General Manager or their representative will furnish the applicant with a written copy of Club By-Laws relating to functions after the application has been approved with any additional conditions or restrictions required.
  - (ii) The Club may seek an Extended Trading Permit – Associations to add local Associations as users of the Club facility to hold their functions.

- (j) Upon request, a Member is able to inspect the Books of the Association at such time and place as is mutually convenient to the Club and the Member.
- (i) The Committee may require a Member who requests a copy or part thereof of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Club.

## 7. SUBSCRIPTIONS

- (a) All fees and subscriptions of the Club shall be set by majority vote of the Committee prior to the commencement of the financial year or shall be increased by CPI.
- (b) Notice of the fees and subscriptions will be posted on the Club Member Portal web page and emailed to Members.
- (c) All fees and subscriptions are due from the first day of April in each year and are payable in advance.

## 8. NEW MEMBERS

- (a) Subscriptions must be paid within two weeks of acceptance and shall be paid as follows:
  - (i) If accepted between 1 April and 30 June – Full annual subscription
  - (ii) If accepted between 1 July and 30 September – 75% annual subscription
  - (iii) If accepted between 1 October and 31 December – 50% annual subscription
  - (iv) If accepted between 1 January and 31 March – 25% annual subscription

## 9. LIABILITY FOR SUBSCRIPTION

- (a) Any Member who does not notify the General Manager or Committee in writing before the date of the Annual General Meeting of his or her withdrawal from the Club shall be liable for the full subscription of the current Club financial year.
- (b) Any Member, whose subscription is in arrears after 30 June in each year, and alternative financial arrangements have not been made with the General Manager, shall cease to be a Member.
- (c) Any person ceasing to be a Member will remain liable for payment of any outstanding monies owed to the Club.
- (d) The Club may recover monies owed as the General Manager sees fit.

## 10. GENERAL MEETINGS – ANNUAL GENERAL MEETING

- (a) The Annual General Meeting of Members shall be held every calendar year on or before the 30<sup>th</sup> of September.

- (b) All Notices of Motion for consideration at the Annual Meeting must be submitted in writing to the General Manager in writing no less than 21 days prior to the date set for said meeting.
- (c) Notice of the meeting and agenda items; including Notices of Motion, shall be posted on the Club Members Portal web page and the Club notice board for 14 days before the date of the meeting for all Members to read.
- (d) Members who have provided an email address will also be emailed a copy of the notice of the meeting, agenda items and any Notices of Motion 14 days before the date of the meeting.
- (e) 15% of Voting Members shall constitute a quorum at an Annual Meeting.
- (f) In the case of insufficient Members to form a quorum being present after 30 minutes following the advertised start time for an Annual General Meeting, the meeting will be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.
- (g) The Chairperson of the meeting shall be the current Club Commodore or if not available the Vice Commodore. If the Commodore or Vice Commodore are not available, a Flag Officer will be selected by a simple majority of the General Committee present.
- (h) Only Voting Members will be permitted to vote on matters at the Annual Meeting. Voting by proxy is permitted by Voting Members unable to attend and will be managed by the General Manager ensuring only one vote per Member.
- (i) The order of business at the Annual Meeting shall be as follows:
  - (i) Reading notice of meeting.
  - (ii) Reading minutes of the last Annual General Meeting and any other General Meeting not yet confirmed and confirming or amending same.
  - (iii) To receive and if thought fit adopt the Commodore's Report, discussion and adoption or otherwise.
  - (iv) To receive and if thought fit adopt the Balance Sheet, Income and Expenditure Statement and Statement of Cash Flows for the Club's financial year ending on the preceding 31<sup>st</sup> March.
  - (v) To receive, and if thought fit, adopt the Treasurer's Report and Auditor's Report.
  - (vi) To elect Flag Officers and further Officers of the Club for the following year. At this point the new Commodore assumes the role of Chairperson.
  - (vii) To elect a Patron, Senior Vice Patron and two Vice Patrons.
  - (viii) Special Business of which Notice of Motion has been given in accordance with Clause 10 (b).
  - (ix) To transact such other business as is brought forward and of which notice shall have been given in accordance with the Constitution.

## 11. GENERAL MEETINGS – SPECIAL GENERAL MEETING

- (a) The Management Committee may at any time call a Special General Meeting.
- (b) A Special General Meeting shall also be called by the Committee on a requisition signed by no less than 5% (five per cent) of Voting Members stating in detail the purpose of the meeting.
- (c) Notice of the meeting and a copy of any requisition must be posted on the Club Member Portal web page and the Club Notice Board for 14 days before the date of the meeting for all Members to read.
- (d) Members who have provided an email address will also be emailed a copy of the notice.
- (e) Only business of which notice shall have been given as above, or in accordance with these Rules, shall be transacted at a Special General Meeting.
- (f) 15% of Voting Members shall form a quorum.
- (g) In the case of insufficient Members to form a quorum being present after 30 minutes following the advertised start time for a Special General Meeting, said meeting will be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.
- (h) Only Voting Members will be permitted to vote on matters at the Special General Meeting. Voting by proxy is permitted by Voting Members unable to attend and will be managed by the General Manager ensuring only one vote per Member.

## 12. GENERAL PROVISIONS FOR GENERAL MEETINGS

- (a) General Meetings may take place:
  - (i) where the Members are physically present together; or
  - (ii) when possible, where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.
- (b) A Member who participates in a meeting as set out in Section 12(a)(ii):
  - (i) is deemed to be present at the General Meeting; and
  - (ii) continues to be present at the meeting for the purposes of establishing a quorum;

until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.
- (c) At all General Meetings the Rules of Debate shall be observed, in that the Proposer of a Motion shall speak on the Motion and shall have the right to reply prior to the motion being put to the vote. Other Members may only speak once to a Motion and then for a maximum period of five minutes.

- (d) Every question, unless otherwise expressly provided by the Constitution, shall be decided by a simple majority of votes as determined by the Chairperson.
- (e) The Chairperson shall have the casting vote only, and shall determine all questions of order unless otherwise provided by the Constitution.

### 13. GENERAL PROVISION

- (a) No Member shall be entitled to take any legal action against the Club, other than a claim for goods sold and delivered and services rendered, and must conform to the decisions of the Committee and in the case of an appeal, to the decision of the General Meeting to which he or she may appeal.
- (b) These Rules shall be the Rules of the Club and shall be binding on Members.
- (c) Correct accounts and books shall be kept showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature.
- (d) No liquor shall be sold or supplied for consumption other than on the Club's premises, unless the Member purchasing it removes such liquor from the premises of the Club.
- (e) The clubhouse and other Club facilities is to be provided and maintained from the joint funds of the Club and no person shall be entitled under these Rules to derive any benefit or advantage from the Club which is not shared equally by every Member thereof.
- (f) Section 13(e) does not prevent:
  - (i) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Club or for goods supplied in the ordinary and usual course of business;
  - (ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member;
  - (iii) the payment of reasonable and proper rent by the Club to a Member for premises leased by the Member to the Club; or
  - (iv) the reimbursement of expenses incurred by any Member or any Committee Member on behalf of the Club.
  - (v) the payment of an honorarium to Committee Members as determined by Members by special resolution at a General Meeting.

### 14. FLAG AND OTHER CLUB OFFICERS

- (a) The Club shall elect the following officers of the Club who shall be known as "Flag Officers" and each of whose office shall be known as a "Flag Office":
  - Commodore
  - Vice Commodore
  - Rear Commodore Regatta

- Rear Commodore Power
- Rear Commodore Marina

each of whom must be the owner or part owner of a vessel listed on the Club Register, provided that no termination or cessation of a Flag Officer's ownership or part ownership of a vessel registered on the Club Register shall disqualify that Flag Officer from continuing to hold office for the duration of the term of office for which the Flag Officer has been elected.

- (b) The Club shall elect the following further Officers of the Club:
- (i) Honorary Treasurer
  - (ii) Four (4) other Members who shall each be known as "a Member of the General Committee", three (3) of whom must be an owner or part owner of vessel listed on the Club Register.
  - (iii) Secretary – If no Secretary has been appointed, the General Manager will act in the capacity of Secretary without the power of voting.

## 15. ELECTION TO FLAG AND OTHER OFFICE

- (a) Only Life, Country and Ordinary Members shall be eligible for election as officers of the Club and shall be elected at the Annual General Meeting (subject to the provisions of the Constitution relating to casual vacancies). Officers of the Club shall take office from the time they are respectively elected at an Annual General Meeting and shall hold office until the time they cease to be a Member of the Committee at a subsequent Annual General Meeting or until otherwise ceasing to be an Officer of the Club in accordance with this Constitution.
- (b) Criteria for Officers and membership of the General Committee shall be:
- (i) Possession of acumen or special skills that will be an asset to the General Committee;
  - (ii) A deep interest in boating;
  - (iii) A desire to give service to the Club and boating community;
  - (iv) A keenness to promote boating;
  - (v) An ability to work cooperatively and constructively with all other Members of the General Committee; and
  - (vi) A sufficiency of time to devote to General Committee duties.
- (c) Who May Nominate
- Any person under Clause 15 (a) may nominate as a candidate provided:
- (i) That person has not been removed from a Committee by the General Committee in the previous five (5) years;
  - (ii) That person is a Financial Member of the Club;

(iii) No Member can serve more than nine (9) consecutive years except as the current serving Commodore or immediate past Commodore.

(d) Invitation for Nominations

Where a position is to be elected, notice shall be given to all of those persons entitled to vote in the election calling for nominations. That notice shall include:

- (i) the vacant positions to be filled;
- (ii) date by which nominations must be received by the Club ("Closing Date for Nominations");

(e) To whom the nominations must be sent.

Where any proposed election is to be conducted by electronic means, the Club will email the Call for Nominations Notice to all eligible persons. Where the Club does not have a current or active email address, the Club will send a letter to the eligible person providing notice that nominations are being sought and advising details of the link on the Club's website to all relevant information pertaining to the forthcoming elections, including the nomination process, nomination forms and position descriptions. The eligible person will also be requested to provide a current email address to the Club if they have one.

(f) Diversity of Nominations

The Club shall attempt as far as practicable to ensure that important strata of the Club membership (for example: gender, sail, power, ethnicity, age) are represented among the candidates.

(g) How to Nominate

Nominations shall be in writing, using the prescribed form, signed by a nominator and a seconder each of whom shall be either a Life, Country or Ordinary Member of the Club and signed personally or electronically by the candidate. Nominees must complete a Nominee Statement of not more than 500 words as part of the nomination process. With their nomination, each candidate must provide written confirmation that:

- (i) They meet each of the nomination criteria set out in Clauses 15 (b) and 15 (c); and
- (ii) Any biographical or other information provided in their Candidate Statement is complete and correct, and is not misleading in any way.
- (iii) Accompanied by particulars of a candidate's ownership or part ownership of a vessel listed on the Club Register.
- (iv) Nominations must be lodged with the General Manager not less than fourteen (14) days prior to the Annual General Meeting

1. Upon lodgement nominations will be posted on the Club notice board and the Club Members Portal web page;

(h) In the event of there being more candidates for any office than there are vacancies to be filled, the election shall be by secret ballot and in any such ballot

where the Member has voted for candidates less in number than the number of vacancies to be filled such vote shall be deemed to have been cast informally.

- (i) The annual election of officers shall be by ballot at each Annual General Meeting in the presence of the General Manager and two scrutineers elected by the Voting Members present at such meeting.
  - (i) Members unable to attend the meeting may lodge a vote on the Club approved ballot paper with the General Manager at least two (2) days prior to the meeting, having also recorded and signed an apology for the meeting. .
  - (ii) This approved ballot paper must be distributed directly to the Member.
- (j) All other votes shall be cast at the Annual General Meeting.
- (k) In case no more than the required number of officers shall be nominated, those so nominated shall be declared elected.
- (l) If there shall be insufficient nominations to fill the whole of the vacancies of the list of officers, those nominated shall be declared elected and the Committee shall have the power to fill the vacancies and any casual vacancies that may occur.
- (m) If there are insufficient nominations for any office the Chairperson of the Annual General Meeting may accept further nominations from the floor of the meeting and conduct any necessary ballot for such vacancies.
- (n) If following any Annual General Meeting any office is vacant for want of nomination, such office may be filled as if it were a casual vacancy of an office other than Flag Office and notwithstanding that the office remaining vacant immediately following an Annual General Meeting may be a Flag Office.
- (o) A Commodore or Vice Commodore may not hold the same office for more than two years consecutively, excluding from such two year period any term of office by way of the filling of a casual vacancy.
  - (i) At the discretion of the nominating officer and the General Committee, a Commodore or Vice Commodore may serve terms greater than two (2) years providing the nominating officer and 75% of a quorum of the General Committee approve.
- (p) An Office referred to in Clause 14 shall become vacant if the Officer:
  - (i) Resigns his Office by notice in writing to the Commodore or General Manager or being a resignation by the Commodore by notice in writing to the Vice Commodore or General Manager;
  - (ii) Ceases to be a Member of the Club or is suspended from the Club;
  - (iii) Becomes bankrupt or makes any arrangements or composition with his or her creditors generally; or
  - (iv) Has a direct or indirect personal interest in any contract with the Club, provided however that an office shall not become vacant by reason of the Officer's personal interest in, or his or her interest in any company, society,

firm or association which he or she has entered into, any contract with the Club if prior to the entering into of such contract

- (v) Has declared to the General Committee full particulars of the nature and details of such direct or indirect interest.

## 16. GENERAL COMMITTEE

- (a) The business and management of the Club shall be vested in a Committee of Management known as the "General Committee" and shall meet a minimum of nine (9) times per annum.
  - (i) General Committee will consist of flag officers
    1. Commodore
    2. Vice Commodore
    3. Rear Commodore Regatta
    4. Rear Commodore Power
    5. Rear Commodore Marina
  - (ii) Honorary Treasurer
  - (iii) Four (4) General Committee members, of which a minimum of three (3) are owners or part owners of vessels in the Club Vessel Register
  - (iv) Secretary
  - (v) Immediate past Commodore
- (b) The General Committee may act notwithstanding the vacancy of any Office comprising the General Committee.
- (c) The General Committee may appoint up to five non-voting Members to the General Committee for special tasks and for specified periods.
- (d) The Vice and Rear Commodores are "Ex Officio" members of the Committees they oversee. The Commodore is an "Ex Officio" member of all Committees.

### **Quorum:**

- (e) five elected members of the General Committee shall constitute a quorum at least one of whom shall be a Flag Officer, the most senior of whom shall be Chairperson.

## 17. THE GENERAL COMMITTEE AND TERMS

- (a) The Executive positions on the General Committee shall be Commodore, Vice Commodore and Honorary Treasurer; and any other as determined by the full committee, and shall be elected at the first meeting of the elected committee.
- (b) The General Manager of the Club attends all committee meetings to give their report.
- (c) Committee Meetings may take place:

- (i) Where the Committee Members are physically present together; or
  - (ii) Where the Committee Members are able to communicate by using any technology that reasonably allows the Committee Member to participate fully in discussions as they happen in the Committee Meeting and in making decisions, provided that the participation of the Committee Member in the Committee Meeting must be made known to all other Members.
- (d) A Committee Member who participates in a meeting as set out in Section 17(c)(ii):
- (i) is deemed to be present at the Committee Meeting; and
  - (ii) continues to be present at the meeting for the purposes of establishing a quorum,

until the Committee Member notifies the other Committee Members that he or she is no longer taking part in the Committee Meeting.

- (e) Special meetings may be called by the Commodore, General Manager or on the request of three members of the Committee.
- (f) The minutes of Committee Meetings may be inspected by a Member at such time and place as is mutually convenient to the Committee and the Member
- (g) All Members, or other guests, may attend Committee Meetings if invited by the Committee but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- (h) No member of the Committee shall be held to have resigned his/her seat until his/her resignation, in writing, has been accepted by the Committee.
- (i) Committee Vacancies
  - (i) Any casual vacancy of a Flag Officer referred to in Clause 14(a) may be filled by the General Committee but the person appointed shall hold such Office only so long as the vacating Member would have retained the same if no vacancy had occurred.
  - (ii) Any casual vacancy of non-flag Officers referred to in Clause 14 (b) may be filled at a meeting of the Committee when a Member may be elected to fill such a vacancy until the next election provided the Member elected at such Committee meeting shall hold office in the place of, and upon the same terms and conditions as their predecessor, had the latter continued in the office.
- (j) If vacancies in the Management Committee result in the number of Committee Members being less than the number fixed under Section 16 (a) the continuing Committee Members may act to only:
  1. Increase the number of Members on the Committee to the number required for a quorum; or
  2. Convene a General Meeting of the Association.

- (k) The Commodore shall preside at all meetings of the Committee of the Club and, in his or her absence the Vice Commodore.
  - (i) Should neither be present, the meeting shall elect a Chairperson.
  - (ii) Resolutions of the Committee shall be decided by a majority vote of all those present.
  - (iii) In the case of equality of votes, the proposal before the Committee shall be decided in the negative.
  - (iv) The Commodore or in his or her absence, the Vice Commodore shall be authorised to speak on behalf of the Club.
- (l) Voting outside of meetings can be carried out by the use of a circulating resolution via email.
- (m) Any act performed by the Committee, a sub-committee or a person acting as a Committee Member is deemed to be valid even if the act was performed when:
  - (i) there was a defect in the appointment of a Committee Member, subcommittee or person holding a subsidiary office; or
  - (ii) a Committee Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Committee / Sub-committee Member as per Section 20(g) or 20(h) as a result of bankruptcy or conviction of a relevant criminal offence.

## 18. CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE

- (a) A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:
  - (b) dies;
  - (c) ceases to be a Member;
  - (d) becomes disqualified from holding a position under Section 20(g) or 20(h) due to a conviction or a relevant criminal offence or as a result of bankruptcy;
  - (e) becomes permanently incapacitated by mental or physical ill-health;
  - (f) resigns from office under Rule 15(p);
  - (g) is absent from more than:
    - (i) three consecutive Committee Meetings without a good reason; or
    - (ii) three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings,
  - (h) Is removed from office by resolution at a General Meeting of the Club if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.
    - (i) The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting to decide the

proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Committee.

- (ii) If all Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Committee.
- (iii) The interim Committee must, within two months, convene a General Meeting for the purpose of electing a new Committee.

## 19. POWERS AND DUTIES OF THE GENERAL COMMITTEE

The General Committee may exercise all the powers of the Club except any power which the Constitution or a law requires the Club to exercise in General Meeting. The General Committee shall ensure the proper and efficient functioning and administration of the Club. Without limiting the power conferred on the General Committee by this Constitution, the General Committee has the powers from time to time:

- (a) To appoint a person to the office of General Manager of the Club in accordance with Clause 22.
- (b) To appoint and delegate powers to a committee or committees in accordance with Clause 24.
- (c) To provide policies within which the administration and all other activities of the Club shall be conducted.
- (d) To provide a policy for the investment of Club funds.
- (e) To lease, mortgage or charge any of the property or rights of the Club.
- (f) To determine who may sign bills of exchange, receipts, endorsements, cheques, releases, contracts and documents on behalf of the Club.
- (g) To purchase or otherwise acquire for the Club any property, rights or privileges and to sell or dispose of such property, rights or privileges at such price (if any) and upon such other terms as it thinks fit.
- (h) To pay for any right or property acquired or any service rendered to the Club either wholly or partly in cash, or in debentures or securities charged upon all or part of the present or future property of the Club.
- (i) To institute, conduct, defend, compound or abandon any legal action (including a complaint or other proceeding under the Liquor Control Act) by or against the Club or otherwise concerning the affairs of the Club and allow time for payment or satisfaction of any debt due and of any claim or demand by or against the Club.
- (j) To refer any claim or demand by or against the Club to arbitration and perform and observe any award following such arbitration.
- (k) To ensure that an accurate minute record is kept of every General Committee meeting.

- (l) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be within the powers exercisable by the General Committee (other than its power of delegation) as it thinks fit.
- (m) To determine what person, if any, not being Members of the Club shall be permitted to use the premises of the Club or any part or parts thereof and during what time and under what conditions and when and at what times and places and under what conditions such persons shall be supplied with refreshments and accommodation.
- (n) To elect, censure, suspend or expel Members in accordance with the provisions of this constitution.
- (o) To nominate a person from time to time to be the manager of licensed premises on behalf of the Club.
- (p) To make By-Laws from time to time being not inconsistent with this Constitution and at any time repeal or amend such By-Laws and any such By-Laws made and in force shall be binding on all Members of the Club.
- (q) Without limiting the generality of the power to make By-Laws, to make By-Laws in relation to:
  - (i) the use of the Club and its premises (subject always to the Liquor Act and this Constitution) by Members and their guests.
  - (ii) the conduct and management of the Club and its premises.
  - (iii) the constitution, powers and functions of any committee.
  - (iv) the designation of Reciprocal Yacht Clubs for the purposes of this Constitution and withdrawal of that status at any time. Unless otherwise designated or determined by the General Committee, the clubs specified in the Club By-Laws shall be Reciprocal Yacht Clubs for the purposes of this Constitution.
  - (v) such register or registers of sailing boats, power boats or tenders and the determination of conditions upon which such vessels shall be entered in and removed from such register or registers.
  - (vi) Club uniforms and dress.
  - (vii) the use of ensigns, flags and burgees of the Club.
  - (viii) the use and occupation of Club jetties, moorings, pens, hardstand bays and other facilities.
  - (ix) to do all things necessary to comply with the Liquor Control Act.
- (r) To do all other such acts, matters and things as are incidental to or conducive to the object and activities of the Club.
- (s) To appoint such number of delegates to sporting bodies and associations with which the Club may from time to time be affiliated as may be required by the Rules thereof and such delegates shall hold office in accordance with the Rules of such sporting bodies and associations respectively.

- (t) Every member of the Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith on behalf of the Committee and the Committee may use the funds of the Club for any such purpose required, together with any reasonable expenses incidental to Committee activities.

## 20. ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS

### (a) Obligations of the Committee

- (i) The Committee must take all reasonable steps to ensure the Club complies with its obligations under The Act and these Rules.

### (b) Responsibilities of Committee Members

- (i) A Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- (ii) A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Club and for a proper purpose.
- (iii) Provide a current National Police Clearance Certificate the cost of which to be borne by the Club.
- (iv) A Committee Member or former Committee Member must not improperly use his or her position or any information obtained because he or she is a Committee Member to:
  1. Gain an advantage for himself or herself or another person; or
  2. Cause detriment to the Club.

### (c) A Committee Member having any direct or indirect pecuniary interest, i.e. financial or non-financial interests, in a matter being considered at a 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 Committee;
- (ii) Disclose the nature and extent of the interest at the next General Meeting of the Club; and
- (iii) Not be present while the matter is being considered at the Committee Meeting or vote on the matter.

### (d) Section 20(c) does not apply in respect of a material personal interest that:

- (i) Exists only because the Committee Member belongs to a class of persons for whose benefit the Club is established; or
- (ii) The Committee Member has in common with all, or a substantial proportion of, the Members of the Club.

- (e) The Secretary must record every disclosure made by a Committee Member under Section 20(c) in the minutes of the Committee Meeting at which the disclosure is made.
- (f) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Club unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.
- (g) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
  - (i) An indictable offence in relation to the promotion, formation or management of a body corporate;
  - (ii) An offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - (iii) an offence under Part 4 Division 3 of the Sentencing Legislation Amendment Act 2016 or Section 127 of the Associations Incorporations Act 2015 (as amended);
- (h) No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner. 'Commissioner' refers to Commissioner for Consumer Protection.
- (i) The Club may pay a Committee Member's travelling and other expenses as properly incurred:
  - (i) in attending Committee Meetings or sub-committee meetings;
  - (ii) in attending any General Meetings of the Club; and
  - (iii) in connection with the Club's business.
- (j) Committee Members must not receive any remuneration for their services as Committee Members other than as described at Section 20 (i) unless agreed to at an Annual Meeting or Special General Meeting.

## 21. COMMODORE

- (a) The Commodore:
  - (i) must consult with the General Manager regarding the business to be conducted at each Committee Meeting and each General Meeting
  - (ii) may convene special meetings of the Committee under Section 17(e)
  - (iii) may preside over Committee Meetings under Section 17(j)
  - (iv) may preside over General Meetings under Sections 10 and 11; and
  - (v) must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct

## 22. GENERAL MANAGER

- (a) The General Manager must ensure the orderly operation of the Club having regard to principles of good corporate governance; sound business practice; international best practice for yacht clubs and marinas; the Club Constitution By-Laws and Policies; and comply with applicable laws and regulatory requirements.
- (b) He or she shall hold office during the pleasure of the Committee at such remuneration and conditions as the Committee may think proper and as required by the Registered and Licensed Clubs Award (2010) and its amendments. This responsibility specifically includes the control of the staff, including the power to hire, suspend or dismiss. If a person appointed as General Manager is also a Member of the Club, their membership shall become equivalent to that of an Honorary Member, together with such other privileges as the Committee may determine from time to time.
- (c) The Committee may appoint another person as a nominee for the General Manager for such periods and purposes as the Committee sees fit. References to "the General Manager" include the person acting as such nominee in the absence of the General Manager.
- (d) It shall also be the duty of the General Manager to conduct the affairs of the Club under the direction of the Committee and to keep the books provided for that purpose correct, to keep a book of accounts showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature, also full and accurate minutes of the proceedings of all meetings as well as meetings of the Committee, all of which books including minute books of all meetings of the Management Committee, Sub Committee's and all General and Special Meetings. These books shall be kept in electronic form, and be open to inspection by Ordinary Members at reasonable times, and shall be produced to the Committee at every meeting thereof. All records shall be stored in the Club's Document Management System in PDF format and be digitally signed by the General Manager and the Committee or Sub-Committee Chair or Honorary Treasurer.
- (e) The General Manager shall maintain suitable records of the names in full and the addresses of all Members of the Club for the time being and the date of the last payment by each Member of his/her subscriptions and the names in full and the addresses of all Honorary Members, the date of their acceptance and the period of their membership.

## 23. HONORARY TREASURER

- (a) The Honorary Treasurer must:
  - (i) ensure that the Club complies with the account keeping requirements in Part 5 of The Act;
  - (ii) coordinate the review of the Financial Report of the Club prior to its submission to the Annual General Meeting of the Club
  - (iii) assist the auditor in performing their functions; and
- (b) All payments shall be made by cheque or electronically on the authority of the Committee to be signed by any of the following two (2):

- (1) The Commodore
- (2) The Vice-Commodore
- (3) The Honorary Treasurer;
- (4) The General Manager

## 24. SUB-COMMITTEES

- (a) The Committee may delegate any of its powers to Sub-Committees consisting of such Members as it deems fit.
- (b) Such Sub-Committee must report to and be responsible to the Committee.
- (c) No act of any Sub-Committee shall be binding on the Committee or Club until ratified by the Committee.
- (d) Sub-committees may be created or disbanded by The Committee.

## 25. AUDITORS

- (a) There shall be a registered Auditor, not a member of the Committee, who shall be appointed by the Honorary Treasurer prior to the Annual General Meeting.
- (b) The Auditor shall be independent to the Club.
- (c) Such Auditor shall audit the accounts and have power at any time to call for all books, papers, accounts, etc. relating to the affairs of the Club.
- (d) The Auditor shall be entitled to receive such remuneration as the Committee may determine from time to time.

## 26. ALTERATION AND REPEAL OF RULES

- (a) This Constitution may be amended or altered at any General Meeting, properly convened in accordance with the provisions of the Constitution provided that the amendment or alteration is carried by 75% of the Members attending.
- (b) As soon as is practicable after the making of any proposal for a change to the Rules of the Club, the Club shall provide to the Director of Liquor Licensing the proposed changes. No effect will be given to the changes without the prior approval of the Director.
- (c) Within one month after the making of any amendment or addition to the Rules of the Club, passed by special resolution, the Management Committee shall send or deliver the required documents and a certified copy of the amendment or alteration to the Consumer Protection Division of The Department of Commerce. No effect will be given to the amendments without the approval of this Department. In addition, all amendments passed as a special resolution must be noticed to the Director of Liquor Licensing.

## 27. SUSPENSION OR EXPULSION OF MEMBERS

- (a) The Commodore or Vice Commodore or in receiving a complaint from the General Manager, of a Member's behaviour which is considered a serious

breach of the Liquor Act or unacceptable Member behaviour, may suspend a Member for a period of time until disciplinary action under Section 27(c) can be taken.

- (b) In the sole judgement of the Committee, the Committee shall apply the power to reprimand, fine or suspend or expel any Member of the Club who: breach any Rule of the Club, any By-Law of the Club, Members Code of Conduct, or of any direction by the Committee.
- (c) Any Member charged with misconduct as above shall be furnished with a written copy of the charge and summoned before the Committee with no less than seven (7) days' notice.
  - (i) Members are not permitted to have legal representation attend any disciplinary matters, but may bring another Member to act in a support capacity only.
  - (ii) The Committee is required to exempt any member of that Committee from hearing a charge in which he or she has an interest.
  - (iii) If a responding Member or a representative of the responding Member does not attend within 30 minutes of the time stated on the hearing notice, the hearing may start without that Member or his or her representative and determination will be made at the hearing.
  - (iv) The Committee, after hearing the evidence, may inflict a penalty of suspension from any or all of the privileges of membership.
  - (v) If the Committee consider that on a charge of gross misconduct suspension as above is insufficient, they may call on the Member to resign, and if he or she neglects to resign within ten (10) days they may declare him or her to be expelled.
  - (vi) If a Member is suspended or expelled, the person may call a Special General Meeting to appeal the Committee's decision. The Member shall give written notice to the General Manager within seven (7) days of receiving notice of the Committee's decision and lodge a petition signed by 25 Voting Members with his or her appeal and the sum of \$2,000 to defray the cost of a Special General Meeting.
- (d) If a Member's membership is suspended under Section 27, the General Manager must record in the Member Register:
  - (i) the name of the Member that has been suspended from membership;
  - (ii) the date on which the suspension takes effect and the date the suspension ceased
- (e) During the period a Member's membership is suspended, the Member —
  - (i) loses any rights (including voting rights) arising as a result of membership; and
  - (ii) is not entitled to a refund, rebate, relief or credit for subscriptions or fees paid, or payable, to the Club.

## 28. RESOLVING DISPUTES

Disputes arising under the Rules

- (a) This Rule applies to:
  - (i) Disputes between Members; and
  - (ii) Disputes between the Club and one or more Members that arise under the Rules or relate to the Rules of the Club. This does not include disciplinary matters undertaken with Club Members.
  - (iii) If the parties involved cannot resolve the dispute between themselves, mediation may be sought by either party in accordance with The Act.
  - (iv) If the parties involved are unable to reach agreement after mediation, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with The Act or otherwise at law.

## 29. SUPPLY OF LIQUOR – LIQUOR ACT TO BE OBSERVED

- (a) The Club shall ensure a Duty Manager is on the licensed premises for the purposes of observing liquor licensing requirements and regulations, as required under the Liquor Act.
- (b) The Club shall be open for sale of liquor during such hours as the Committee shall from time to time determine and as permitted under the Liquor Act.

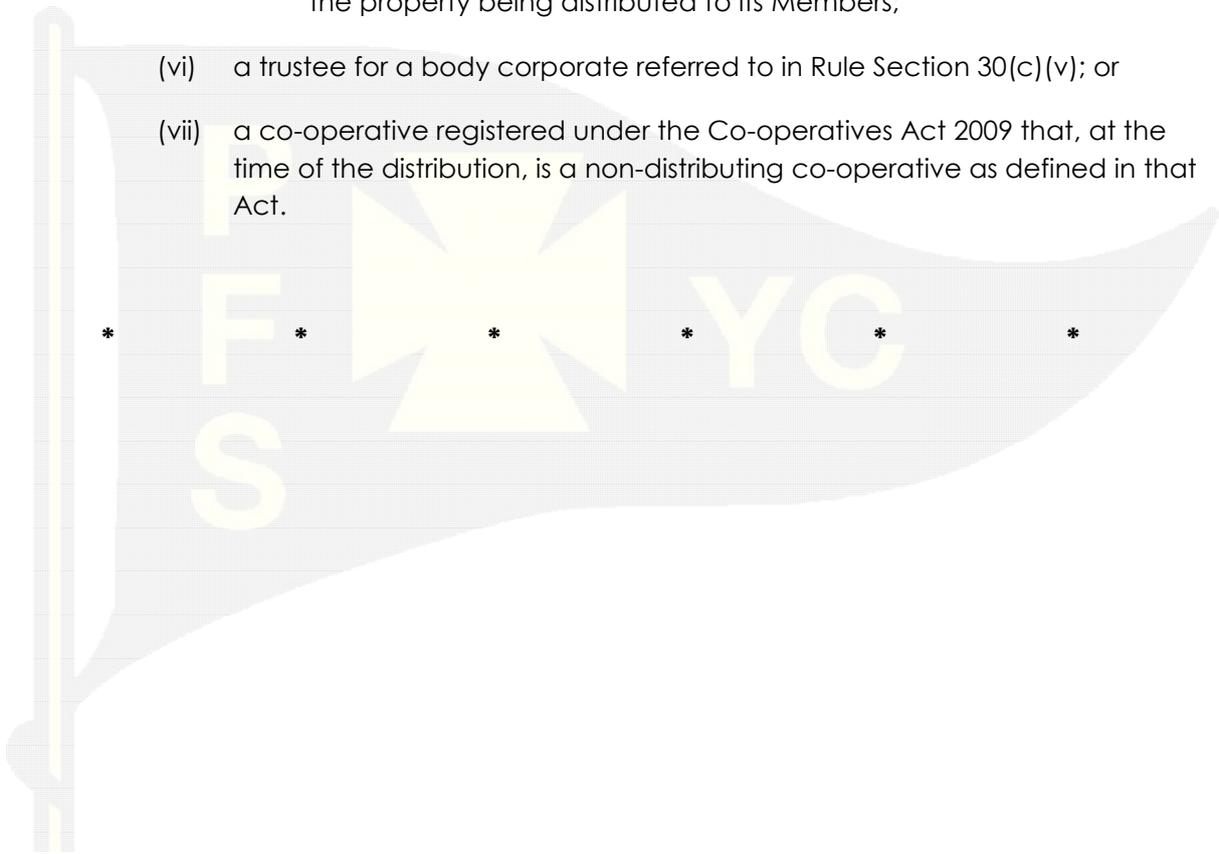
## 30. COMMON SEAL

- (a) The Club shall have a Common Seal, which shall be kept in the custody of the General Manager and shall not be affixed to any document except by the authority of the Committee and in the presence of one member of the Committee.
- (b) Any document to which the Common Seal is affixed shall be countersigned by the General Manager or an officer appointed by the Committee for that purpose.

## 31. DISSOLUTION OF THE CLUB

- (a) The Club may cease its activities and have its incorporation cancelled in accordance with The Act if the Members resolve by Special Resolution that the Club will:
  - (i) Apply to the Commissioner for cancellation of its incorporation; or
  - (ii) Appoint a liquidator to wind up its affairs.
- (b) The Club must be wound up under Section 30(a) and Part 9 of The Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- (c) Upon cancellation of the Club, the surplus property must only be distributed to one or more of the following:

- (i) an incorporated association under The Act;
- (ii) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
- (iii) a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Cwth);
- (iv) a company holding a licence that continues in force under section 151 of the Corporations Act 2001 (Cwth);
- (v) a body corporate that:
  - 1. is a Member or former Member of the Club; and
  - 2. at the time of the surplus property is distributed, has Rules that prevent the property being distributed to its Members;
- (vi) a trustee for a body corporate referred to in Rule Section 30(c)(v); or
- (vii) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.





# Perth Flying Squadron Yacht Club Inc.

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## 32. RECORD OF AMENDMENTS

Date	Clause	Amendment	Approved
June 20, 2018	Complete document	Grammatical errors	AGM Resolution
June 20, 2018	5 (a)	Insert new sub-clause (i) into clause 5 (a)	AGM Resolution
June 20, 2018	5 (c)	Remove "or renew" and "without assigning any reason for doing so."	AGM Resolution
June 20, 2018	6 (d)	Remove clause 6 (d) which renders clauses 6 (e), (f), (g), (h), (i), (j), (k) to become 6 (d), (e), (f), (g), (h), (i), and (j) respectively.	AGM Resolution
June 20, 2018	New 6 (d)	Remove "and their guests" from new clause 6 (d)	AGM Resolution
June 20, 2018	New 6 (g)	Insert new subclause (i) into new clause 6 (g)	AGM Resolution
June 20, 2018	10 (g)	Replace "a person nominated and elected by the members present" with "the Vice Commodore. If the Commodore or Vice Commodore are not available, a Flag Officer will be selected by a majority of the General Committee present."	AGM Resolution
June 20, 2018	10 (i)	Remove clause 10 (i) which renders clause 10 (j) to become 10 (i).	AGM Resolution
June 20, 2018	New 10 (i)	Insert new sub-clause (vii) into new clause 10 (i) which pushes forward existing clauses 10 (i) (vii) and 10 (i) (viii) to become clauses 10 (i) (viii) and 10 (i) (ix) respectively.	AGM Resolution
June 20, 2018	11 (i)	Remove clause 11 (i)	AGM Resolution
June 20, 2018	12	add new sub-clauses (c), (d), and (e) into clause 12.	AGM Resolution
June 20, 2018	15 (g) (iv)	Replace "seven" with "fourteen".	AGM Resolution
June 20, 2018	18 (d)	Replace 18 (g) and 18 (h), with 20 (g) and 20 (h) due to incorrect referencing.	AGM Resolution
June 20, 2018	22 (d)	Replace "should" and "bound" with "shall" and "electronic". And add "All records will be stored in the document management system in PDF format and be digitally signed by the General Manager and the Committee or Sub-Committee Chair or Honorary Treasurer."	AGM Resolution